

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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 OF RESOLUTIONS PASSED AT THE FIRST MEETING OF THE SIXTH SESSION OF THE BOARD**

The first meeting of the sixth session of the board of directors (the “**Board**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) was held on 28 January 2014 at the Company’s conference room 203, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “**PRC**”), notice of which was despatched on 17 January 2014 by way of fax and email. All of the eleven eligible directors attended the meeting, among whom, Mr. Fang Shuting, an independent non-executive director, was unable to attend the meeting due to business engagements, and appointed Mr. Qiu Hongzhong, an independent non-executive director, to attend the meeting and vote on his behalf. Mr. Li Chuyuan, a director, presided over the meeting. The supervisors and the lawyer of the Company attended the meeting. The meeting was convened and held in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration, the resolutions which are set out below were passed with 11 affirmative votes, no dissenting and abstaining vote:

1. Mr. Li Chuyuan was elected as the chairman of the sixth session of the Board of the Company, with a term of office from the date of election to the date of election of members of the new session of the Board;
2. Mr. Chen Mao was elected as the vice-chairman of the sixth session of the Board of the Company, with a term of office from the date of election to the date of election of members of the new session of the Board;
3. Mr. Chen Jing (whose profile being attached) was appointed as the secretary to the Board of the Company, with a term of office from the date of appointment to the date of election of members of the new session of the Board;

Mr. Pang Jianhui ceased to be the secretary to the Board due to the job relocation. The Board would like to express its appreciation and gratitude to Mr. Pang Jianhui for his efforts and contributions to the Company during his tenure of office as the secretary to the Board.

4. Resignation of the Joint Company Secretary of the Company;

Mr. Pang Jianhui has resigned as the joint company secretary of the Company, with effect from 28 January 2014. Mr. Pang confirmed that there is no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board further announced that following the resignation of Mr. Pang Jianhui, Ms. Lee Mei Yi, the other joint company secretary of the Company, will act as the sole company secretary of the Company. Ms. Lee Mei Yi meets the requirement to be the sole company secretary.

5. Mr. Wong Lung Tak Patrick, Mr. Qiu Hongzhong, Mr. Fang Shuting and Mr. Chu Xiaoping were appointed as members of the Audit Committee of the Company, with Mr. Wong Lung Tak Patrick as the chairman of the Audit Committee, each of the above members shall have a term of office from the date of appointment to the date of election of members of the new session of the Board;
6. Mr. Li Chuyuan, Mr. Chen Mao, Ms. Liu Juyan, Mr. Qiu Hongzhong and Mr. Chu Xiaoping were appointed as members of the Strategic Development & Investment Committee of the Company, with Mr. Li Chuyuan as the chairman of the Strategic Development & Investment Committee, each of the above members shall have a term of office from the date of appointment to the date of election of members of the new session of the Board;
7. Mr. Chu Xiaoping, Mr. Ni Yidong, Mr. Wu Changhai, Mr. Wong Lung Tak Patrick and Mr. Fang Shuting were appointed as members of the Nomination & Remuneration Committee of the Company, with Mr. Chu Xiaoping as the chairman of the Nomination & Remuneration Committee, each of the above members shall have a term of office from the date of appointment to the date of election of members of the new session of the Board; and
8. Mr. Qiu Hongzhong, Ms. Cheng Ning, Mr. Wang Wenchu, Mr. Wong Lung Tak Patrick and Mr. Fang Shuting were appointed as members of the Budget Committee of the Company, with Mr. Qiu Hongzhong as the chairman of the Budget Committee, each of the above members shall have a term of office from the date of appointment to the date of election of members of the new session of the Board.

The Board of

**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 28 January 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.*

**Attachment:**

Profiles of the secretary to the Board

**Mr. Chen Jing**, aged 30, graduated from the Management College of Hua Zhong University of Science and Technology in July 2008, master of accounting, postgraduate. Mr. Chen Jing worked in the Investment Banking Division of Guotai Junan Securities Co., Ltd. before joining the Company and joined the Company from January 2014.