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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 2022 ANNUAL GENERAL MEETING

### IMPORTANT NOTICE

- Date and time of the 2022 annual general meeting (the “AGM”) to be held on-site: 30 May 2023 (Tuesday) at 10:00 a.m.
- Record date for determination of entitlement to attend the AGM: 23 May 2023 (Tuesday)
- 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 27th meeting of the eighth session of the board of directors of the Company (the “Board”).
2. Date and time of the AGM: 30 May 2023 (Tuesday) 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 (30 May 2023) 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 and approved by way of ordinary resolutions:

1. Annual Report and its summary for year 2022;
2. Report of the Board for year 2022;
3. Report of the supervisory committee of the Company for year 2022;
4. Financial report of the Company for year 2022;
5. Auditors' report of the Company for year 2022;
6. Proposal on profit distribution and dividend payment of the Company for year 2022;
7. Proposal on the financial and operational targets and annual budget of the Company for year 2023;

8. Resolutions on the emoluments to be paid to the directors of the 8th session of Board of the Company for year 2023:
  - 8.1 Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2023;
  - 8.2 Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2023;
  - 8.3 Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2023;
  - 8.4 Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2023;
  - 8.5 Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2023;
  - 8.6 Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2023;
  - 8.7 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2023;
  - 8.8 Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2023;
  - 8.9 Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2023;
  - 8.10 Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2023;
  - 8.11 Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2023;
9. Resolutions on the emoluments to be paid to the supervisors of the 8th session of the supervisory committee of the Company for year 2023
  - 9.1 Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2023;
  - 9.2 Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2023;

- 9.3 Resolution on the emoluments to be paid to Mr. Jian Huidong (a supervisor) for year 2023;
10. Resolution on the application for omnibus credit lines by the Company and its subsidiaries from financial institutions;
  11. Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the auditor of the Company for year 2023;
  12. Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the internal control auditor of the Company for year 2023;
  13. Resolution in relation to the emoluments to be paid to Mr. Jian Huidong, a supervisor representing the employees of the 9th session of the supervisory committee of the Company, for year 2023;
- (2) Election of the members of the 9th session of the Board and the 9th session of the supervisory committee by way of cumulative poll:
14. Resolutions on the election of executive directors of the 9th session of the Board of the Company and the emoluments to be paid for year 2023:
    - 14.1 Resolution on the election of Mr. Li Chuyuan as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
    - 14.2 Resolution on the election of Mr. Yang Jun as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
    - 14.3 Resolution on the election of Ms. Cheng Ning as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to her for year 2023;
    - 14.4 Resolution on the election of Ms. Liu Juyan as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to her for year 2023;
    - 14.5 Resolution on the election of Mr. Zhang Chunbo as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
    - 14.6 Resolution on the election of Mr. Wu Changhai as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;

- 14.7 Resolution on the election of Mr. Li Hong as an executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
15. Resolutions on the election of independent non-executive directors of the 9th session of the Board of the Company and the emoluments to be paid for year 2023:
- 15.1 Resolution on the election of Mr. Chen Yajin as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
- 15.2 Resolution on the election of Mr. Huang Min as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
- 15.3 Resolution on the election of Mr. Wong Lung Tak Patrick as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to him for year 2023;
- 15.4 Resolution on the election of Ms. Sun Baoqing as an independent non-executive director of the 9th session of the Board of the Company and the emoluments to be paid to her for year 2023;
16. Resolutions on the election of supervisors representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid for year 2023:
- 16.1 Resolution on the election of Mr. Cai Ruiyu as a supervisor representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid to him for year 2023;
- 16.2 Resolution on the election of Mr. Cheng Jinyuan as a supervisor representing the shareholders of the 9th session of the supervisory committee of the Company and the emoluments to be paid to him for year 2023.

The above proposed resolutions were approved at the 27th meeting of the 8th session of Board and the 23rd meeting of 8th session of the supervisory committee of the Company held on 17 March 2023, and the 28th meeting of the 8th session of Board and the 24th meeting of 8th session of the supervisory committee of the Company held on 14 April 2023.

### **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 Tuesday, 23 May 2023 (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before Tuesday, 23 May 2023) are entitled to attend the AGM. The register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive) during which no transfer of H shares will be effected. In order to determine shareholders 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 Tuesday, 23 May 2023.
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. The directors, supervisors and senior management of the Company.
4. 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 Monday, 29 May 2023

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: Zeng Weiwei, Li Li  
Tel: (8620) 6628 1216/66281219  
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: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting proxy forms)  
  
Shops 1712– 1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting share transfer documents)
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 27th meeting of the 8th session of the Board and the relevant announcement.
2. Resolutions passed at the 23rd meeting of the 8th session of the supervisory committee of the Company and the relevant announcement.
3. Resolutions passed at the 28th meeting of the 8th session of the Board and the relevant announcement.
4. Resolutions passed at the 24th meeting of the 8th session of the supervisory committee of the Company and the relevant announcement.

The Board of

**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 25 April 2023

*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.*