

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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 2021 ANNUAL GENERAL MEETING

### IMPORTANT NOTICE

- Date and time of the 2021 annual general meeting (the “AGM”) to be held on-site: 26 May 2022 (Thursday) at 10:00 a.m.
- Registration date for determination of entitlement to attend the AGM: 25 April 2022 (Monday)
- 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 19th meeting of the eighth session of the board of directors of the Company (the “**Board**”).
2. Date and time of the AGM: 26 May 2022 (Thursday) 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 (26 May 2022) 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 Self Regulatory Guidelines of Listed Companies No. 1 - Standardized Operation.

8. Solicitation of shareholders' voting rights

Not applicable.

## **II. MATTERS TO BE CONSIDERED AT THE AGM**

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

1. Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.

The above proposed resolution was approved at the 19th meeting of the eighth session of the Board of the Company held on 18 March 2022.

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

2. Annual Report and its summary for year 2021;
3. Report of the Board for year 2021;
4. Report of the supervisory committee of the Company for year 2021;
5. Financial report of the Company for year 2021;
6. Auditors' report of the Company for year 2021;

7. Proposal on profit distribution and dividend payment of the Company for year 2021;
8. Proposal on the financial and operational targets and annual budget of the Company for year 2022;
9. Resolutions on the emoluments to be paid to the directors of the Company for year 2022:
  - 9.1 Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2022;
  - 9.2 Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2022;
  - 9.3 Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2022;
  - 9.4 Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2022;
  - 9.5 Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2022;
  - 9.6 Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2022;
  - 9.7 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2022;
  - 9.8 Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2022;
  - 9.9 Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2022;
  - 9.10 Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2022;
  - 9.11 Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2022;
10. Resolutions on the emoluments to be paid to the supervisors of the Company for year 2022:

- 10.1 Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2022;
- 10.2 Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2022;
- 10.3 Resolution on the emoluments to be paid to Mr. Jian Huidong (a supervisor) for year 2022;
11. Resolution on the application for the amounts of bank borrowings by Guangzhou Pharmaceuticals Company Limited, a controlled subsidiary of the Company, and the amounts of guarantees to be provided by it to secure the 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 purchase of the insurance in respect of the liabilities of the directors, supervisors and senior management of the Company;
14. Resolution on amendments to the rules of procedures of the shareholders meetings of the Company;
15. Resolution on amendments to the rules of procedures of the Board of Directors of the Company;
16. Resolution on amendments to the rules of procedures of the Supervisory Committee of the Company;
17. Resolution on amendments to the System of Independent Directors.

The above proposed resolutions were approved at the 19th meeting of the eighth session of Board and the 15th meeting of eighth session of the supervisory committee of the Company held on 18 March 2022.

### **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 Monday, 25 April 2022 (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before Monday, 25 April 2022) are entitled to attend the AGM. The register of members of the Company will be closed from Tuesday, 26 April 2022 to Thursday, 26 May 2022 (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 4:30 p.m. on Monday, 25 April 2022.

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 Friday, 6 May 2022.
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 Friday, 6 May 2022

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, Zeng Weiwei  
Tel: (8620) 6628 1217/6628 1218  
Fax: (8620) 6628 1229  
Email: sec@gybys.com.cn
  
2. Address of Shanghai Branch Company of China Securities Depository and Clearing Corporation Limited: No. 188 Yanggaonan Road, Pudong New Area, Shanghai, the PRC  
  
Address of Hong Kong Registrars Limited: Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting share transfer documents)  
  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting reply slips or proxy forms)
  
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. 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 19th meeting of the eighth session of the Board and the relevant announcement.
  
2. Resolutions passed at the 15th meeting of the eighth session of the supervisory committee of the Company and the relevant announcement..

The Board of  
**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 6 April 2022

*As at the date of this notice, the Board comprises Mr. Li Chuyuan, Mr. Yang Jun, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Zhang Chunbo, Mr. Wu Changhai and Mr. Li Hong as executive directors, and Mr. Wong Hin Wing, Ms. Wang Weihong, Mr. Chen Yajin and Mr. Huang Min as independent non-executive directors.*