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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 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.

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:
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.

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.

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.