

*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)

## **PROPOSED AMENDMENT TO ARTICLE OF ASSOCIATION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **1. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

The Company hereby announces that at the November Board Meeting, the Board has approved, among other things, the Proposed Amendment. The amendment to the Articles of Association are to improve corporate governance by taking into consideration the actual circumstances of the Company. Corresponding changes will also be made to the Board Rules.

The Proposed Amendment is subject to certain conditions, including the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorisations, or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities. A resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Proposed Amendment. Details on the Proposed Amendment is set out in the appendix to this announcement.

### **2. NOTICE OF EGM AND CIRCULAR**

A circular containing, among other things, further details of the Proposed Amendment, together with the notice of the EGM, will be dispatched to the Shareholders as soon as practicable.

### **3. DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Articles of Association”                      the articles of association of the Company;

“Board”    the board of Directors;

“Board Rules”	the rules of procedures for the Board;
“Company”	Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (廣州白雲山醫藥集團股份有限公司), a joint stock company with limited liability established in the People’s Republic of China, whose H shares and A shares are listed on The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange respectively;
“Director”	a director of the Company;
“EGM”	the extraordinary general meeting of the Company proposed to be held, including any adjournment thereof;
“November Board Meeting”	the meeting of the Board held on 22 November 2019
“PRC”	the People’s Republic of China which, for the purposes of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Amendment”	the proposed amendment to the Articles of Association, details of which are set out in the appendix to this announcement; and
“Shareholders”	holders of the A shares and/or H shares of the Company.

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

Guangzhou, the PRC, 22 November 2019

*As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Li Hong, Mr. Wu Changhai and Mr. Zhang Chunbo as executive directors, and Mr. Chu Xiaoping, Mr. Jiang Wenqi, Mr. Wong Hin Wing and Ms. Wang Weihong as independent non-executive directors.*

\* *For ease of reference, the names of the PRC established companies or entities (if any) and the PRC laws and regulations (if any) have generally been included in this announcement in both Chinese and English languages and in the event of inconsistency, the Chinese language shall prevail.*

<b>Before amendment</b>	<b>After amendment</b>
<b>Article 130</b> The Company set up the Board (the “Board”). The Board of Directors consists of 11 directors, including one chairman and one vice chairman.	<b>Article 130</b> The Company set up the Board (the “Board”). The Board of Directors consists of 11 directors, including one chairman and one <u>or two</u> vice chairmans.