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廣州白雲山醫葯集團股份有限公司

**GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS CO., LTD.**

*(a joint stock company with limited liability established in the People's Republic of China)*

(H Share Stock Code: 0874)

## **NOTICE OF 2013 EXTRAORDINARY GENERAL MEETING**

### **IMPORTANT NOTICE**

- Date and time of the 2013 extraordinary general meeting (the “EGM”): 30 December 2013 (Monday) at 10:00 a.m.
- The shareholding registration date of EGM: 29 November 2013 (Friday)
- Place of the EGM: Conference Room of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”), 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”)
- Manner of holding the EGM: physical meeting

### **I. INFORMATION REGARDING THE CONVENING OF THE EGM**

1. The resolution to convene the EGM was considered and passed at the 28th meeting of the fifth session of the board of directors (the “Board”).
2. The convener of the meeting: the Board of the Company.
3. Date and time of the EGM: 30 December 2013 (Monday) at 10:00 a.m..
4. Manner of holding the EGM: physical meeting.
5. Place of the EGM: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.

## **II. MATTERS TO BE CONSIDERED AT THE EGM**

### **(1) To be considered and approved by way of ordinary resolutions:**

1. The resolution on adjustment to financial budget report of the Company for year 2013.
2. The resolution in relation to the Purchase and Sale Connected Transactions Agreement entered into between the Company, Guangzhou Pharmaceuticals Corporation and Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited.
3. The resolution in relation to the distribution of special dividend.
4. The resolution in relation to the amendments to the Rules of Procedures for the General Meeting of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.
5. The resolution in relation to the amendments to the Rules of Procedures for the Board Meeting of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.

### **(2) To be considered and approved by way of special resolution:**

The resolution in relation to the proposed amendments to the Articles of Association of the Company.

The above resolutions were considered and passed at the 26th meeting of the fifth session of the Board and the 19th meeting of the fifth session of the supervisory committee held on 30 August 2013, and the 28th meeting of the fifth session of the Board held on 30 October 2013.

## **III. ATTENDEES OF THE EGM**

1. Holders of domestic shares (A shares) and overseas listed foreign capital shares (H shares) whose names appeared on the register of members of the Company at the close of business on 29 November 2013 (Friday) (including those overseas shareholders who have already submitted documents on shares transfer applications on or before 29 November 2013) are entitled to attend the EGM. The register of members of the Company will be closed from 30 November 2013 (Saturday) to 30 December 2013 (Monday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the EGM, all share transfer documents of H shares together with the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, namely Hong Kong Registrars Limited, for share transfer registration not later than 4:30 p.m. on 29 November 2013 (Friday).

2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether or not he/she is a shareholder) to attend and vote at the meeting on his/her behalf. If any shareholder appoint more than one proxy, the proxy(ies) can only vote by poll. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorization (if any) must be delivered to the Company's office address not less than 24 hours before the time appointed for the holding of the EGM or its any adjournment thereof.
3. Shareholders who intend to attend the EGM in person or by proxy should complete and return the attached reply slip by hand, by mail or by fax in accordance with the instructions printed thereon, before 9 December 2013 (Monday).
4. The directors, supervisors and senior management of the Company.
5. The legal adviser of the Company.

#### **IV. REGISTRATION FOR THE EGM**

1. To attend the EGM, an individual shareholder should bring along his/her identity card, the shareholder account card; a proxy should bring along the proxy form, his/her identity card and the identity card of the principal and the shareholder account card. A legal person shareholder shall bring along a copy of the business license, the proxy form signed by the legal representative of that legal person, the shareholder account card and the identity card of the attendee. Shareholders outside Guangzhou can make registration by E-mail, telephone or fax.

2. Place and time of registration:

Registration date and time: 9:00 a.m. to 11:30 a.m. and 2:30 p.m. to 4:30 p.m. on 9 December 2013 (Monday)

Place of registration: The Secretariat of the Company, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

## V. OTHERS

1. Address: 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC  
Postal code: 510130  
Contact person: Pang Jianhui, Huang Xuezhen  
Tel: 8620-8121 8117/8121 8119  
Fax: 8620-8121 6408  
E-mail: sec@gpc.com.cn/pangjh@gpc.com.cn
2. Address of the Shanghai branch of China Securities Depository and Clearing Corporation Limited: 3/F., China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC  
Address of Hong Kong Registrars Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
3. The EGM is expected to last for a half day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the EGM shall register in advance during the shareholders' registration time.

## VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions and announcements of resolutions passed at the 26th and the 28th meeting of the fifth session of the Board of the Company.
2. Resolutions and announcement of resolutions passed at the 19th meeting of the fifth session of the supervisory committee of the Company.

The Board of  
**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 6 November 2013

*As at the date of this notice, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning and Mr. Wu Changhai as executive directors, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua, Mr. Wong Lung Tak Patrick and Mr. Qiu Hongzhong as independent non-executive directors.*