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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 regulating the relevant undertaking given by the Controlling Shareholder**

According to the relevant requirements under the Listed Companies Regulatory Guidance No.4 — Undertakings of De facto Controllers, Shareholders, Connected Parties and Acquirers of Listed Companies and the Undertakings 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 the Guangdong Bureau of the China Securities Regulatory Commission, 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**”), has regulated its undertakings in relation to supporting the Company to set up an equity incentive scheme in the process of the reform of converting the non-publicly traded shares of the Company into publicly traded shares given in March 2006, details of which are as follows:

### **I. The original undertaking**

In March 2006, GPHL undertook that in order to improve the value of the listed company, after completion of the reform, GPHL will, to the extent permitted by laws and regulations and subject to the approvals of the supervisory authorities, support Guangzhou Pharmaceutical Company Limited (i.e. the Company) to set up an equity incentive scheme whereby the growth in profits of the Company shall be the condition for the management to implement the equity incentive mechanism.

### **II. Performance of the undertaking**

As at the date of this announcement, the Company has not yet proposed any plan to implement the equity incentive scheme.

### **III. Contents of the supplementary undertaking of GPHL**

Pursuant to the Regulatory Guidance, GPHL has issued the Undertaking Letter in relation to Monitoring and Supporting the Listed Company to Set Up Incentive Scheme for Long and Medium Term (《廣州醫藥集團有限公司關於督促和支持上市公司建立中長期激勵制度的承諾函》) on 25 June 2014, details of which are as follows:

“In order to fully mobilize the initiative and creativity of the management team of the listed company, realizing the sustainable development and improving the value of the listed company, Guangzhou Pharmaceutical Holdings Limited undertakes that it will, to the extent permitted by laws and regulations and subject to the approvals of the supervisory authorities, monitor and support Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited to set up incentive scheme for long and medium term within three years from the date of this undertaking letter, such scheme shall stipulate the growth in profits of the Company as a condition and link to market value.”

### **IV. Document Available for Inspection**

The Undertaking Letter in relation to Monitoring and Supporting the Listed Company to Set Up Incentive Scheme for Long and Medium Term.

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

Guangzhou, the PRC, 25 June 2014

*As at the date of this announcement, the Board 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.*