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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 THE 2014 ANNUAL GENERAL MEETING**

### **IMPORTANT NOTICE**

- Date and time of the 2014 annual general meeting (the “AGM”) to be held on-site: 26 June 2015 (Friday) at 10:00 a.m.
- Registration date of the AGM: 27 May 2015 (Wednesday)
- Place at which the AGM will be held: 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 the holding of the AGM: the AGM will be held both on-site and by way of network voting (applicable to A shares)

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

1. The resolutions to convene the AGM were considered and passed at the 10th meeting of the sixth session of the board of directors of the Company (the “Board”).
2. Date and time of the AGM: 26 June 2015 (Friday) at 10:00 a.m.
3. Place at which the AGM will be held: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.
4. The Convener of the meeting: the Board.
5. Manner of voting: the manner of the voting for the AGM will be both on-site and by way of network voting (applicable to A shares).

6. The system, commencement date, ending date and voting time of the network voting (applicable to A shares):

The Company shall offer the network voting system of The Shanghai Stock Exchange (the “SSE”). The times for casting votes via the voting platform of the trading system are the trading sessions on the date on which the AGM will be held (26 June 2015) i.e. 9:15 to 9:25, 9:30 to 11:30 and 13:00 to 15:00. The time for casting votes via network voting will be from 9:15 to 15:00 on the date on which the AGM will be held.

7. The voting procedure of accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link:

The voting procedure of accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link shall be conducted in accordance with the relevant provisions of the Detailed Rules of the Shanghai Stock Exchange for Online Voting in Shareholders’ Meetings of Listed Companies etc.

8. Solicitation of shareholders’ voting rights:

Not applicable.

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

### **1. To be considered and passed by way of ordinary resolutions:**

- (1) Report of the Board of the Company for year 2014;
- (2) Report of the supervisory committee of the Company for year 2014;
- (3) Financial reports of the Company for year 2014;
- (4) Auditors’ reports of the Company for year 2014;
- (5) Proposal on profit distribution and dividend payment of the Company for year 2014;
- (6) Financial budget report of the Company for year 2015;
- (7) Resolution on the total service emoluments to be paid to the directors of the Company for year 2015;
- (8) Resolution on the total service emoluments to be paid to the supervisors of the Company for year 2015;

- (9) Resolution on the amounts of guarantees to be provided by the Company to secure the bank loans for some of its subsidiaries;
- (10) Resolution on the application by the Company for general banking facilities not exceeding RMB2 billion;
- (11) Resolution on entrusted loans business between the Company and its subsidiaries;
- (12) Resolution on re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2015, and the proposal to the shareholders' meeting to authorize the Board of the Company to determine their remuneration;
- (13) Resolution on re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors for the internal control of the Company for year 2015, and the proposal to the shareholders' meeting to authorize the Board of the Company to determine their remuneration;
- (14) Resolution on the purchase of the insurance in respect of the liabilities of the directors, supervisors and senior management of the Company;
- (15) Resolution on the report of the use of proceeds raised from previous fund raising of the Company;
- (16) Resolution on the connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

Note: definitions of the terms used in resolution nos. 16.01 to 16.89 and Appendix 2 are contained in Appendix 1.

16.01 In respect of the Connected Participant numbered 1 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.02 In respect of the Connected Participant numbered 2 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.03 In respect of the Connected Participant numbered 3 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.04 In respect of the Connected Participant numbered 4 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.05 In respect of the Connected Participant numbered 5 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.06 In respect of the Connected Participant numbered 6 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.07 In respect of the Connected Participant numbered 7 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.08 In respect of the Connected Participant numbered 8 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.09 In respect of the Connected Participant numbered 9 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.10 In respect of the Connected Participant numbered 10 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.11 In respect of the Connected Participant numbered 11 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.12 In respect of the Connected Participant numbered 12 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.13 In respect of the Connected Participant numbered 13 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.14 In respect of the Connected Participant numbered 14 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.15 In respect of the Connected Participant numbered 15 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.16 In respect of the Connected Participant numbered 16 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.17 In respect of the Connected Participant numbered 17 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.18 In respect of the Connected Participant numbered 18 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.19 In respect of the Connected Participant numbered 19 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.20 In respect of the Connected Participant numbered 20 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.21 In respect of the Connected Participant numbered 21 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.22 In respect of the Connected Participant numbered 22 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.23 In respect of the Connected Participant numbered 23 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.24 In respect of the Connected Participant numbered 24 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.25 In respect of the Connected Participant numbered 25 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.26 In respect of the Connected Participant numbered 26 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.27 In respect of the Connected Participant numbered 27 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.28 In respect of the Connected Participant numbered 28 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.29 In respect of the Connected Participant numbered 29 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.30 In respect of the Connected Participant numbered 30 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.31 In respect of the Connected Participant numbered 31 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.32 In respect of the Connected Participant numbered 32 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.



16.33 In respect of the Connected Participant numbered 33 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.34 In respect of the Connected Participant numbered 34 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.35 In respect of the Connected Participant numbered 35 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.36 In respect of the Connected Participant numbered 36 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.37 In respect of the Connected Participant numbered 37 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.38 In respect of the Connected Participant numbered 38 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.39 In respect of the Connected Participant numbered 39 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.40 In respect of the Connected Participant numbered 40 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.41 In respect of the Connected Participant numbered 41 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.42 In respect of the Connected Participant numbered 42 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.43 In respect of the Connected Participant numbered 43 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.44 In respect of the Connected Participant numbered 44 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.45 In respect of the Connected Participant numbered 45 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.46 In respect of the Connected Participant numbered 46 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.47 In respect of the Connected Participant numbered 47 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.48 In respect of the Connected Participant numbered 48 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.49 In respect of the Connected Participant numbered 49 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.50 In respect of the Connected Participant numbered 50 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.51 In respect of the Connected Participant numbered 51 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.52 In respect of the Connected Participant numbered 52 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.53 In respect of the Connected Participant numbered 53 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.54 In respect of the Connected Participant numbered 54 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.55 In respect of the Connected Participant numbered 55 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.56 In respect of the Connected Participant numbered 56 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.57 In respect of the Connected Participant numbered 57 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.58 In respect of the Connected Participant numbered 58 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.59 In respect of the Connected Participant numbered 59 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.60 In respect of the Connected Participant numbered 60 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.61 In respect of the Connected Participant numbered 61 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.62 In respect of the Connected Participant numbered 62 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.63 In respect of the Connected Participant numbered 63 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.64 In respect of the Connected Participant numbered 64 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.65 In respect of the Connected Participant numbered 65 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.66 In respect of the Connected Participant numbered 66 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.67 In respect of the Connected Participant numbered 67 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.68 In respect of the Connected Participant numbered 68 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.69 In respect of the Connected Participant numbered 69 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.70 In respect of the Connected Participant numbered 70 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.71 In respect of the Connected Participant numbered 71 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.72 In respect of the Connected Participant numbered 72 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.73 In respect of the Connected Participant numbered 73 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.74 In respect of the Connected Participant numbered 74 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.75 In respect of the Connected Participant numbered 75 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.76 In respect of the Connected Participant numbered 76 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.77 In respect of the Connected Participant numbered 77 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.78 In respect of the Connected Participant numbered 78 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.79 In respect of the Connected Participant numbered 79 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.80 In respect of the Connected Participant numbered 80 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.



16.81 In respect of the Connected Participant numbered 81 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.82 In respect of the Connected Participant numbered 82 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.83 In respect of the Connected Participant numbered 83 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.84 In respect of the Connected Participant numbered 84 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.85 In respect of the Connected Participant numbered 85 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.86 In respect of the Connected Participant numbered 86 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.87 In respect of the Connected Participant numbered 87 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.88 In respect of the Connected Participant numbered 88 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

16.89 In respect of the Connected Participant numbered 89 in the Connected Participation Table

The relevant Connected Participation be and is hereby approved on the conditions that the maximum Proposed Subscription Amounts and the maximum number of new A shares as set out in the Connected Participation Table will not be exceeded.

- (17) Resolution on forecasted figures in relation to the ordinary connected transactions between the Company and Guangzhou Wang Lao Ji Pharmaceutical Company Limited for year 2015;
- (18) Resolution on adjustment on the forecasted figures in relation to the ordinary connected transactions between the Company and Guangzhou Pharmaceuticals Corporation (廣州醫藥有限公司), Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited for years 2014, 2015 and 2016; and
- (19) Resolution on amendments to the System of Independent Directors.

The above resolutions were approved at the 10th meeting of the sixth session of the Board of the Company and the 7th meeting of the sixth session of the supervisory committee of the Company held on 19 March 2015 and the 11th meeting of the sixth session of the Board of the Company held on 17 April 2015, the 12th meeting of the sixth session of the Board of the Company and the 8th meeting of the sixth session of the supervisory committee of the Company held on 27 April 2015.

## **2. To be considered by way of special resolutions:**

- (1) Resolution on granting general mandate to the Board of the Company for issuing additional H Shares of the Company:

Approving the grant to the Board 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 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.

- (2) Resolution on amendments to the articles of association of the Company.

The above resolutions were approved at the 12th meeting of the sixth session of the Board of the Company held on 27 April 2015.

## **III. ATTENDEES OF THE AGM**

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 after the end of the trading hours on Wednesday, 27 May 2015 (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before Wednesday, 27 May 2015) are entitled to attend the AGM. The register of members of the Company will be closed from 28 May 2015 (Thursday) to 26 June 2015 (Friday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the AGM, 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 4:00 p.m. on Wednesday, 27 May 2015.
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 and/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 AGM 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 3 June 2015 (Wednesday).
4. The directors, supervisors and senior management of the Company.
5. The lawyers of the Company.

#### **IV. REGISTRATION FOR THE AGM**

##### **A. Methods of registration**

###### *1. On-site registration:*

To attend the AGM, an individual shareholder should bring along his/her identity card, 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 register by mail, telephone or fax.

###### *2. Registration for network voting (applicable to A shares):*

Securities investments funds voting at the AGM via network voting shall make filings at the network voting shareholders' accounts of the SSE Infonet Company Limited within two working days after the shareholding registration date of the AGM.

##### **B. Place and time of registration:**

Registration date and time: 09:30 a.m.-11:30 a.m., 2:30 p.m.-4:30 p.m. on 3 June 2015 (Wednesday)

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

## V. OTHERS

1. Address: 2<sup>nd</sup> 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 Xuezen  
  
Tel: (8620) 6628 1217/6628 1220/6628 1218  
  
Fax: (8620) 6628 1229  
  
Email: sec@gybys.com.cn/chenj@gybys.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 AGM is expected to last for one day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the AGM shall register before the registration time for the shareholders.

## VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the 10<sup>th</sup> meeting of the sixth session of the Board of the Company and the relevant announcement.
2. Resolutions passed at the 11<sup>th</sup> meeting of the sixth session of the Board of the Company and the relevant announcement.
3. Resolutions passed at the 12<sup>th</sup> meeting of the sixth session of the Board of the Company and the relevant announcement.
4. Resolutions passed at the 7<sup>th</sup> meeting of the sixth session of the supervisory committee of the Company and the relevant announcement.
5. Resolutions passed at the 8<sup>th</sup> meeting of the sixth session of the supervisory committee of the Company and the relevant announcement.

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

Guangzhou, the PRC, 6 May 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. Chu Xiaoping and Mr. Jiang Wenqi as independent non-executive directors.*

## **Appendix 1**

### **Definitions**

“Asset Manager”	China Universal Asset Management Company Limited* (滙添富基金管理股份有限公司), a joint stock limited company established in the PRC, which is entrusted by the Company as the management organization of the Employee Stock Ownership Scheme (2015)
“Connected Participant”	the Intended Participant who is a connected person of the Company
“Connected Participation”	the participation in the Employee Stock Ownership Scheme (2015) by a Connected Participant and the transactions contemplated by such participation, including but not limited to the signing of the Subscription Undertaking, the transactions contemplated by the Subscription Undertaking and the associated acquisition of the Trust Interest
“Connected Participation Table”	the table depicted in Appendix 2 containing certain information in respect of the Connected Participations
“Employee Scheme Subscription”	the subscription of a maximum of 21,189,000 new A Shares by the Asset Manager (as trustee of the Employee Stock Trust) pursuant to the Employee Scheme Subscription Agreement
“Employee Scheme Subscription Agreement”	the conditional subscription agreement dated 12 January 2015 entered into between the Company and the Asset Manager (as trustee of the Employee Stock Trust) in relation to the Employee Scheme Subscription
“Employee Stock Ownership Scheme (2015)”	the employee stock ownership scheme of the Company set up to allow the Target Participants to invest in the shares of the Company
“Employee Stock Trust”	the asset management trust known as “China Universal – 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)” set up by the Asset Manager for the Employee Stock Ownership Scheme (2015)
“Group”	the Company and the Subsidiaries

“Intended Participant”	the Target Participant who has given the Participation Indication, including a Connected Participant
“Participation Indication”	the written indication of the intention to participate in the Employee Stock Ownership Scheme (2015) given by a Target Participant
“Proposed Subscription Amounts”	in respect of each Intended Participant, means the amounts proposed to be paid by him to the Employee Stock Trust for the Asset Manager (acting as trustee of the Employee Stock Trust) to make the Employee Scheme Subscription
“Subsidiary”	a subsidiary of the Company
“Subsidiary Director”	a director of a Subsidiary
“Subsidiary Supervisor”	a supervisor of a Subsidiary
“Subsidiary GM”	a general manager of a Subsidiary
“Subscription Undertaking”	the proposed legally binding undertaking to be given by each Intended Participant in relation to confirmation of his participation in the Employee Stock Ownership Scheme (2015)
“Target Participants”	the target participants of the Employee Stock Ownership Scheme (2015), being all the employees of the Group as at 1 January 2015, including directors (excluding independent non-executive directors), supervisors, senior management and other employees of the Company, the Subsidiaries, joint ventures and associated companies
“Trust Interest”	an interest of an Intended Participant in the Employee Stock Trust represented by the Proposed Subscription Amounts



**Appendix 2**  
**Connected Participation Table**

No.	Name of the Connected Participant	Principal position(s) in the Group	Maximum Proposed Subscription Amounts (RMB)	Maximum number of new A shares (share)
1	Li Chuyuan	Chairman of the Company and an executive Director	4,768,000.00	200,000
2	Chen Mao	Vice chairman of the Company and an executive Director	4,768,000.00	200,000
3	Liu Juyan	Executive Director	4,291,200.00	180,000
4	Chen Ning	Executive Director	4,291,200.00	180,000
5	Ni Yidong	Executive Director	4,529,600.00	190,000
6	Wu Changhai	Executive Director and vice general manager of the Company	4,291,200.00	180,000
7	Wang Wenchu	Executive Director and vice general manager of the Company	4,291,200.00	180,000
8	Xian Jiaxiong	Chairman of the supervisory committee of the Company	3,933,600.00	165,000
9	Wu Quan	Supervisor of the Company	715,200.00	30,000
10	Zhang Chunbo	Vice general manager of the Company and chairman of a Subsidiary	3,814,400.00	160,000
11	Su Biru	Subsidiary Director	238,400.00	10,000
12	Xue Min	Subsidiary Supervisor	1,192,000.00	50,000
13	Li Jingbo	Subsidiary Supervisor	238,400.00	10,000
14	Li Guangliang	Subsidiary Director	238,400.00	10,000
15	Xu Keyi	Subsidiary Director	3,099,200.00	130,000
16	Lin Huizhao	Chairman of the supervisory committee of a Subsidiary	119,200.00	5,000
17	Chen Kunnan	Chairman of a Subsidiary and Subsidiary GM	357,600.00	15,000
18	Huang Yuedong	Subsidiary Director	119,200.00	5,000
19	Zhang Xiaomei	Subsidiary Supervisor	35,760.00	1,500
20	Yan Zhibiao	Subsidiary Director and Subsidiary GM	238,400.00	10,000

No.	Name of the Connected Participant	Principal position(s) in the Group	Maximum Proposed Subscription Amounts (RMB)	Maximum number of new A shares (share)
21	Chen Zhixiong	Subsidiary Director	715,200.00	30,000
22	Peng Hongying	Subsidiary Director	119,200.00	5,000
23	Su Guangfeng	Subsidiary Director	8,344,000.00	350,000
24	Chen Weiping	Subsidiary Director	3,933,600.00	165,000
25	Wang Jingwen	Chairman of the supervisory committee of a Subsidiary	119,200.00	5,000
26	Shi Hongchao	Chairman of a Subsidiary	596,000.00	25,000
27	Liang Mingji	Subsidiary Director and Subsidiary GM	119,200.00	5,000
28	Ouyang Qiang	Subsidiary Director	1,192,000.00	50,000
29	Chen Jinwei	Chairman of the supervisory committee of a Subsidiary	357,600.00	15,000
30	Jie Min	Subsidiary Supervisor	23,840.00	1,000
31	Chen Yulian	Subsidiary Supervisor	23,840.00	1,000
32	Yang Dongsheng	Chairman of a Subsidiary and Subsidiary GM	596,000.00	25,000
33	Lu Qifu	Subsidiary Director	59,600.00	2,500
34	Cheng Honghui	Subsidiary Director	1,430,400.00	60,000
35	Liang Zhiping	Chairman of the supervisory committee of a Subsidiary	95,360.00	4,000
36	Xu Wenliu	Subsidiary Director and Subsidiary GM	476,800.00	20,000
37	Fang Guanghong	Vice chairman of a Subsidiary	4,768,000.00	200,000
38	Yao Jiangxiong	Chairman of a Subsidiary and Subsidiary GM	1,192,000.00	50,000
39	Xu Zhaodong	Subsidiary Director	59,600.00	2,500
40	Zhu Ling	Subsidiary Director	119,200.00	5,000
41	Cai Zhiwei	Chairman of the supervisory committee of a Subsidiary	476,800.00	20,000
42	Ouyang Haizhan	Subsidiary Supervisor	47,680.00	2,000
43	Liu Yanping	Subsidiary Supervisor	536,400.00	22,500
44	Zhou Lushan	Chairman of a Subsidiary	1,430,400.00	60,000
45	Kong Jian	Subsidiary Director and Subsidiary GM	1,192,000.00	50,000

No.	Name of the Connected Participant	Principal position(s) in the Group	Maximum Proposed Subscription Amounts (RMB)	Maximum number of new A shares (share)
46	Zheng Jianxiong	Subsidiary Director	59,600.00	2,500
47	Bei Xuhui	Chairman of the supervisory committee of a Subsidiary	357,600.00	15,000
48	Zheng Haoshan	Subsidiary Supervisor	4,172,000.00	175,000
49	Shen Ying	Subsidiary Supervisor	23,840.00	1,000
50	Feng Yaowen	Chairman of a Subsidiary	178,800.00	7,500
51	Chen Songguang	Subsidiary Director and Subsidiary GM	1,192,000.00	50,000
52	Ou Guangde	Chairman of the supervisory committee of a Subsidiary	357,600.00	15,000
53	Liang Shaohui	Subsidiary Supervisor	23,840.00	1,000
54	Liu Fei	Subsidiary Supervisor	119,200.00	5,000
55	Yuan Cheng	Chairman of a Subsidiary and Subsidiary GM	894,000.00	37,500
56	Huang Xiang	Subsidiary Director	3,576,000.00	150,000
57	Zhang Yongtao	Subsidiary Director	119,200.00	5,000
58	Yan Huanxiong	Chairman of the supervisory committee of a Subsidiary	119,200.00	5,000
59	Yao Zhizhi	Subsidiary Supervisor	2,384,000.00	100,000
60	Lai Zhijian	Subsidiary Supervisor	596,000.00	25,000
61	Chen Jiannong	Chairman of a Subsidiary	2,384,000.00	100,000
62	Huang Ming	Subsidiary Director and Subsidiary GM	3,576,000.00	150,000
63	Zhang Mingsen	Subsidiary Director	1,192,000.00	50,000
64	Ying Jun	Subsidiary Director	476,800.00	20,000
65	Li Hong	Chairman of a Subsidiary	4,291,200.00	180,000
66	Huang Wenye	Subsidiary Director	23,840.00	1,000
67	Qiao Yong	Subsidiary Director	23,840.00	1,000
68	Chen Ping	Chairman of the supervisory committee of a Subsidiary	119,200.00	5,000
69	Tan Yingjin	Subsidiary Supervisor	23,840.00	1,000
70	Deng Weiyang	Subsidiary Supervisor	11,920.00	500
71	Zhang Weixiang	Subsidiary Director and Subsidiary GM	238,400.00	10,000
72	Fan Shadan	Subsidiary Director	596,000.00	25,000
73	Situ Lie	Subsidiary Director	119,200.00	5,000

<b>No.</b>	<b>Name of the Connected Participant</b>	<b>Principal position(s) in the Group</b>	<b>Maximum Proposed Subscription Amounts (RMB)</b>	<b>Maximum number of new A shares (share)</b>
74	Lu Jianhua	Subsidiary Supervisor	23,840.00	1,000
75	Liu Guangsui	Chairman of the supervisory committee of a Subsidiary	119,200.00	5,000
76	Li Jianwei	Subsidiary Supervisor	11,920.00	500
77	Dai Bixin	Subsidiary Director	119,200.00	5,000
78	Xiao Rongming	Subsidiary Director and Subsidiary GM	357,600.00	15,000
79	Liu Yuhua	Subsidiary Director	23,840.00	1,000
80	Liu Hanming	Subsidiary Supervisor	238,400.00	10,000
81	Pang Jianhui	Subsidiary Supervisor	238,400.00	10,000
82	Pei Zejian	Subsidiary Director and Subsidiary GM	596,000.00	25,000
83	Huang Haiwen	Subsidiary Director	417,200.00	17,500
84	Chen Zhizhao	Chairman of a Subsidiary	1,430,400.00	60,000
85	Gong Qingxun	Subsidiary Director and Subsidiary GM	178,800.00	7,500
86	Zhao Min	Subsidiary Director	1,430,400.00	60,000
87	Yu Liangshuo	Subsidiary Director	119,200.00	5,000
88	Liu Xuebin	Subsidiary Director	119,200.00	5,000
89	Chen Jing	Subsidiary Director	4,172,000.00	175,000
		<b>Total</b>	<b>110,438,800</b>	<b>4,632,500</b>