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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 2019**

### **IMPORTANT NOTICE**

- Date and time of the first extraordinary general meeting in 2019 (the “**EGM**”) to be held on-site: 28 March 2019 (Thursday) at 10:00 a.m.
- Registration date of the EGM: 25 February 2019 (Monday)
- 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 18th meeting of the seventh session of the board of directors of the Company (the “**Board**”)
2. Date and time of the EGM: 28 March 2019 (Thursday) 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 (28 March 2019) 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:

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**

To be considered and approved by way of ordinary resolutions:

1. Resolution on the amounts of guarantees to be provided by Guangzhou Pharmaceutical Corporation, a subsidiary of the Company, to secure the bank loans for its wholly-own subsidiaries;
2. Resolution regarding the proposal on purchasing trademarks in cash and the relevant agreements and connected transactions;
3. Resolution on the changes in use of proceeds from the fund raising of the Company; and
4. Resolution on the addition of new entities which may use part of the proceeds from the fund raising of the Company.

The above resolutions were approved at the 17th meeting of the seventh session of the Board and the 11th meeting of the seventh session of the supervisory committee of the Company held on 29 October 2018, the 18th meeting of the seventh session of the Board and the 12th meeting of the seventh session of the supervisory committee of the Company held on 27 December 2018.

Guangzhou Pharmaceutical Holdings Limited, being a shareholder and a connected person of the Company, and its associates shall abstain from voting on resolutions 2 and 3 above.

### **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 25 February 2019 (Monday) (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before 25 February 2019 (Monday)) are entitled to attend the EGM. The register of members of the Company will be closed from 26 February 2019 (Tuesday) to 28 March 2019 (Thursday) (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 25 February 2019 (Monday).
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) no 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 before 8 March 2019 (Friday).
4. The directors, supervisors and senior management of the Company.
5. The lawyers, the auditors, the valuer and the financial adviser 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 purpose.

**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 8 March 2019 (Friday)

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: 17M Floor, 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 before the registration time for the shareholders.

**VI. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Resolutions passed at the 17th meeting of the seventh session of the Board and the relevant announcement;

2. Resolutions passed at the 11th meeting of the seventh session of the supervisory committee of the Company and the relevant announcement;
3. Resolutions passed at the 18th meeting of the seventh session of the Board and the relevant announcement;
4. Resolutions passed at the 12th 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, 30 January 2019

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