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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular accompanying with the form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

- (1) PROPOSED ELECTION OF DIRECTOR;
(2) PROPOSED ELECTION OF SUPERVISOR;
(3) PROPOSED CHANGE OF AUDITORS;
(4) PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**
-

Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 7 of this circular. The notice convening the EGM to be held at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Monday, 13 January 2020 at 10:00 a.m. or any adjournment thereof is set out on pages EGM-1 to EGM-5 of this circular.

Whether or not you intend to attend the EGM, please complete the form of proxy despatched together with the aforementioned notice in accordance with the instructions printed thereon and return the form of proxy to the office of the Company's H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“A Shares”	RMB-denominated domestic shares in the share capital of the Company with a nominal value of RMB1.00 each and are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“associate”	as defined under the Hong Kong Listing Rules
“Board”	the board of Directors
“Board Rules”	the rules of procedures of the Board (董事會議事規則) of the Company
“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 PRC
“controlling shareholder”	has the meaning given to it under the Hong Kong Listing Rules
“Director”	a director of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purposes of the subject matters mentioned in this circular
“GPHL”	Guangzhou Pharmaceutical Holdings Limited* (廣州醫藥集團有限公司), a state-owned enterprise established by, and under the administration of, the Guangzhou Municipal People’s Government State-owned Assets Supervision and Administration Commission in the PRC. It is the controlling shareholder of the Company holding approximately 45.04% of the issued shares of the Company as at the LPD
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each and are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“LPD”	22 November 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Mr. Cheng”	Mr. Cheng Jinyuan (程金元), the candidate for Supervisor at the EGM
“Mr. Xian”	Mr. Xian Jiexiong (冼家雄), a Supervisor and the chairman of the Supervisory Committee
“Mr. Yang”	Mr. Yang Jun (楊軍), the candidate for Director at the EGM
“Nomination and Remuneration Committee”	the nomination and remuneration committee of the Company
“November Board Meeting”	the 28th meeting of the seventh session of the Board held on 22 November 2019
“PRC”	the People’s Republic of China and, for the purpose of this circular only, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“Proposed Amendment”	the proposed amendment to the Articles of Association, details of which are set out in the section headed “LETTER FROM THE BOARD – 5. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION” of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Ruihua”	Ruihua Certified Public Accountants LLP
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder”	a holder of the A Shares and/or H Shares
“Supervisor”	a supervisor of the Company
“Supervisory Committee”	the supervisory committee of the Company
“WUYIGE”	WUYIGE Certified Public Accountants LLP
“%”	per cent

DEFINITIONS

- * *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 circular in both Chinese and English languages and the English names are for identification purposes only. In the event of inconsistency, the Chinese language shall prevail.*
- ^ *Where the context so permits or requires, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.*
- # *All times stated in this circular refer to Hong Kong time.*

LETTER FROM THE BOARD



廣州白雲山医药集团股份有限公司

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)

Executive Directors:

Mr. Li Chuyuan
Ms. Cheng Ning
Ms. Liu Juyan
Mr. Li Hong
Mr. Wu Changhai
Mr. Zhang Chunbo

Registered office and principal place of business:

45 Sha Mian North Street
Liwan District
Guangzhou City, Guangdong Province
The PRC

Independent non-executive Directors:

Mr. Chu Xiaoping
Mr. Jiang Wenqi
Mr. Wong Hin Wing
Ms. Wang Weihong

Principal place of business in Hong Kong:

Room 2005, 20th Floor
Tower Two Lippo Centre
89 Queensway
Hong Kong

28 November 2019

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED ELECTION OF DIRECTOR;
(2) PROPOSED ELECTION OF SUPERVISOR;
(3) PROPOSED CHANGE OF AUDITORS;
(4) PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the EGM on, among other things; (i) the proposed election of Mr. Yang as a Director; (ii) the proposed election of Mr. Cheng as a Supervisor; (iii) the proposed change of auditors; and (iv) the proposed amendment to the Articles of Association and to give you the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF DIRECTOR

As disclosed in the announcement of the Company dated 22 October 2019, Mr. Ni Yidong had resigned as an executive Director with effect from 22 October 2019. Under the Articles of Association and the Board Rules, the Board shall consist of eleven Directors. Since Mr. Ni Yidong resigned as an executive Director on 22 October 2019, the number of Directors of the seventh session of the Board was ten. In order to ensure the smooth implementation of the work of the Board, the Board resolved at the November Board Meeting to elect Mr. Yang as an executive Director subject to the approval of the Shareholders at the EGM.

The Nomination and Remuneration Committee makes recommendations to the Board in respect of identifying qualified persons to replace Mr. Ni Yidong in accordance with its terms of reference and the Company's nomination policy.

In making the recommendation to the Board for the proposed election of Mr. Yang, the Nomination and Remuneration Committee has made reference to objective criteria including but not limited to educational background, industry experience, technical and professional skills, qualifications and knowledge. After taking into account the recommendation of the Nomination and Remuneration Committee, the Board resolved at the November Board Meeting to elect Mr. Yang as an executive Director. In this regard, an ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the election of Mr. Yang as an executive Director and recommend the emoluments to be paid to Mr. Yang by way of cumulative poll. Particulars of Mr. Yang as at the LPD and further information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out in Appendix I to this circular.

3. PROPOSED ELECTION OF SUPERVISOR

Reference is made to an announcement of the Company dated 18 November 2019 wherein the Company announced that (i) Mr. Xian has resigned as a Supervisor and the Chairman of the Supervisory Committee; and (ii) the number of supervisors of the Supervisory Committee will be less than three (being the minimum number of Supervisors prescribed by the Company Law of the PRC) upon the resignation of Mr. Xian, the resignation of Mr. Xian would become effective after the new Supervisor has been elected at the EGM to fill the vacancy in the position of Supervisor after the resignation of Mr. Xian.

At the meeting of the Supervisory Committee held on 22 November 2019, Mr. Cheng was nominated as a candidate for the Supervisor. In this regard, an ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the election of Mr. Cheng as a Supervisor and recommend the emoluments to be paid to Mr. Cheng by way of cumulative poll. Particulars of Mr. Cheng as at the LPD and further information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out in Appendix II to this circular.

4. PROPOSED CHANGE OF AUDITORS

Reference is made to an announcement of the Company dated 22 November 2019 wherein the Company announced, among other things, the proposed appointment of WUYIGE as the new auditors of the Company to replace Ruihua.

LETTER FROM THE BOARD

As disclosed in the abovementioned announcement, Ruihua has confirmed in writing that there are no matters in relation to the change of auditors that need to be brought to the attention of the Shareholders. The Board has confirmed that there are no disagreements or outstanding matters between the Company and Ruihua, and the Board is not aware of any other matters in relation to the change of auditors that need to be brought to the attention of the Shareholders.

The Board has resolved, following the recommendation from the audit committee of the Company, to appoint WUYIGE as the new auditors of the Company to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company. In this regard, two separate ordinary resolutions will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the appointment of WUYIGE as the auditors of the Company for year 2019 and the appointment of WUYIGE as the auditors of the Company for internal control for year 2019, respectively.

5. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

Reference is made to an announcement of the Company dated 22 November 2019 wherein the Company announced that the Board approved the Proposed Amendment at the November Board Meeting. The amendment to the Articles of Association is to improve corporate governance by taking into consideration the actual circumstances of the Company. Corresponding changes will also be made to the Board Rules.

As disclosed in the abovementioned announcement, 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.

Set out below is the Proposed Amendment:

Before amendment	After amendment
Article 130 The Company set up the Board (the “ Board ”). The Board of Directors consists of 11 directors, including one chairman and one vice chairman.	Article 130 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 chairmen

6. CLOSURE OF REGISTER OF MEMBERS FOR HOLDERS OF H SHARES

The register of members of the Company will be closed from Saturday, 14 December 2019 to Monday, 13 January 2020 (both days inclusive) for the purpose of determining the entitlements of the Shareholders to attend the EGM, during which no transfer of H Shares will be effected. In order to qualify to attend the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:00 p.m. on Friday, 13 December 2019.

LETTER FROM THE BOARD

7. EGM

The EGM will be held at the conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Monday, 13 January 2020 at 10:00 a.m. The notice convening the EGM is set out on pages EGM-1 to EGM-5 of this circular.

Whether or not you intend to attend the EGM, please complete the form of proxy despatched together with the aforementioned notice in accordance with the instructions printed thereon and return the form of proxy to the office of the Company's H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

All the votes of the Shareholders at the EGM will be taken by poll. In accordance with the Articles of Association, the resolution on the election of Mr. Yang as a Director and the resolution on the election of Mr. Cheng as a Supervisor will be taken by way of cumulative poll. Further information in this regard is set out in the proxy form in relation to the EGM.

8. RECOMMENDATIONS

The Directors consider that each of the election of Mr. Yang as a Director, the election of Mr. Cheng as a Supervisor, the proposed appointments of WUYIGE as the auditors of the Company and the proposed amendment to the Articles of Association as mentioned in this circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of all the proposed resolutions at the EGM.

9. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,

The Board of

Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

1. BIOGRAPHICAL DETAILS

Mr. Yang, aged 50, holds an MBA degree and is an economist. Mr. Yang began his career in July 1992, and had been, among others, the secretary to the board, director, the deputy secretary of the Communist Party, the secretary of the disciplinary committee and the convenor of the supervisory committee of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. (廣州白雲山製藥股份有限公司), the secretary of the Communist Party and the director of Guangzhou Baiyunshan Jing Xiu Tang Pharmaceutical Co., Ltd. (廣州白雲山敬修堂藥業股份有限公司), the deputy secretary of the Communist Party, the deputy general manager, the chairperson of the labour union and the workers' director of Guangzhou Vanlead Group Co., Ltd (廣州萬力集團有限公司) (formerly Guangzhou International Group Co., Ltd. (廣州國際集團有限公司)), the chairperson of the board of Guangzhou Rubber Enterprise Group Co., Ltd. (廣州橡膠企業集團有限公司), the deputy secretary of the Communist Party and the director of Guangzhou Public Transport Group Co., Ltd. (廣州市公共交通集團有限公司), and the secretary of the Communist Party of Guangzhou Yiqi Bus Co., Ltd. (廣州市一汽巴士有限公司). As at the LPD, Mr. Yang was the deputy secretary of the Communist Party, the deputy chairperson of the board and the general manager of GPLH. Mr. Yang has extensive experience in the development and innovation aspects of the Chinese Communist Party and corporate management.

2. TERM OF OFFICE

If elected, the term of office of Mr. Yang as a member of the seventh session of the Board will commence from the date on which he is elected at the EGM up to the date on which the members of the new session of the Board are elected at the next annual general meeting of the Company expected to be held in around June 2020. The Company will enter into a service contract with Mr. Yang if he is elected as a Director at the EGM.

3. REMUNERATION

As Mr. Yang receives his emoluments from the Company's controlling shareholder, namely GPLH, it is expected that Mr. Yang's emoluments as a Director to be received from the Company (from the date on which he is elected at the EGM up to the date on which the members of the new session of the Board are elected at the next annual general meeting of the Company) will be RMB0. The aforementioned emoluments were proposed by the Board and is subject to the consideration and approval by the Shareholders at the EGM.

4. INTERESTS IN THE SHARES OF THE COMPANY WITHIN THE MEANING OF PART XV OF THE SFO

As at the LPD, neither Mr. Yang nor his associates had (or was deemed to have) any interest in the shares of the Company within the meaning of Part XV of the SFO.

5. NO OTHER INFORMATION REQUIRED TO BE DISCLOSED

As at the LPD and save as disclosed above, Mr. Yang:

- (a) did not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company;
- (b) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas;
- (c) did not hold any position in the Company or other members of the Group; and
- (d) had no other matters that needed to be brought to the attention of the Shareholders and there was no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

1. BIOGRAPHICAL DETAILS

Mr. Cheng, aged 47, holds a bachelor degree and an EMBA degree. Mr. Cheng began his career in December 1991, and had been a cashier of the sanatorium for retired cadres of the National Defence University (國防大學幹休所), the head accountant of the Management Office of the General Office of the Central Military Commission (中央軍事委員會辦公廳管理局), a member of the Guangzhou-Taiwan Cultural Exchange Centre of the Taiwan Affairs Office of People's Government of Guangdong Province (廣東省台灣事務辦公室粵台文化交流中心), the provincial-level manager of Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited* (廣州白雲山和記黃埔中藥有限公司), the deputy director of the sales department of Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd.* (廣州白雲山光華股份有限公司), the deputy director of the discipline inspection and supervision office of GPLH and the deputy director of the discipline inspection and supervision office of the Company. As at the LPD, Mr. Cheng was the director of the discipline inspection and supervision office of the Company. Mr. Cheng has extensive experience in, among other things, discipline inspection and supervision, finance management and sales and marketing.

2. TERM OF OFFICE

If elected, the term of office of Mr. Cheng as a member of the seventh session of the Supervisory Committee will commence from the date on which he is elected at the EGM up to the date on which the members of the new session of the Supervisory Committee are elected at the next annual general meeting of the Company expected to be held in around June 2020. The Company will enter into a service contract with Mr. Cheng if he is elected as a Supervisor at the EGM.

3. REMUNERATION

As Mr. Cheng is also the director of the discipline inspection and supervision office of the Company, it is expected that his emoluments as a Supervisor representing the Shareholders to be received from the Company for the period from the date on which he is elected at the EGM up to the date on which the members of the new session of the Supervisory Committee are elected at the next annual general meeting of the Company will not exceed RMB500,000. Such emoluments shall include but are not limited to emoluments and benefits to be received from the Company, as well as the final annual salary for the previous year. His actual emoluments should also be adjusted by assessment according to the "Administrative Measures for the Emoluments and Performance Appraisal of Senior Management of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited" (《廣州白雲山醫藥集團股份有限公司高級管理人員的薪酬及績效考核辦法》). The aforementioned emoluments are pre-tax emoluments and the Company shall withhold and pay the individual income tax out of the same for Mr. Cheng. The aforesaid Supervisor's emoluments were proposed by the Supervisory Committee and is subject to the consideration and approval by the Shareholders at the EGM accordingly.

4. INTERESTS IN THE SHARES OF THE COMPANY WITHIN THE MEANING OF PART XV OF THE SFO

Set out below are the interests of Mr. Cheng in the shares of the Company as at the date of the LPD:

Capacity	Number of A shares under the Employee Stock Trust	Approximate percentage in the entire issued share capital of the Company
Beneficial owner	14,000	0.0009

Save as disclosed above, neither Mr. Cheng nor his associates had (or was deemed to have) any interest in the shares of the Company within the meaning of Part XV of the SFO. The interests of Mr. Cheng in the A Shares as disclosed in the above are held by the asset manager of the Employee Stock Ownership Scheme (2015) for the benefits of Mr. Cheng. Details of the Employee Stock Ownership Scheme (2015) were set out in the circular of the Company dated 26 February 2015 and 19 May 2015, respectively.

5. NO OTHER INFORMATION REQUIRED TO BE DISCLOSED

As at the LPD and save as disclosed above, Mr. Cheng:

- (a) did not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company;
- (b) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas;
- (c) did not hold any position in the Company or other members of the Group; and
- (d) had no other matters that needed to be brought to the attention of the Shareholders and there was no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

NOTICE OF THE EGM



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 EXTRAORDINARY GENERAL MEETING IN 2020

IMPORTANT NOTICE

- Date and time of the first extraordinary general meeting in 2020 (the “EGM”) to be held on-site: 13 January 2020 (Monday) at 10:00 a.m.
- Registration date of the EGM: 13 December 2019 (Friday)
- Place of the EGM: 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 voting at the EGM: the manner of the voting at the EGM will be both on-site and by way of network voting (applicable to A shares)

I. INFORMATION REGARDING THE CONVENING OF THE EGM

1. The resolution on convening the EGM was considered and passed at the 28th meeting of the seventh session of the board of directors of the Company (the “Board”).
2. Date and time of the EGM: 13 January 2020 (Monday) at 10:00 a.m..
3. Place of the EGM: 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 voting for the EGM 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 will utilize the network voting system of The Shanghai Stock Exchange. The time for casting votes via the voting platform of the trading system is the trading sessions on the date on which the EGM will be held on 13 January 2020 (Monday) 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 EGM will be held.

NOTICE OF THE EGM

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 shall be conducted in accordance with, among others, the relevant provisions of the Detailed Rules of the Shanghai Stock Exchange for Online Voting at Shareholders' General Meetings of Listed Companies.
8. Solicitation of shareholders' voting rights

Not applicable.

II. MATTERS TO BE CONSIDERED AT THE EGM

- (1) To be considered and approved by way of ordinary resolutions:

1. Resolution on amendments to the rules of procedures of the Board of Directors of the Company;
2. Resolution on change in the auditor of the Company for year 2019; and
3. Resolution on change in the auditor for the internal control of the Company for year 2019.

The above resolutions were approved at the 28th meeting of the seventh session of the Board and the 19th meeting of the seventh session of the supervisory committee of the Company held on 22 November 2019.

- (2) To be considered by way of special resolution:

4. Resolution on amendment to the Articles of Association of the Company.

The above resolution was approved at the 28th meeting of the seventh session of the Board held on 22 November 2019.

- (3) Election of a member of the seventh session of the Board by way of cumulative poll:

5. Resolution on the by-election of Mr. Yang Jun as an executive director of the seventh session of the Board of the Company and the emoluments to be paid to him as a director.

The above resolution was approved at the 28th meeting of the seventh session of the Board held on 22 November 2019.

- (4) Election of a member of the seventh session of the supervisory committee by way of cumulative poll:

NOTICE OF THE EGM

6. Resolution on the by-election of Mr. Cheng Jinyuan as a supervisor representing shareholders of the seventh session of the supervisory committee of the Company and the emoluments to be paid to him as a supervisor.

The above resolution was approved at the 19th meeting of the seventh session of the supervisory committee of the Company held on 22 November 2019.

III. ATTENDEES OF THE EGM AND BOOK CLOSURE PERIOD FOR HOLDERS OF H SHARES

1. Holders of domestic shares (A shares) and overseas listed foreign shares (H shares) whose names appear on the register of members of the Company after the end of the trading hours on 13 December 2019 (Friday) (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before 13 December 2019) are entitled to attend the EGM. The register of members of the Company will be closed from 14 December 2019 (Saturday) to 13 January 2020 (Monday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the EGM, 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, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for share transfer registration no later than 4:00 p.m. on 13 December 2019 (Friday).
2. Any shareholder entitled to attend and vote at the EGM 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 address of the Company's office (for holders of A shares) or the office address of the Company's H share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.
3. Shareholders who intend to attend the EGM 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 on or before 24 December 2019 (Tuesday).
4. The directors, supervisors and senior management of the Company.
5. The lawyers and auditors of the Company.

NOTICE OF THE EGM

IV. REGISTRATION FOR THE EGM

A. Methods of registration

To attend the EGM, an individual shareholder should bring along his/her identity card, shareholder account card of the principal; 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 should bring along a copy of the business license, the proxy form signed by the representative of the legal entity, the shareholder account card of the principal and the identity card of the attendee for registration purposes.

B. Place and time of registration:

Registration date and time: 09:30 a.m.-11:30 a.m. and 2:00 p.m.- 4:30 p.m. on 24 December 2019 (Tuesday)

Place of registration: Office of the secretariat to the Board, 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: Huang Ruimei/Tan Yanli
Tel: (8620) 6628 1217/6628 1220
Fax: (8620) 6628 1229
Email: sec@gybys.com.cn
2. Address of 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: Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
3. The EGM is expected to last for a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the EGM shall register during the registration time for the shareholders.

NOTICE OF THE EGM

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the 28th meeting of the seventh session of the Board and the relevant announcement.
2. Resolutions passed at the 19th meeting of the seventh session of the supervisory committee of the Company and the relevant announcement.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 27 November 2019

As at the date of this notice, 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.