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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 2019 ANNUAL GENERAL MEETING

### IMPORTANT NOTICE

- Date and time of the 2019 annual general meeting (the “**AGM**”) to be held on-site: Monday, 29 June 2020 at 10:00 a.m.
- Reference date for determination of entitlement to attend the AGM: Friday, 29 May 2020
- 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 voting at the AGM: the manner of voting at the AGM will be both on-site and by way of network voting (applicable to A shares)

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

1. The resolution on convening the AGM was considered and passed at the 31st meeting of the seventh session of the board of directors of the Company (the “**Board**”).
2. Date and time of the AGM: Monday, 29 June 2020 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 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 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 AGM will be held (29 June 2020), 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, 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 AGM

- (1) To be considered by way of special resolutions:

1. Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited;
2. Resolution on granting a general mandate to the Board for issuing new shares of the Company;

(i) Subject to the satisfaction of the conditions set out in paragraphs (a), (b) and (c) below, an unconditional general mandate be granted to the Board to allot, issue and/or deal with the A shares (the "**A Shares**") and/or the H shares (the "**H Shares**") of the Company during the Relevant Period (as defined below) and to make or grant offers, agreements and options in this connection:

- (a) save and except that the Board may make or grant offers, agreements and options pursuant to the unconditional general mandate during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period, the unconditional general mandate may exercise only during the Relevant Period;

- (b) the aggregate number of the A Shares and/or H Shares allotted, issued and dealt with whether conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board during the Relevant Period, other than the shares issued pursuant to a rights issue or the right to purchase the shares of the Company under any option scheme or similar arrangement, shall not (in the case of A Shares) exceed 20% the A Shares in issue as at the date of passing this resolution and (in the case of H Shares) exceed 20% the H Shares in issue as at the date of passing this resolution; and
  - (c) in exercising the mandate granted above, the Board must comply with the Companies Law of the PRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable laws, rules and regulations of governments or regulatory authorities and have obtained approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments.
- (ii) For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (b) the expiration of a period of twelve months following the passing of this special resolution; and
  - (c) the date on which the authority granted to the Board as set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting.
- (iii) Subject to paragraph (i), the Board be and is hereby authorized to approve the increase in the registered capital of the Company to reflect the number of shares issued pursuant to the general mandate granted under paragraph (i) of this special resolution and to make such corresponding amendments to the articles of association of the Company to reflect the increase in the registered capital of the Company and to take such necessary actions and to complete such necessary procedures to reflect the issue of shares and the increase in the registered capital of the Company in connection with paragraph (i) of this special resolution.

The above proposed resolutions were approved at the 31st meeting of the seventh session of the Board of the Company held on 31 March 2020.

- (2) To be considered and approved by way of ordinary resolutions:
3. Annual Report and its summary for year 2019;
  4. Report of the Board for year 2019;
  5. Report of the supervisory committee of the Company for year 2019;
  6. Financial report of the Company for year 2019;
  7. Auditors' report of the Company for year 2019;
  8. Proposal on profit distribution and dividend payment of the Company for year 2019;
  9. Resolutions on the emoluments to be paid to the directors of the seventh session of the Board of the Company for year 2020:
    - 9.1 Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2020;
    - 9.2 Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2020;
    - 9.3 Resolution on the emoluments to be paid to Mr. Yang Jun (an executive director) for year 2020;
    - 9.4 Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2020;
    - 9.5 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2020;
    - 9.6 Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2020;
    - 9.7 Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2020;
    - 9.8 Resolution on the emoluments to be paid to Mr. Chu Xiaoping (an independent non-executive director) for year 2020;
    - 9.9 Resolution on the emoluments to be paid to Mr. Jiang Wenqi (an independent non-executive director) for year 2020;

- 9.10 Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2020;
- 9.11 Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2020;
10. Resolutions on the emoluments to be paid to the supervisors of the seventh session of the supervisory committee of the Company for year 2020:
  - 10.1 Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2020;
  - 10.2 Resolution on the emoluments to be paid to Ms. Gao Yanzhu (a supervisor) for year 2020;
  - 10.3 Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2020;
11. Resolution on the amounts of guarantees to be provided by the Company to secure bank loans for some of its subsidiaries;
12. Resolution on the application by the Company for general banking facilities not exceeding RMB4 billion;
13. Resolution on the entrusted borrowing and entrusted loans business between the Company and its subsidiaries;
14. Resolution on the application for the amounts of bank borrowing by Guangzhou Pharmaceutical Corporation (the name of which has been changed to “**Guangzhou Pharmaceutical Company Limited**”), a subsidiary of the Company, and the amounts of guarantees to be provided by it to secure the bank loans for some of its subsidiaries;
15. Resolution on the proposed cash management of part of the temporary idle internal funds of the Company and its subsidiaries;
16. Resolution on amendments to the rules of procedures of the shareholders meetings of the Company.

The above proposed resolutions were approved at the 31st meeting of the seventh session of the Board and the 23rd meeting of the seventh session of the supervisory committee of the Company held on 31 March 2020, respectively and the 32nd meeting of the seventh session of the Board and the 24th meeting of the seventh session of the supervisory committee of the Company held on 28 April 2020, respectively.

### **III. ATTENDEES OF THE AGM 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 in the afternoon on Friday, 29 May 2020 (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before Friday, 29 May 2020) are entitled to attend the AGM. The register of members of the Company will be closed from Saturday, 30 May 2020 to Monday, 29 June 2020 (both days inclusive) during which no transfer of H shares will be effective. 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, 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 Friday, 29 May 2020.
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 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) no less than 24 hours before the time appointed for the holding of the AGM or 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 on or before Tuesday, 9 June 2020.
4. The directors, supervisors and senior management of the Company.
5. The lawyers and the auditors of the Company.

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

#### **1. Methods of 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 of the principal for registration purpose. A legal person shareholder should 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.

## 2. 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 Tuesday, 9 June 2020

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 1216/6628 1220  
Fax: (8620) 6628 1229  
Email: sec@gybys.com.cn
2. Address of Shanghai Branch Company 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 AGM is expected to last for half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
4. In order to cooperate with the relevant arrangements in relation to the prevention of COVID-19 coronavirus epidemic, the Company proposes to the shareholders and proxies to attend the AGM through network voting (applicable to A shares) or casting their votes by submitting the proxy form to appoint the Chairman of the AGM or Company Secretary of the Company as their proxies to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Non-registered shareholders whose shares are held through the Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult with them directly to assist in the appointment of

proxy. Shareholders who intend to attend the AGM in person should pay attention to the following in addition to bringing along the relevant identification documents and materials for the meeting:

- (i) during the journey to reach, and at, the venue of the AGM, please keep a good personal protection.
  - (ii) after arriving at the venue, please follow the staff's arrangement to register attendance, check body temperature and coordinate with other precautionary measures. Those with normal body temperature will be admitted to the venue and must wear facial mask during the entire AGM.
5. Reporters attending the AGM should register in advance during the registration time for the shareholders.

## **VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Resolutions passed at the 31st meeting of the seventh session of the Board and the relevant announcement.
2. Resolutions passed at the 23rd meeting of the seventh session of the supervisory committee of the Company and the relevant announcement.
3. Resolutions passed at the 32nd meeting of the seventh session of the Board and the relevant announcement.
4. Resolutions passed at the 24th 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, 12 May 2020

*As at the date of this notice, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning, Mr. Yang Jun, 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.*