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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 ON THE RESOLUTIONS
PASSED AT THE 2013 ANNUAL GENERAL MEETING**

IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the 2013 annual general meeting (the “AGM”).
- There was no changes in the resolutions of the last general meeting at the AGM.
- There was no new motion proposed at the AGM.

I. CONVENING OF THE AGM AND ATTENDANCE THEREOF

1. The AGM of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”) was held both on-site and by way of network voting. The on-site meeting was held on 26 June 2014 (Thursday) at 10:00 a.m at the conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”) and the voting time for network voting on 26 June 2014 (Thursday) was at 09:30-11:30 and 13:00-15:00 (applicable to A shares).
2. The number of shareholders and proxies thereof who attended the AGM on-site and participated by way of network voting, the total number of voting shares held by them and the percentage of the voting shares out of the total number of voting shares of the Company are as follows:

The number of shareholders and proxies thereof who attended the meeting on-site and by way of network voting	54
Including: the number of domestic shareholders	18
the number of holders of H shares (“H shares”)	12
the number of shareholders participated in network voting	24

The total number of voting shares (shares)	617,103,555
Including: the total number of A shares held by domestic shareholders (shares)	585,011,543
the total number of shares held by holders of H shares (shares)	30,924,410
the total number of shares held by shareholders who participated in network voting (shares)	1,167,602
Percentage of the total number of issued shares of the Company (%)	100
Including: percentage of the total number of A shares held by domestic shareholders (%)	94.80
percentage of the total number of H shares held by the holders of H Shares (%)	5.01
percentage of the total number of shares held by the shareholders who participated in network voting out of the total number of shares (%)	0.19

3. The AGM was convened by the board of directors of the Company (the “Board”) and was presided by Mr. Li Chuyuan, the chairman. The AGM was held in compliance with the relevant provisions of the Company Law of the PRC (the “Company Law”) and the Company’s Articles of Association (the “Articles”).
4. Attendance of Directors, Supervisors and secretary of the Board of the Company: the Company has 11 incumbent directors, 9 directors were present at the AGM, among whom, Mr. Ni Yidong and Mr. Qiu Hongzhong were unable to attend the meeting due to the business; the Company has 3 incumbent supervisors, 1 supervisors were present at the AGM; Mr Chen Jing, the secretary of the Board of the Company attended the meeting. The medium and senior management of the Company, the auditor and the lawyer attended the meeting.
5. As at the date of the AGM, there were a total of 1,291,340,650 issued shares of the Company (of which 1,071,440,650 shares were domestic shares and 219,900,000 shares were H shares), which was also the total number of shares entitling the holders thereof to attend and vote at the AGM. There were no shares entitling the holders thereof to attend and abstain from voting in favor as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). No parties have stated any intention in the circular of the Company in relation to the AGM dated 9 May 2014 that it would vote against or abstain from voting on any of the resolutions proposed at the AGM.

II. CONSIDERATION OF THE RESOLUTIONS

In accordance with the agenda of the AGM, all the following resolutions (details of which were set out in the notice of the AGM dated 28 April 2014) were voted at the AGM by way of poll and network voting were duly passed:

1. Passed by way of ordinary resolutions:

(1) Report of the Board for year 2013

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,848,515	99.9587	56,900	0.0092	198,140	0.0321	Yes

(2) Report of the supervisory committee of the Company for year 2013

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(3) Financial reports of the Company for year 2013

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(4) *Auditors' reports of the Company for year 2013*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(5) *Proposal for profit distribution and dividend payment of the Company for year 2013*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(6) *Financial budget report of the Company for year 2014*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(7) *Total service emoluments to be paid to the directors of the Company for year 2014*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(8) *Total service emoluments to be paid to the supervisors of the Company for year 2014*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(9) *Provision of guarantees by the Company to secure bank loans for its subsidiaries*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,449,096	99.8940	58,129	0.0094	596,330	0.0966	Yes

(10) *Provision of guarantees by Guangzhou Baiyunshan Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd. in proportion to the shareholding therein.*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
593,339,304	96.1491	23,167,921	3.7543	596,330	0.0966	Yes

(11) *Application by the Company for the bank loans of no more than RMB2 billion*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
593,719,323	96.2107	23,166,192	3.7540	218,040	0.0353	Yes

(12) *Re-appointment of BDO CHINA SHU LUN PAN CERTIFIED PUBLIC ACCOUNTANTS LLP as auditors of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(13) *Re-appointment of BDO CHINA SHU LUN PAN CERTIFIED PUBLIC ACCOUNTANTS LLP as auditors for the internal control of the Company for year 2014, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

(14) *Daily connected transactions forecast of the Company and Guangzhou Wang Lao Ji Pharmaceutical Company Limited for year 2014;*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,450,596	99.8942	58,129	0.0094	594,830	0.0964	Yes

(15) *The Shareholder Return Plan for the Next Three Years (2014-2016) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited*

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
593,719,323	96.2107	23,166,192	3.7540	218,040	0.0353	Yes

2. Passed by way of special resolutions:

(1) *The resolution on the proposed amendments to the Articles of Association of the Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited* ^(Note);

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
616,828,615	99.9555	56,900	0.0092	218,040	0.0353	Yes

Note: This resolution is a resolution on matter required to be approved by special resolution and was passed by more than 2/3 of the total number of shares with voting right held by shareholders or the proxies who attended the AGM.

(2) *The resolution on proposed execution of Agreement on Compensation of Net Profit by Guangzhou Pharmaceutical Holdings Limited* ^(Note)

No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	Percentage of Shares Voted Against (%)	No. of Shares Abstained (share)	Percentage of Shares Abstained (%)	Passed or not
32,600,079	99.1622	57,400	0.1746	218,040	0.6632	Yes

Note: This resolution involved connected transactions and Guangzhou Pharmaceutical Holdings Limited (being the connected shareholder) which held 584,228,036 shares, abstained from voting on the above resolution. Besides, this resolution is a resolution on matter required to be approved by special resolution and was passed by more than 2/3 of the total number of shares with voting right held by shareholders or the proxies who attended the AGM.

III. SCRUTINEER AND LEGAL OPINION

BDO CHINA SHU LUN PAN CERTIFIED PUBLIC ACCOUNTANTS LLP, the Company's domestic auditor, acted as the scrutineer for the vote-taking at the AGM.

The AGM was witnessed by Ms. Lu Hui and Mr. Zhou Xia, lawyers from Z&T Law Firm, which issued its legal opinion that the procedures for convening and holding of the AGM complied with the provisions of the Company Law and the Articles, and the eligibility of the persons attending the AGM was lawful and valid. No new motion was proposed by the shareholders at the AGM. The voting procedures for the meeting complied with the laws and regulations and the provisions of the Articles and the Rules of Procedure of the General Meeting. The resolutions passed at the AGM were lawful and valid.

IV. IMPORTANT NOTICE OF THE PAYMENT OF THE 2013 FINAL DIVIDEND

Apart from the above resolutions, the Company made the following explanation of the payment of the 2013 final dividend:

1. The register of members of the Company will be closed from 29 July 2014 (Tuesday) to 4 August 2014 (Monday) (both days inclusive) during which no transfer of H shares will be effected. The holders of H shares whose names appear on the register of members of the Company at the close of business on 4 August 2014 (Monday) will be entitled to the 2013 final dividend. The holders of H shares who would like to entitle to the 2013 final dividend, all share transfer documents 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 28 July 2014 (Monday).

2. According to Enterprise Income Tax of the People's Republic of China and Implementation Rules of Enterprise Income Tax Law of the People's Republic of China (collectively, "Tax Laws"), from 1 January 2008 onwards, any PRC domestic enterprise shall withhold and pay enterprise income tax upon distribution of dividends to non-resident enterprise shareholders and the payer shall be treated as the obligatory withholder. Accordingly, the Company shall be obligated to withhold and pay a 10% enterprise income tax when distributing 2013 final dividends to non-resident enterprise shareholders whose names appear in the register of holders of H shares in 4 August 2014 (Monday). But the Company has no obligation to withhold and pay such enterprise income tax when distributing 2013 final dividends to the resident enterprise shareholders whose names appeared on the register of holders of H shares on 4 August 2014 (Monday). A resident enterprise (with the same meaning as defined in the Tax Laws) which is incorporated in the PRC or is incorporated under the law of a foreign country (or region) with its de facto management organization located within the PRC shall submit to the Hong Kong Registrars Limited not later than 4:30 p.m. on 4 August 2014 (Monday) a legal opinion (stamped with the chop of the law firm) issued by a qualified PRC practicing lawyer ascertaining its resident enterprise status. Otherwise, the Company shall not be held responsible for any disputes in relation to withholding and payment of enterprise income tax arising from failure to submit the legal opinion within the prescribed period.
3. According to the provisions of the Tax Laws, the dividend (bonus) received by the overseas resident individual shareholders in respects of their interests in the stocks issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax in the PRC, which shall be withheld by the withholding agents according to the relevant laws. However, the overseas resident individual shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements inked between the countries where they are residents and China or the tax arrangements between mainland China and Hong Kong (Macau). When 2013 final dividend is to be distributed to the holders of H shares whose names appeared on the register of holders of H shares of the Company as at 4 August 2014 (Monday), the Company will withhold 10% of the dividend to be distributed to the individual H-share holders as individual income tax in the PRC unless otherwise specified by the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividend at the tax rates and according to the relevant procedures as specified by such relevant tax regulations and tax agreement.

4. The holders of H shares whose names appeared on the register of members of the Company at the close of business on 4 August 2014 (Monday) will be entitled to the 2013 final dividend. According to Article 213 of the Articles, dividends payable to the Company's holders of H shares shall be paid in Hong Kong dollars. For the purpose of payment of the dividend, the applicable exchange rate is HK\$100 to RMB79.3978, being the average of the exchange rate between Hong Kong dollar and Renminbi as announced by the People's Bank of China for the week proceeding the date of announcement of the dividend. Accordingly, the amount of the 2013 final dividend payable per H share is HK\$0.2897 (including tax). The 2013 final dividend for H share will be paid on or before 20 August 2014.
5. Should the H-share holders of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H shares of the Company.
6. A separate announcement in relation to the 2013 final dividend for holders of A shares of the Company will be made in due course.

V. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolutions passed at the AGM signed by the shareholders who were present in person or by proxy; and
2. The legal opinion in relation to the AGM issued by Z&T Law Firm.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 26 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.