

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 THE FIRST CLASS MEETING OF HOLDERS OF DOMESTIC SHARES IN 2015

IMPORTANT NOTICE

- Date and time of the first class meeting of holders of domestic shares (the “Class Meeting of A Shareholders”) in 2015: Friday, 13 March 2015 (immediately after the conclusion of the first extraordinary general meeting in 2015 which shall commence at 10:00a.m. and the first class meeting of holders of overseas listed foreign capital shares in 2015 or any adjournments thereof held on the same date and at the same place)
- Manner of holding the Class Meeting of A Shareholders: the Class Meeting of A Shareholders will be held on-site

I. INFORMATION REGARDING THE CONVENING OF THE CLASS MEETING OF A SHAREHOLDERS

1. The resolution to convene the Class Meeting of A Shareholders was considered and passed at the 8th meeting of the sixth session of the board (the “Board”) of directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”);
2. Date and time of the Class Meeting of A Shareholders: Friday, 13 March 2015 (immediately after the conclusion of the first extraordinary general meeting in 2015 which shall commence at 10:00a.m. and the first class meeting of holders of overseas listed foreign capital shares in 2015 or any adjournments thereof held on the same date and at the same place).
3. Place of the Class Meeting of A Shareholders: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (“PRC”)
4. The Convener of the meeting: the Board

II. MATTERS TO BE CONSIDERED AT THE CLASS MEETING OF A SHAREHOLDERS

To be considered by way of ordinary resolution:

1. Resolution on the connected transaction relating to the non-public issue of A Shares of the Company;
2. Resolution on granting of the whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers to the Guangzhou Pharmaceutical Holdings Limited and persons acting in concert from the obligation to make a general offer;

Subject to (i) the granting of the whitewash waiver (“Whitewash Waiver”) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of such Executive Director) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on Guangzhou Pharmaceutical Holdings Limited (廣州醫藥集團有限公司), Guangzhou State-owned Asset Development Holdings Limited (廣州國資發展控股有限公司) and Guangzhou China Life Insurance Urban Development Industry Investment Enterprises (Limited Partnership) (廣州國壽城市發展產業投資企業(有限合夥)) and the respective parties acting or presumed to be acting in concert with them to make a mandatory general offer to the Shareholders of the Company for all issued Shares not already owned by them under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the issue of the new A shares of the Company and the Whitewash Waiver not having been withdrawn or revoked and (ii) satisfaction of all conditions (if any) attached to the Whitewash Waiver by the Executive Director, the Whitewash Waiver be and is hereby approved.

3. Resolution on conferring full powers on the Board and persons authorised by the Board to handle matters relating to the non-public issue of A Shares.

To be considered by way of special resolution:

1. Resolution on the proposal of non-public issue of A Shares of the Company;

1.01 Class and par value

1.02 Method and time

1.03 Subscribers

1.04 Method of subscription

1.05 Price and pricing principle

1.06 Number of Shares to be issued

1.07 Lock-up Period

- 1.08 Fund raising size and use of proceeds
- 1.09 Arrangement of the accumulated undistributed profit
- 1.10 Effective period of the shareholders' resolutions
- 1.11 Place of listing
2. Resolution on the plan of non-public issue of A Shares of the Company;
3. Resolutions on the conditional subscription agreements between the Company and specific investors relating to the non-public issue of A Shares;
 - 3.01 Resolution on approving the subscription agreement dated 12 January 2015 entered into between the Company and Guangzhou Pharmaceutical Holdings Limited (廣州醫藥集團有限公司) in relation to (i) the subscription of a maximum of 146,596,236 new A shares of the Company by Guangzhou Pharmaceutical Holdings Limited (廣州醫藥集團有限公司) at the subscription price of RMB23.84 each; (ii) the undertaking by Guangzhou Pharmaceutical Holdings Limited (廣州醫藥集團有限公司) to subscribe for all the under-subscribed A shares under the subscription agreement mentioned in 3.02 below and the transactions contemplated thereunder.
 - 3.02 Resolution on approving the subscription agreement dated 12 January 2015 entered into between the Company and China Universal Asset Management Company Limited (匯添富基金管理股份有限公司) in relation to the subscription of a maximum of 21,189,000 new A shares of the Company by the funds in the special investment account of the asset management scheme named China Universal Asset–Private Placement Prosperous Age Exclusive Account No. 66 Asset Management Scheme (添富一定增盛世專戶66號資產管理計劃) entrusted to China Universal Asset Management Company Limited (匯添富基金管理股份有限公司) for its management at the subscription price of RMB23.84 each and the transactions contemplated thereunder.
 - 3.03 Resolution on approving the subscription agreement dated 12 January 2015 entered into between the Company and Guangzhou China Life Insurance Urban Development Industry Investment Enterprises (Limited Partnership) (廣州國壽城市發展產業投資企業(有限合夥)) in relation to the subscription of a maximum of 104,865,771 new A shares of the Company by Guangzhou China Life Insurance Urban Development Industry Investment Enterprises (Limited Partnership) (廣州國壽城市發展產業投資企業(有限合夥)) at the subscription price of RMB23.84 each and the transactions contemplated thereunder.

3.04 Resolution on approving the subscription agreement dated 12 January 2015 entered into between the Company and Guangzhou State-owned Asset Development Holdings Limited (廣州國資發展控股有限公司) in relation to the subscription of a maximum of 125,838,926 new A shares of the Company by Guangzhou State-owned Asset Development Holdings Limited (廣州國資發展控股有限公司) at the subscription price of RMB23.84 each and the transactions contemplated thereunder.

3.05 Resolution on approving the subscription agreement dated 12 January 2015 entered into between the Company and Shanghai Yunfeng Xinchuang Investment Management Company Limited (上海雲鋒新創投資管理有限公司) in relation to the subscription of a maximum of 20,973,154 new A shares of the Company by the special investment vehicle established and managed by Shanghai Yunfeng Xinchuang Investment Management Company Limited (上海雲鋒新創投資管理有限公司) at the subscription price of RMB23.84 each and the transactions contemplated thereunder.

4. Resolution on granting general mandate to the Board for issuing additional H Shares of the Company:

Approving the grant to the board of directors of the Company a general and unconditional approval to exercise all powers of the Company to allot, issue and deal with the new H Shares of the Company (not exceeding 20% of the aggregate number of H Shares of the Company in issue at the date of passing this special resolution) during the period from the date of passing this special resolution until the earliest of the following: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the 12-month period from the date of passing of this special resolution; or (iii) the date on which the authority granted to the board of directors of the Company set out in this special resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting and the authorisation to the board of directors of the Company to increase the registered capital of the Company to reflect the issue of new H Shares in the Company and to make such appropriate and necessary amendments to the articles of association of the Company to reflect such changes in the registered capital and shareholding structure of the Company, to fulfill relevant approval, registration and filing procedures pursuant to domestic and foreign legal requirements and to take any other necessary action and complete any formality required to effect the issue of new H Shares pursuant and the increase of the registered capital of the Company.

The above resolutions were approved at the 8th meeting of the sixth session of the Board held on 12 January 2015.

III. ATTENDEES OF THE CLASS MEETING OF A SHAREHOLDERS

1. Holders of domestic shares (A shares) whose names appeared on the register of members of the Company at the close of business in the afternoon on Tuesday, 10 February 2015 are entitled to attend the Class Meeting of A Shareholders.
2. Any shareholder entitled to attend and vote at the AGM 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 appoints more than one proxy, the proxies 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 no less than 24 hours before the time appointed for the holding of the AGM or its any adjournment thereof.
3. Shareholders who intend to attend the Class Meeting of A Shareholders 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 17 February 2015 (Tuesday).
4. The directors, supervisors and senior management of the Company.
5. The lawyers of the Company.

IV. REGISTRATION FOR THE CLASS MEETING OF A SHAREHOLDERS

A. Methods of registration

On-site registration

To attend the Class Meeting of A Shareholders, 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 for registration purpose. A legal person shareholder shall bring along a copy of the business license, the proxy form signed by the legal entity, the shareholder account card and the identity card of the attendee for registration purpose. Shareholders outside Guangzhou can make register by mail, telephone or fax.

B. Place and time of registration:

Registration date and time: On 17 February 2015 (Tuesday) 9:30 a.m. to 11:30 a.m. and 1:00 p.m. to 3:00 p.m.

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 of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

Postal code: 510130

Contact person: Chen Jing/Huang Ruimei

Tel: (8620)-6628 1217/6628 1220/6628 1218

Fax: (8620)-6628 1229

Email: sec@gybys.com.cn /chenj@gybys.com.cn
2. Address of Shanghai Branch Company of China Securities Depository and Clearing Corporation Limited: 3/F., China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC
3. The Class Meeting of A Shareholders is expected to last for one day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the Class Meeting of A Shareholders shall register in advance during the shareholder registration time.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions and announcement of resolutions passed at the 8th meeting of the sixth session of the Board.
2. Resolutions and announcement of resolutions passed at the 6th meeting of the sixth session of the Supervisory Committee of the Company.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 19 Januray 2015

As at the date of this notice, 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.