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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)

SUPPLEMENTAL NOTICE OF THE 2019 ANNUAL GENERAL MEETING

Reference is made to the notice of the 2019 annual general meeting (the “AGM”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 12 May 2020 (the “**First Notice**”), which set out the time and place of the AGM and contained the relevant resolutions to be proposed to the Shareholders at the AGM for their consideration. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the supplemental circular of the Company dated 12 June 2020 (the “**Supplemental Circular**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Monday, 29 June 2020 at 10:00 a.m., for the purpose of considering the following additional resolutions, together with the other resolutions set out in the First Notice:

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

17. Resolution in relation to the emoluments to be paid to Mr. Cai Ruiyu, a supervisor representing the employees of the 8th session of the Supervisory Committee of the Company, for year 2020;

(3) Election of the members of the 8th session of the Board and the 8th session of the Supervisory Committee by way of cumulative poll:

18. Resolution on the election of executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020:

- 18.1 Resolution on the election of Mr. Li Chuyuan as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;

- 18.2 Resolution on the election of Mr. Yang Jun as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;
- 18.3 Resolution on the election of Ms. Cheng Ning as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020;
- 18.4 Resolution on the election of Ms. Liu Juyan as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020;
- 18.5 Resolution on the election of Mr. Li Hong as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;
- 18.6 Resolution on the election of Mr. Wu Changhai as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;
- 18.7 Resolution on the election of Mr. Zhang Chunbo as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;
- 19. Resolution on the election of independent non-executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020:
 - 19.1 Resolution on the election of Mr. Wong Hin Wing as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;
 - 19.2 Resolution on the election of Ms. Wang Weihong as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020;
 - 19.3 Resolution on the election of Mr. Chen Yajin as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;
 - 19.4 Resolution on the election of Mr. Huang Min as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020;

20. Resolution on the election of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid for year 2020:

20.1 Resolution on the election of Ms. Gao Yanzhu as a supervisor representing the shareholders of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid to her for year 2020;

20.2 Resolution on the election of Mr. Cheng Jinyuan as a supervisor representing the shareholders of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid to him for year 2020;

The above proposed resolutions were approved at the 33rd meeting of the 7th session of the Board and the 25th meeting of the 7th session of the Supervisory Committee of the Company held on 2 June 2020, respectively.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 11 June 2020

Notes:

1. All times stated in this supplemental notice refer to Hong Kong time.
2. Application of cumulative voting method in the election of directors and supervisors

Resolutions Nos. 18.1 to 18.7 are the sub-resolutions under resolution No. 18 (“Resolution on the election of executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020”), resolutions Nos. 19.1 to 19.4 are the sub-resolutions under resolution No. 19 (“Resolution on the election of independent non-executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020”) and resolutions 20.1 to 20.2 are the sub-resolutions under resolution No. 20 (“Resolution on the election of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid for year 2020”). In relation to both the election of directors and supervisors, the Company adopts a way of election under which the number of candidates is equal to the seats available and, in accordance with the articles of association of the Company, adopts cumulative poll in counting the votes and determining the poll results.

In respect of sub-resolutions Nos.18.1 to 18.7, each share held by you shall have the number of votes equal to the number of the executive directors to be elected (i.e. seven). In respect of sub-resolutions Nos.19.1 to 19.4, each share held by you shall have the number of votes equal to the number of the independent non-executive directors to be elected (i.e. four). For instance, if you hold one million shares of the Company and the number of the executive directors to be elected is seven, the total number of voting shares held by you in respect of sub-resolutions Nos. 18.1 to 18.7 is seven million shares (i.e. one million shares x 7 = seven million shares), and the total number of voting shares in respect of sub-resolutions Nos. 19.1 to 19.4 is four million shares (i.e. one million shares x 4 = four million shares).

Please note that you may cast the number of votes which equals to the number of shares held by you for each candidate for executive directors; you may also cast the total number of votes represented by each share held by you which equals to the number of candidates to be elected for one candidate; or you may cast some of the votes represented by each share held by you which equals to the number of directors to be elected for certain candidates (but not all), respectively. The above explanation applies to the election of independent non-executive directors and the election of supervisors.

After you have cast the total number of votes represented by each share held by you on one or more candidates, you shall no longer have any voting rights.

Please pay particular attention to the following:

- (a) if the total number of votes that you cast equals to, or less than, the voting rights represented by all the shares held by you, the relevant voting is valid;
- (b) if total number of votes that you cast is less than the voting rights represented by all the shares held by you, then in respect of the difference in the number of votes that you are entitled to cast and the number of votes cast, you will be deemed to have abstained from voting. The shares which have been abstained will be counted in the calculation of the majority required for the passing of a sub-resolution; and
- (c) if the total number of votes that you cast on one or more candidate(s) is more than the voting rights represented by all the shares held by you, the relevant voting is invalid and you will be deemed to have abstained from voting in respect of all your shares and such shares will not be counted in the calculation of the majority required.

The voting method adopted for electing executive directors under resolution No. 18 shall also apply to the election of independent non-executive directors under resolution No. 19 and the election of supervisors under resolution No. 20. In respect of the election of each of the executive directors, the independent non-executive directors and supervisors, a sub-resolution is passed if the votes cast “for” the relevant sub-resolution exceeded half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending the AGM.

- 3. This supplemental notice should be read in conjunction with the First Notice, the First Circular and the Supplemental Circular.
- 4. Save for the inclusion of the newly proposed resolutions, there are no other changes to the resolutions set out in the First Notice. Please refer to the First Notice and the First Circular for details of other resolutions to be proposed at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, the voting arrangements, the poll procedure and other relevant matters.
- 5. Form of Proxy

Since the First Form of Proxy (AGM) does not contain the additional resolutions as set out in this supplemental notice, the Second Form of Proxy (AGM) has been prepared and is enclosed with this supplemental notice.

- (i) 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 effected. 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.
 - (ii) 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.
 - (iii) Holders of H Shares who have lodged the First Form of Proxy (AGM) with the Company should note that:
 - (a) If the Second Form of Proxy (AGM) is lodged with the office of the Company's H Share Registrar 24 hours prior to the time designated for convening the AGM (the "**Closing Time**"), the Second Form of Proxy (AGM) will revoke and supersede the First Form of Proxy (AGM) previously lodged by him/her. The Second Form of Proxy (AGM) will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (b) If no Second Form of Proxy (AGM) is lodged with the office of the Company's H Share registrar as at the Closing Time, the First Form of Proxy (AGM) will be treated as a valid form of proxy lodged by the holder of H Share(s) if correctly completed. The proxy so appointed by the holder of H Share(s) will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions(s) set out in this supplemental notice.
 - (c) Completion and return of the First Form of Proxy (AGM) and/or the Second Form of Proxy (AGM) applicable to the AGM will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In such event, the appointment of the original proxy(ies) will be void.
6. 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.

7. 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
8. 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
- 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
9. The AGM is expected to last for half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
10. 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.
11. Reporters attending the AGM shall register before the registration time for the shareholders.

As at the date of this supplemental 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.