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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)

Announcement in relation to the relevant undertakings given by the Controlling Shareholder

According to the relevant requirements under the Listed Companies Regulatory Guidance No. 4 — Undertakings of De facto Controllers, Shareholders, Related Parties and Acquirers of Listed Companies and the Performance Thereof (《上市公司監管指引第4號——上市公司實際控制人、股東、關聯方、收購人以及上市公司承諾及履行》) (China Securities Regulatory Commission Announcement [2013] No. 55, hereinafter referred to as the “Regulatory Guidance”) issued by China Securities Regulatory Commission and the relevant requirements of Guangdong Bureau of the China Securities Regulatory Commission (中國證券監督管理委員會廣東監管局), Guangzhou Pharmaceutical Holdings Limited (hereinafter referred to as “GPHL”), the controlling shareholder of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (hereinafter referred to as the “Company” or “GYBYS”), has regulated the undertakings regarding the completion of the trademarks transfer process during the absorption and merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. through share swap, asset acquisition through issuance of Shares and connected transactions of GPHL by Guangzhou Pharmaceutical Company Limited (hereinafter referred to as “GPC”), the predecessor of the Company, in June 2013 (hereinafter referred to as the “Major Assets Reorganization”). Details are as follows:

I. The original undertaking

On 28 June 2013, regarding the 388 trademarks pending for registration of transfer under the Major Assets Reorganization, GPHL issued an undertaking letter in relation to the assets involved in Absorption and Merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. through Share Swap, Asset Acquisition through Issuance of Shares and Connected Transactions of Guangzhou Pharmaceutical Company Limited which were pending transfer (《關於廣州葯業股份有限公司換股吸收合併廣州白雲山制葯股份有限公司、發行股份購買資產暨關聯交易所涉及未過戶資產的承諾函》) and undertook to: (1) process the formalities for transfer of those assets to GPC as soon as possible; (2) ensure that the Company can use these trademarks without having to pay consideration before the transfer of those assets to GPC; (3) to fully indemnify GPC and other third parties (including but not limited to the Shanghai branch of China Securities Depository and Clearing Corporation Limited and the Shanghai Stock Exchange) in cash in respect of the losses incurred by GPC and other third parties within two days from the date on which such losses actually incurred, due to any reasons such that GPC cannot use the above trademarks without paying any

consideration or if those trademarks cannot be transferred to GPC, including but not limited to all economic losses incurred from any civil, administrative and criminal liabilities.

II. Performance of the undertaking

By now, among the 388 trademarks covered by the original undertaking: (1) 325 trademarks out of the 331 domestic trademarks have completed the process of transfer, including 54 major trademarks. The remaining 6 domestic trademarks are regarded as associated and defensive trademarks the transfer of which cannot be completed due to registration problems; (2) all 57 overseas trademarks are regarded as associated and defensive trademarks, one of them is duplicated, and GPC has submitted the application materials regarding the remaining 56 trademarks in November 2013. The appraised value of those trademarks was RMB71,899.80, representing 0.14% of the valuation of all 388 trademarks; (3) for the 6 domestic trademarks and 1 overseas trademark which could not be transferred, GPLH has paid RMB9,385.03 in cash to GYBYS as compensation according to the valuation pursuant to reorganization undertaking.

III. The supplementary undertaking of GPLH

According to the Regulatory Guidance, GPLH has issued the undertaking letter in relation to the trademarks which have not yet been transferred to Guangzhou Pharmaceutical Holdings Limited (《廣州醫藥集團有限公司關於未過戶商標的承諾函》) on 23 April 2014 pursuant to which, further undertaking was given in connection with “process the transfer of those assets to GPC as soon as possible” in the original undertaking as follows:

- “1. The transfer of all those trademarks to GYBYS will be completed within 3 years from the date of this undertaking letter issued. The Company ensures that GYBYS can use these trademarks without having to pay consideration before the transfer of those trademarks;
2. If the transfer of those trademarks has not been completed by the end of the abovementioned undertaking period, the Company will pay compensation to GYBYS in cash within 10 working days according to the valuation of the trademarks which has not been transferred (in accordance with the Asset valuation on the properties and trademarks held by Guangzhou Pharmaceutical Holdings Limited intended to be acquired through private placement of additional shares by Guangzhou Pharmaceutical Company Limited (Zhong Tian Heng Ping Ping Zi [2012] No. 26) issued by China Valuer International Co., Ltd.)”

IV. Document Available for Inspection

Undertaking Letter in relation to untransferred trademarks of Guangzhou Pharmaceutical Holdings Limited (《廣州醫藥集團有限公司關於未過戶商標的承諾函》)

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 23 April 2014

As at the date of this announcement, the Board of the Company comprises Mr. Li Chuyuan, Mr. Chen Mao, Ms. Liu Juyan, Ms. Cheng Ning, Mr. Ni Yidong, Mr. Wu Changhai and Mr. Wang Wenchu as executive directors, and Mr. Wong Lung Tak Patrick, Mr. Qiu Hongzhong, Mr. Fang Shuting and Mr. Chu Xiaoping as independent non-executive directors.