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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in the Company, you should at once hand this circular accompanying with the forms of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

- (1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;**  
**(2) PROPOSED CASH MANAGEMENT OF PART OF THE TEMPORARY IDLE INTERNAL FUNDS;**  
**(3) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES;**  
**(4) NOTICE OF THE ANNUAL GENERAL MEETING;**  
**AND**  
**(5) NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES**
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Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular. The notice convening the AGM to be held 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. is set out on pages 13 to 20 of this circular. The notice convening the Class Meeting of the Holders of H Shares to be held immediately after the conclusion of each of the AGM and the Class Meeting of the Holders of A Shares at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC is set out on pages 21 to 24 of this circular.

Whether or not you intend to attend the AGM and/or the Class Meeting of the Holders of H Shares, please complete the relevant forms of proxy despatched together with the aforementioned notices in accordance with the instructions printed thereon and return the forms of proxy to the office 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) as soon as possible and in any event not less than 24 hours before the time appointed for the AGM or the Class Meeting of the Holders of H Shares (as the case maybe). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or the Class Meeting of the Holders of H Shares should you so wish.

13 May 2020

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“A Shares”	RMB-denominated domestic shares in the share capital of the Company with a nominal value of RMB1.00 each and are listed on the SSE
“AGM”	the annual general meeting of the Company for year 2019 to be held on Monday, 29 June 2020 at 10:00 a.m., including any adjournment thereof
“Applicable Net Assets Amount”	RMB2.599 billion, being the amount representing 10% of the net assets of the Group based on the audited financial statements of the Group for the financial year ended 31 December 2019
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Class Meeting of the Holders of A Shares”	the first class meeting of the holders of the A Shares in 2020 to be held on Monday, 29 June 2020, including any adjournment thereof, for the purpose of considering the Proposed Amendment
“Class Meeting of the Holders of H Shares”	the first class meeting of the holders of the H Shares in 2020 to be held on Monday, 29 June 2020, including any adjournment thereof, for the purpose of considering the Proposed Amendment
“Company”	Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited* (廣州白雲山醫藥集團股份有限公司), a joint stock company with limited liability established in the PRC, whose H Shares and A Shares are listed on the HKEx and the SSE respectively
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each and are listed on the HKEx
“HKEx”	The Stock Exchange of Hong Kong Limited
“HKLR”	The Rules Governing the Listing of Securities on the HKEx
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last AGM”	the last annual general meeting of the Company, which was held on 28 June 2019

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## DEFINITIONS

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“Last General Mandate”	the general mandate which is exercisable by the Directors to allot, issue and deal with additional A Shares and/or H Shares not exceeding 20% of the A Shares and the H Shares respectively in issue as at the date of passing of the relevant Shareholders’ resolution at the Last AGM
“LPD”	7 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Management System on External Investment”	the “Management System on External Investment” (《對外投資管理制度》) of the Company
“March Announcement”	the announcement of the Company dated 31 March 2020 wherein, among other things, the Company announced the Proposed Amendment
“New General Mandate”	the general mandate which will be exercisable by the Directors to allot, issue and deal with additional A Shares and/or H Shares not exceeding 20% of the A Shares and/or the H Shares respectively in issue as at the date of passing of the relevant Shareholders’ resolution at the AGM
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Proposed Amendment”	the proposed amendments to the Articles of Association, details of which are set out in the Appendix to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder”	a holder of the A Share and/or H Share
“Shareholders Meeting Rules”	the rules of procedures of the shareholders meetings (股東大會議事規則) of the Company
“%”	per cent

\* For ease of reference, the names of the PRC established companies or entities (if any) and the PRC laws and regulations (if any) have generally been included in this circular in both Chinese and English languages and in the event of inconsistency, the Chinese language shall prevail.

^ Where the context so permits or requires, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

# All times stated in this circular refer to Hong Kong time.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Li Chuyuan  
Ms. Cheng Ning  
Mr. Yang Jun  
Ms. Liu Juyan  
Mr. Li Hong  
Mr. Wu Changhai  
Mr. Zhang Chunbo

*Independent non-executive Directors:*

Mr. Chu Xiaoping  
Mr. Jiang Wenqi  
Mr. Wong Hin Wing  
Ms. Wang Weihong

*Registered office and principal place of business:*

45 Sha Mian North Street  
Liwan District  
Guangzhou City, Guangdong Province  
The PRC

*Principal place of business in Hong Kong:*

Room 2005, 20th Floor  
Tower Two Lippo Centre  
89 Queensway  
Hong Kong

13 May 2020

*To the Shareholders*

Dear Sir or Madam

- (1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;  
(2) PROPOSED CASH MANAGEMENT OF PART OF TEMPORARY IDLE  
INTERNAL FUNDS;  
(3) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES;  
(4) NOTICE OF THE ANNUAL GENERAL MEETING;  
AND  
(5) NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to:

- (a) the resolutions to be proposed at the AGM on, among other things, (i) the proposed amendments to the Articles of Association; (ii) proposed cash management of part of the temporary idle internal funds of the Group; and (iii) the proposed grant of the New General Mandate and to give you the notice of the AGM; and
- (b) the resolutions to be proposed at the Class Meeting of the Holders of H Shares on the proposed amendments to the Articles of Association and the Shareholders Meeting Rules and to give you the notice of the Class Meeting of the Holders of H Shares.

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## LETTER FROM THE BOARD

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### 2. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In the March Announcement, the Company announced at the Board meeting held on 31 March 2020, the Board had approved, among other things, the Proposed Amendment. The Company proposed to amend the Articles of Association in light of the requirements regulating the notice period for shareholders meetings and related matters stipulated in the Official Reply of the State Council on Adjusting the Notice Period for the General Meeting of Shareholders and Other Matters Applicable to Companies Listed Abroad (Guo Han [2019] No. 97)\* (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) and the provisions of the Securities Law of the PRC\* (中國《證券法》) regulating the dealing by, among others, the directors, supervisors and senior management in the securities of the listed companies that they serve and for the purposes of improving corporate governance by taking into consideration the actual circumstances of the Company. Corresponding changes will also be made to the Shareholders Meeting Rules.

The Proposed Amendment is subject to certain conditions, including the approval of the Shareholders or class Shareholders (as the case maybe) by way of special resolutions at the AGM, the Class Meeting of the Holders of H Shares and the Class Meeting of the Holders of A Shares, respectively, and all necessary registration (if applicable) having been completed or filed with the relevant governmental or regulatory authorities. A resolution will be proposed at the AGM, the Class Meeting of the Holders of H Shares and the Class Meeting of the Holders of A Shares, respectively, for the Shareholders or class Shareholders (as the case maybe) to consider and, if thought fit, approve the Proposed Amendment.

Details on the Proposed Amendment are set out in the Appendix to this circular.

### 3. CASH MANAGEMENT

#### 3.1 Proposed cash management of part of the temporary idle internal funds

In order to utilize the temporary idle internal funds reasonably, enhance the efficiency in the utilization of such funds and bring return to the Group, and after taking into account the normal operation funding needs and the liquidity needs of the Group, the Board proposed that cash management be imposed on certain idle funds. At the Board meeting held on 28 April 2020, the Board passed a resolution pursuant to which authorization will be sought from the Shareholders whereupon the Company be given authorization to impose cash management up to a maximum of RMB3 billion of the internal idle financial resources of the Group (“**Authorized Amount**”). The aforesaid authorization shall be subject to the following conditions:

- (a) the authorization given to the Company shall be valid for one year from the date of passing of the relevant Shareholders’ resolution (“**Resolution Valid Period**”);
- (b) principal-guaranteed wealth management products of banks having high degree of safety and liquidity are to be purchased; and
- (c) subject to the Authorized Amount at any point of time, the temporary idle internal funds can be utilized on revolving basis during Resolution Valid Period.

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## LETTER FROM THE BOARD

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At the Last AGM, the Shareholders had granted authority to the Board to impose cash management on part of the temporary idle internal funds as described in more detail in the circular of the Company dated 11 May 2019. As such authority will expire on 27 June 2020, the Board proposed to seek refreshed authority from the Shareholders at the AGM. Please refer to sections 3.2 and 3.3 below for more information on the cash management referred to in this section.

### **3.2 Management System on External Investment and cash management**

Pursuant to the Management System on External Investment, the Board has the authority to utilize any amount not exceeding the Applicable Net Assets Amount for investment purposes, regardless of the source of funds. Accordingly, the Board may approve any investment amount not exceeding RMB2.599 billion without Shareholders' approval under the Management System on External Investment. Since the Authorized Amount of RMB3 billion exceeds the Applicable Net Assets Amount, Shareholders' approval is required under the Management System on External Investment.

### **3.3 Implications of the proposed cash management under the HKLR**

The transactions which may be entered into by the Group under cash management, whether entered into pursuant to the powers of the Board to make investments not exceeding the Applicable Net Assets Amount, the proposed Shareholders' resolution as described in section 3.1 above or otherwise, and regardless of the sources of the funds, may (including on an aggregate basis under Rule 14.22 and/or Rule 14A.81 of the HKLR where applicable) constitute notifiable transactions of the Company under Chapter 14 of the HKLR and/or the connected transactions of the Company under Chapter 14A of the HKLR. Accordingly, the Company must comply with the notification, announcement and shareholders' approval requirements under Chapter 14 of the HKLR and/or Chapter 14A of the HKLR if so required, even if the proposed Shareholders' resolution as described in section 3.1 above was passed at the AGM. The Company will ensure that the applicable HKLR will be complied with in implementing the cash management as described in this circular.

## **4. NEW GENERAL MANDATE**

At the Last AGM, the Last General Mandate was granted to the Directors to allot, issue and deal with the A Shares and/or the H Shares. The Last General Mandate will lapse on 27 June 2020, being the expiration of a period of twelve months following the passing of the special resolution of the Company approving the Last General Mandate. As such, resolution will be proposed at the AGM for the grant of a new general mandate (i.e. the New General Mandate) under which the Board would be conditionally authorised to issue additional new H Shares and A Shares.

The Directors believe that the New General Mandate will allow financial flexibility for the Company to raise funds for its future business development and expansion, if the Directors consider appropriate. Accordingly, the Directors consider that the approval of the grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole.

Any exercise of the power by the Board under the New General Mandate will have to comply with the Articles of Association, the Companies Law of the PRC and the HKLR and all other applicable laws, rules, regulations and requirements of relevant governmental and/or regulatory authorities.

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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS FOR HOLDERS OF H SHARES

The register of members of the Company will be closed from Saturday, 30 May 2020 to Monday, 29 June 2020 (both days inclusive) for the purpose of determining the entitlements of the Shareholders to attend the AGM and the Class Meeting of the Holders of H Shares, during which no transfer of H Shares will be effected. In order to qualify to attend the AGM and the Class Meeting of the Holders of H Shares, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:00 p.m. on Friday, 29 May 2020.

### 6. AGM, CLASS MEETING OF THE HOLDERS OF A SHARES AND CLASS MEETING OF THE HOLDERS OF H SHARES

The AGM will be held 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. The notice convening the AGM is set out on pages 13 to 20 of this circular. Resolutions on all the matters mentioned in this circular will be proposed at the AGM for the consideration of the Shareholders.

The Class Meeting of the Holders of A Shares will be held on Monday, 29 June 2020 immediately after the conclusion of the AGM at the same venue. Resolutions on the Proposed Amendment and the amendments to the Shareholders Meeting Rules will be proposed at the Class Meeting of the Holders of A Shares for the consideration of those Shareholders holding A Shares.

The Class Meeting of the Holders of H Shares will be held on Monday, 29 June 2020 immediately after the conclusion of the Class Meeting of the Holders of A Shares at the same venue. The notice convening the Class Meeting of the Holders of H Shares is set out on pages 21 to 24 of this circular. Resolutions on the Proposed Amendment and the amendments to the Shareholders Meeting Rules will be proposed at the Class Meeting of the Holders of H Shares for the consideration of those Shareholders holding H Shares.

Whether or not you intend to attend the AGM and/or the Class Meeting of the Holders of H Shares, please complete the relevant forms of proxy despatched together with the aforementioned notices in accordance with the instructions printed thereon and return the forms of proxy to the office 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) as soon as possible and in any event not less than 24 hours before the time appointed for the AGM or the Class Meeting of the Holders of H Shares (as the case maybe). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or the Class Meeting of the Holders of H Shares should you so wish.

All the votes of the Shareholders at each of the AGM, the Class Meeting of the Holders of A Shares and the Class Meeting of the Holders of H Shares will be taken by poll.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATIONS

The Directors consider that each of the Proposed Amendment, the proposed amendments to the Shareholders Meeting Rules, the proposed cash management of part of the temporary idle internal funds of the Group and the grant of the New General Mandate is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the proposed resolutions.

### 8. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,

The Board of

**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

No.	Before amendment	After amendment
1	<p><b>Article 27</b> Shares held by the promoters of the Company shall not be transferred within one year from the date of establishment of the Company. Shares issued by the Company before the share offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange.</p> <p>Directors, supervisors and senior management of the Company shall declare their shareholdings in the Company and the changes therein to the Company; and shall not transfer more than 25% of their shareholdings in the Company during their respective term of office or transfer their shares within one year from the date on which the shares of the Company are listed on a stock exchange. The aforesaid persons shall not transfer their shares in the Company within half a year after leaving their offices.</p> <p>In the event that any director, supervisor or senior management of the Company or any person who holds more than 5% of the shares in the Company sells the Company’s shares within six months after the acquisition of the same or repurchases the Company’s shares within six months after sale of the same, any proceed arising therefrom shall be attributed to the Company and the Company’s board of directors shall retrieve such proceed. In the case that the board of directors fails to comply with the requirements under this paragraph, the responsible director(s) shall assume joint liability according to the law.</p>	<p><b>Article 27</b> Shares held by the promoters of the Company shall not be transferred within one year from the date of establishment of the Company. Shares issued by the Company before the share offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange.</p> <p>Directors, supervisors and senior management of the Company shall declare their shareholdings in the Company and the changes therein to the Company; and shall not transfer more than 25% of their shareholdings in the Company during their respective term of office or transfer their shares within one year from the date on which the shares of the Company are listed on a stock exchange. The aforesaid persons shall not transfer their shares in the Company within half a year after leaving their offices.</p> <p>In the event that any director, supervisor or senior management of the Company or any person who holds more than 5% of the shares in the Company sells the Company’s shares <u>or other securities in the nature of shareholding rights</u> within six months after the acquisition of the same or repurchases the Company’s shares within six months after sale of the same, any proceed arising therefrom shall be attributed to the Company and the Company’s board of directors shall retrieve such proceed. In the case that the board of directors fails to comply with the requirements under this paragraph, the responsible director(s) shall assume joint liability according to the law.</p>

No.	Before amendment	After amendment
	<p>In the case that the Board of directors fails to comply with the requirements under the aforesaid paragraph, a shareholder shall have the right to request the Board to comply within thirty days. In case of the Board of directors fails to comply with the same within the aforesaid period, such shareholder shall have the right to institute a legal proceeding directly with the people's court in its own name for the benefit of the Company.</p> <p>Unless otherwise required by the laws, administrative regulations and these Articles of Association, the shares of the Company may be freely transferred free from any lien. The Company shall not accept its shares being held as security under a pledge.</p>	<p><u>The shares in the Company or other securities in the nature of shareholding rights held by the director, supervisor, senior management of the Company and shareholder who is natural person referred to in the third paragraph above include those shares in the Company or other securities in the nature of shareholding right held by his spouse, parents, children and those held through the accounts of other persons.</u></p> <p>In the case that the Board fails to comply with the requirements under <u>the third paragraph above</u> shareholder shall have the right to request the Board to comply within thirty days. In case of the Board fails to comply with the same within the aforesaid period, such shareholder shall have the right to institute a legal proceeding directly with the people's court in its own name for the benefit of the Company.</p> <p>Unless otherwise required by the laws, administrative regulations and these Articles of Association, the shares of the Company may be freely transferred free from any lien. The Company shall not accept its shares being held as security under a pledge.</p>
2	<p><b>Article 44</b> No change of registration in shareholder register for any share transfer shall be made within 30 days preceding the date of the general meeting or 5 days preceding the date on which the Company determines the basis of dividend distribution.</p>	<p><b>Article 44</b> <u>Where PRC laws and regulations and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited have stipulations on the period of closure of the register of shareholders prior to a shareholders' meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall be observed.</u></p>
3	<p><b>Article 71</b> The Company shall dispatch written notices of the general meeting to all registered shareholders 45 days before the date of general meeting informing them of the matters to be considered at and the date and venue of such meeting. Those shareholders who wish to attend the general meeting is required to return the written replies to the Company 20 days before the date of meeting.</p>	<p><b>Article 71</b> The Company shall dispatch written notices of the general meeting to all registered shareholders <u>at least 20 clear business days</u> before the date of <u>the meeting</u> informing them the matters to be considered at the meeting and the date and venue of such meeting. <u>If the Company convenes an extraordinary general meeting, written notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</u> Those shareholders who wish</p>

No.	Before amendment	After amendment
		<p>to attend the general meeting is required to return the written replies to the Company <u>within the time limits specified in the notice.</u></p> <p><u>In calculating the notice period, the date of issue of notice and the date of meeting shall be excluded. The aforementioned business day shall mean the date on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities.</u></p>
4	<p><b>Article 75</b> The Company shall, based on the written replies received from the shareholders 20 days before the date of the general meeting, calculate the number of shares carrying the voting rights represented by the shareholders who wish to attend the meeting. If the number of shares carrying the voting rights represented by the shareholders who wish to attend the meeting reaches one-half or more of the Company's total shares carrying the voting rights, the Company may convene the general meeting. Otherwise, the Company shall within 5 days notify the shareholders again by public announcement of the matters to be considered at the meeting, the place and date of the meeting. The Company may then hold the general meeting after the publication of such announcement.</p>	<p><b>Article 75</b> <u>General meetings shall not resolve on matters which have not been specified in the notice of meeting.</u></p>
5	<p><b>Article 78</b> Notices of a general meeting shall be dispatched to the shareholders (whether or not entitled to vote at the meeting), by hand or prepaid mail at their respective addresses as shown in the register of shareholders. For the holders of domestic shares, notices of a general meeting may also be given by way of public announcement.</p> <p>The aforesaid public announcement is required to be published in one or more newspapers designated by the competent securities authorities under the State Council within a period between 45 to 50 days before the date of the meeting. Once published, all holders of domestic shares are deemed to have received the notice of the relevant general meeting.</p>	<p><b>Article 78</b> Notices of a general meeting shall be dispatched to the shareholders (whether or not entitled to vote at the meeting), by hand or prepaid mail at their respective addresses as shown in the register of shareholders. For the holders of domestic shares, notices of a general meeting may also be given by way of public announcement.</p> <p><u>The public announcement referred to in the above paragraph shall be published at the websites of the stock exchanges or in one or more newspapers which satisfied the conditions stipulated by the securities regulatory authorities under the State Council. Upon publication of such announcements, all holders of domestic shares are deemed to have received the notice of the relevant general meeting.</u></p>

No.	Before amendment	After amendment
6	<p><b>Article 127</b> The Company shall send to all registered shareholders of that class written notices of the class meeting 45 days before the date of class meeting of shareholders, informing them of the matters to be considered at and the date and venue of the class meeting. Those shareholders of the class who wish to attend the meeting shall return the written replies to the Company 20 days before the meeting.</p> <p>Where the number of class shares held by those shareholders who wish to attend the meeting and have the right to vote thereat is more than half of the total number of shares of that class with the voting rights, the Company shall convene that class meeting, failing which the Company shall, within 5 days, inform the shareholders of the class again in the form of public announcement the proposed matters for consideration at and the date and venue of the class meeting. Class meeting may be convened after such notification.</p>	<p><b>Article 127</b> With respect to class general meetings, the Company shall send to all registered shareholders of that class written notices of the class meeting <u>in compliance with the requirements on the length of notice in respect of extraordinary general meetings stipulated under article 71 of these Articles of Association</u>, notifying them the matters to be considered at, and the date and venue of, the class meeting. Those shareholders of the class who wish to attend the meeting shall return the written replies to the Company <u>within the time limit as specified in the notice of meeting</u>.</p>
7	<p><b>Article 258</b></p> <p>(1) Unless otherwise required by these Articles of Association, notices, material or written representations must be served by the Company to the shareholders of overseas listed foreign investment shares listed in Hong Kong by hand or by prepaid mail to the registered address of each shareholder of overseas listed foreign investment shares. To the extent permitted by The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, notices to shareholders may be sent to the shareholders of H Shares through electronic means.</p>	<p><b>Article 258</b></p> <p><u>(1) The notices, information or written statements of the Company to be sent to the overseas foreign shareholders holding shares listed in Hong Kong must be sent to the registered addresses of these shareholders by hand, or by prepaid mail. If permissible under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, notices to the holders of the H shares of the Company may also be sent by electronic means (including but not limited to publishing an announcement or other documents at the website of the overseas stock exchanges).</u></p>

No.	Before amendment	After amendment
	<p>(2) A shareholder who has not provided any registered address to the Company is deemed to have received a notice if the same has been displayed at the legal address of the Company for a period of 24 hours.</p> <p>(3) Notices issued by the Company to the holders of domestic shares must be published on one or more newspapers designated by the state securities regulatory authorities. All holders of domestic shares are deemed as having informed once such notice is published.</p> <p>(4) In these Articles of Association, a “public announcement” means, unless the context hereof otherwise requires, an announcement published in a newspapers in the PRC and in the place where the stock exchange on which the overseas listed shares of the Company are listed is located, and such newspapers should be designated or recommended by local laws, regulations, rules or by relevant securities regulatory authority.</p>	<p>(2) A shareholder who has not provided any registered address to the Company is deemed to have received a notice if the same has been displayed at the legal address of the Company for a period of 24 hours.</p> <p>(3) Notices issued by the Company to the holders of domestic shares must <u>be published at the websites of the stock exchanges or in one or more newspapers which satisfied the conditions stipulated by the securities regulatory authorities under the State Council. Upon publication of that announcement, all the holders of the domestic shares shall be deemed to have received the notice.</u></p> <p>(4) In these Articles of Association, a “public announcement” <u>or “announcement” shall, unless the context otherwise requires, means an announcement published on the websites of the PRC domestic stock exchange or overseas stock exchange and/or in the newspapers in the places where the stock exchanges are located. The relevant newspapers must satisfy the conditions stipulated under the laws, regulations, rules of those places or the requirements stipulated by the securities regulatory authorities of those places.</u></p>

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## NOTICE OF THE AGM

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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.

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## NOTICE OF THE AGM

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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,



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## NOTICE OF THE AGM

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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;

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## NOTICE OF THE AGM

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- 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;

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## NOTICE OF THE AGM

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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 notorially 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.

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## NOTICE OF THE AGM

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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.

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## NOTICE OF THE AGM

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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.

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## NOTICE OF THE AGM

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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.*

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**NOTICE OF THE CLASS MEETING OF  
HOLDERS OF H SHARES**

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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 CLASS MEETING OF  
HOLDERS OF H SHARES IN 2020**

**IMPORTANT NOTICE**

- Date and time of the first class meeting of holders of H shares in 2020 (the “**Class Meeting of H Shareholders**”): Monday, 29 June 2020 (immediately after the conclusion of the 2019 annual general meeting which will commence at 10:00 a.m. and the first class meeting of holders of A shares in 2020 or any adjournments thereof to be held on the same date and at the same place)
- Manner of voting: on-site

**I. INFORMATION REGARDING THE CONVENING OF THE CLASS MEETING OF H SHAREHOLDERS**

1. The resolution to convene the Class Meeting of H Shareholders was considered and passed at the 32nd meeting of the seventh session of the board of directors (the “**Board**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”).
2. Date and time of the Class Meeting of H Shareholders: Monday, 29 June 2020 (immediately after the conclusion of the 2019 annual general meeting which will commence at 10:00 a.m. and the first class meeting of holders of A shares in 2020 or any adjournments thereof to be held on the same date and at the same place).
3. Place of the Class Meeting of H Shareholders: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People's Republic of China (“**PRC**”).
4. The convener of the meeting: the Board.
5. Manner of voting: on-site.
6. Solicitation of shareholders' voting rights

Not applicable.

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## **NOTICE OF THE CLASS MEETING OF HOLDERS OF H SHARES**

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### **II. MATTERS TO BE CONSIDERED AT THE CLASS MEETING OF H SHAREHOLDERS**

1. Resolution on amendments to Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited;
2. Resolution on amendments to the rules of procedures of the shareholders meetings of the Company.

The above resolutions to be proposed at the class meeting of shareholders should be casted in favour by more than two-thirds of the votes from the shareholders who are entitled to attend and vote at the Class Meeting of H Shareholders.

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.

### **III. ATTENDEES OF THE CLASS MEETING OF H SHAREHOLDERS**

1. Holders of overseas listed foreign capital 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 already successfully submitted verified documents of shareholding transfer applications on or before Friday, 29 May 2020) are entitled to attend the Class Meeting of H Shareholders. 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 Class Meeting of H Shareholders, 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 Class Meeting of H Shareholders 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 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 Class Meeting of H Shareholders or any adjournment thereof.
3. Shareholders who intend to attend the Class Meeting of H Shareholders 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 of the Company.



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## NOTICE OF THE CLASS MEETING OF HOLDERS OF H SHARES

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### IV. REGISTRATION FOR THE CLASS MEETING OF H SHAREHOLDERS

#### 1. Methods of registration

To attend the Class Meeting of H Shareholders, 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 Hong Kong Registrars Limited: Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
3. The Class Meeting of H Shareholders is expected to last for half a day. Shareholders attending the meeting 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 Class Meeting of H Shareholders through casting their votes by submitting the proxy form to appoint the Chairman of the Class Meeting of H Shareholders or company secretary of the Company as their proxies to vote according to their indicated voting instructions as an alternative to attending the Class Meeting of H Shareholders 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

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## NOTICE OF THE CLASS MEETING OF HOLDERS OF H SHARES

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in the appointment of proxy. Shareholders who intend to attend the Class Meeting of H Shareholders 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 Class Meeting of H Shareholders, 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 Class Meeting of H Shareholders.
5. Reporters attending the Class Meeting of H Shareholders should register in advance during the shareholder registration time.

### VI. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions passed at the 31st meeting of the seventh session of the Board 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.*