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YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

REVISED NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of 2016 annual general meeting (the “**AGM**”) of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (the “**Company**”) dated 21 April 2017 (the “**Original Notice**”) and the announcement of the Company dated 18 May 2017 in relation to the postponement and change in the venue of AGM, extension of book closure period for the AGM, change of book closure period for the 2016 final dividend and despatch of revised notice of the AGM (the “**Announcement**”).

REVISED NOTICE IS HEREBY GIVEN that the AGM will be postponed to be held at Conference Room, Forest Resort & Thermal Hotel, Ruyuan Yao Autonomous County, Shaoguan, Guangdong Province, the PRC at 4:30 p.m. on Friday, 16 June 2017 to consider and, if thought fit, to pass the following resolutions, including the new ordinary resolutions no.7 and no.8:

ORDINARY RESOLUTIONS

1. To review and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2016.
2. To review and approve the report of the board of supervisors of the Company for the year ended 31 December 2016.
3. To review and approve the consolidated financial statements of the Company for the year ended 31 December 2016.*
4. To review and approve the 2016 annual report of the Company.
5. To review and approve the profit distribution plan and the declaration of the distribution of final dividends of the Company for the year ended 31 December 2016.

6. To review and approve the re-appointment of KPMG as auditor of the Company for a term until the conclusion of the next AGM, and authorize the Board to determine its remuneration.
7. To review and approve the appointment of Mr. ZHU Qiaohong as an executive director of the Company.*
8. To review and approve the appointment of Mr. LUO Zhonghua as a supervisor of the Company.*

SPECIAL RESOLUTION

9. To review and approve the following:

“**THAT:**

- (1) the Board be granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether domestic shares or H shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20 per cent of the aggregate number of Domestic Shares in issue as of the passing date of this resolution; and/or
 - (ii) 20 per cent of the aggregate number of H Shares in issue as of the passing date of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi (“**RMB**”);

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

On behalf of the Board
YiChang HEC ChangJiang Pharmaceutical Co., Ltd.
TANG Xinfa
Chairman

Hubei, the PRC, 22 May 2017

Notes:

- * For details of resolution no. 3, please refer to the consolidated financial statements set out on pages 116 to 194 of the 2016 annual report of the Company. In relation to the resolution no. 7 of the brief biography of Mr. ZHU Qiaohong, please refer to the Appendix I of this revised notice. In relation to the resolution no. 8 of the brief biography of Mr. LUO Zhonghua, please refer to the Appendix II of this revised notice.
1. In order to determine the list of shareholders who will be entitled to attend and vote at the AGM, the registers of members of the Company has been closed since Saturday, 6 May 2017 until Friday, 16 June 2017, both days inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the registers of members of the Company on Saturday, 6 May 2017 are entitled to attend and vote at the AGM. In order for the shareholders to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC, for holders of domestic shares, or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares no later than 4:30 p.m. on Friday, 5 May 2017 for registration.
 2. In order to ascertain shareholders' entitlement to the proposed 2016 final dividend, the register of members of the Company will be closed from Thursday, 22 June 2017 to Tuesday, 27 June 2017 (both days inclusive), during which no transfer of shares will be registered. Shareholders whose names appear on the registers of members of the Company on Tuesday, 27 June 2017 shall be entitled to receive the proposed 2016 final dividend (subject to the approval by the shareholders of the Company at the forthcoming AGM). In order to qualify for receiving the proposed 2016 final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC, for holders of domestic shares, or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares no later than 4:30 p.m. on Wednesday, 21 June 2017. The proposed 2016 final dividend is expected to be paid on or around 14 July 2017 if being approved by the shareholders of the Company at the forthcoming AGM.
 3. Since the Original Notice and the form of proxy (the "**Original Form of Proxy**") and reply slip (the "**Original Reply Slip**") enclosed thereof did not contain certain updated information about the AGM in the Announcement and the new ordinary resolutions no.7 and no.8 set out in this revised notice, a revised form of proxy (the "**Revised Form of Proxy**") for the AGM to be held on 16 June 2017 (or any adjournment thereof) and a revised reply slip (the "**Revised Reply Slip**") for the AGM (or any adjournment thereof) have been prepared and are sent together with this revised notice.

A shareholder who has not yet lodged the Original Form of Proxy with the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC for holders of domestic shares, or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares, is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxy(ies) to attend the AGM on his or her behalf. In this case, the Original Form of Proxy should not be lodged with the Company's Board office for holders of domestic shares or the Company's H share registrar in Hong Kong for holders of H shares.

The Revised Form of Proxy shall not affect the validity of the Original Form of Proxy duly completed and returned by the shareholders in respect of the resolutions as set out in the Original Notice. Those shareholders who had lodged the Original Form of Proxy with the Company's Board office for holders of domestic shares or the Company's H share registrar in Hong Kong for holders of H shares should note that:

- (i) **if no Revised Form of Proxy is lodged with the Company's Board office for holders of domestic shares or the Company's H share registrar in Hong Kong for holders of H shares, the Original Form of Proxy will be**

treated as a valid form of proxy lodged by the relevant shareholder if duly completed. The proxy so appointed by the relevant shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the AGM other than those referred to in the Original Notice and the Original Form of Proxy, including the new ordinary resolutions no.7 and no.8 as set out in this revised notice.

- (ii) **if the Revised Form of Proxy is lodged with the Company's Board office for holders of domestic shares or the Company's H share registrar in Hong Kong for holders of H shares before 4:30 p.m. on Thursday, 15 June 2017, the Original Form of Proxy previously lodged by the relevant shareholder will be revoked and superseded by the Revised Form of Proxy. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder if duly completed.**
- (iii) **if the Revised Form of Proxy is lodged with the Company's Board office for holders of domestic shares or the Company's H share registrar in Hong Kong for holders of H shares after 4:30 p.m. on Thursday, 15 June 2017, the Revised Form of Proxy will be deemed invalid, and it will not revoke the Original Form of Proxy previously lodged by the relevant shareholder, which shall be deemed valid if duly completed.** The proxy so appointed by the relevant shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the AGM other than those referred to in the Original Notice and the Original Form of Proxy, including the new ordinary resolutions no.7 and no.8 as set out in this revised notice.

Shareholders are reminded that completion and delivery of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.

4. The Revised Form of Proxy and the Revised Reply Slip are also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.hec-changjiang.com).
5. Shareholders intending to attend the AGM (or any adjournment thereof) should complete and return the Revised Reply Slip personally, by facsimile or by post. The Revised Reply Slip should be completed and returned to the Company's Board office by facsimile (fax number: 86-769-81768866) or by post to (or by depositing it at) Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC, for holders of domestic shares; or to the Company's H share registrar in Hong Kong by facsimile (fax number: 852-2865-0990) or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares, such that the Revised Reply Slip shall be received by the Company 20 days before the AGM (i.e. on or before Friday, 26 May 2017).
6. Shareholders may, by completing the Revised Form of Proxy of the Company, appoint one or more proxies to attend and vote at the AGM (or any adjournment thereof) on his behalf. If the proxy so appointed in accordance with the Revised Form of Proxy to attend the AGM or any adjournment thereof is different from the one so appointed in accordance with Original Form of Proxy, the proxy so validly appointed in accordance with the Revised Form of Proxy will be entitled to vote at the AGM or any adjournment thereof. A proxy need not be a shareholder of the Company.
7. Shareholders must use the Revised Form of Proxy of the Company for appointing a proxy and the appointment must be in writing. The Revised Form of Proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing ("**power of attorney**"). If the Revised Form of Proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant Revised Form of Proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of such company.

8. To be valid, the Revised Form of Proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 7 above must be delivered to the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 5 Shangsha Industrial Zone, Chang'an County, Dongguan, Guangdong Province, the PRC for holders of domestic shares, or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time appointed for the AGM (or any adjournment thereof) (i.e. before Thursday, 15 June 2017, 4:30 p.m.).
9. A shareholder of the Company or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder of the Company attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
10. The AGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
11. The Company's principal place of business in the PRC is situated at: No. 38 Binjiang Road, Yidu, Yichang, Hubei Province, the PRC

Tel No.: 86-769-81768886
Fax No.: 86-769-81768866

The address of the Company's H share registrar, Computershare Hong Kong Investor Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel No.: (852) 2862 8555
Fax No.: (852) 2865 0990

12. Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this revised notice, the executive directors of the Company are Mr. JIANG Juncai, Mr. WANG Danjin and Mr. CHEN Yangui; the non-executive directors are Mr. TANG Xinfu and Mr. MO Kit; and the independent non-executive directors are Mr. TANG Jianxin, Mr. FU Hailiang and Mr. LEE Chi Ming.

Appendix I — The brief biography of Mr. ZHU Qiaohong is set out below:

Mr. ZHU Qiaohong (朱巧洪), aged 48, is the deputy general manager of the Company. He joined the Company in May 2002, and has served as the deputy general manager of the Company since then. Mr. ZHU Qiaohong has served as a supervisor of Yichang HEC Pharmaceutical Co., Ltd. (宜昌東陽光醫藥有限公司), a wholly-owned subsidiary of the Company, since June 2005. Before that, Mr. ZHU Qiaohong was the director of GMP office of Apeloa Kangyu Pharmaceutical Co., Ltd. from October 1993 to May 2002, and a technician of the General Security Station of the State-owned Ecological Forest (國有生態公益林業保護總站) of Dongyang City from August 1990 to October 1993. In addition, Mr. ZHU Qiaohong has been the vice chairman of the Pharmaceutical Profession Association of Hubei Province since April 2015.

Mr. ZHU Qiaohong graduated with a bachelor's degree in science from Jilin University in July 1990. He was recognised as an engineer in pharmaceutical engineering by the Bureau of Human Resources and Social Security of Jinhua (formerly known as the Bureau of Personnel of Jinhua (金華市人事局)) in August 1999.

Upon the approval by the shareholders of the Company for the proposed appointment of Mr. ZHU Qiaohong as an executive director of the Company, the Company will enter into a service contract with Mr. ZHU Qiaohong for a term commencing on the date of the approval for his appointment by the AGM and ending on the expiry of the term of the current session of the Board. Mr. ZHU Qiaohong will not receive any remuneration as a director from the Company if being appointed as an executive director of the Company.

As of the date of this revised notice, save as disclosed above, Mr. ZHU Qiaohong confirmed that (i) he did not hold any directorship in any other listed companies during the past three years; (ii) he does not hold any job position in the Company and its subsidiaries (the “**Group**”); (iii) he has no relationship with any director, supervisor, senior management member, substantial shareholder or controlling shareholder of the Company; and (iv) he has not owned any interest as defined in Part XV of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong) in the shares of the Company.

Save as disclosed above, Mr. ZHU Qiaohong has no involvement in any matter which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which is required to be notified to shareholders of the Company.

Upon his appointment as an executive director of the Company, Mr. ZHU Qiaohong will also act as a member of the nomination committee of the Board with effect from the same date.

Appendix II — The brief biography of Mr. LUO Zhonghua is set out below:

LUO Zhonghua (羅忠華), aged 34, he joined Dongguan HEC Medicine Development and Research Co., Ltd. (東莞東陽光藥物研發有限公司) (a subsidiary of Shenzhen HEC Industrial Development Co., Ltd. (深圳市東陽光實業發展有限公司), the controlling shareholder of the Company, “**Dongguan HEC Research**”) since June 2005 to engage in the research and development of APIs. He is currently the head of the generic drug API synthesis department and deputy head of the generic drug division in Dongguan HEC Research.

Mr. LUO Zhonghua graduated from the Central South University in June 2005 with a bachelor’s degree in pharmaceutical engineering and Sun Yat-sen University in 2015 with a master’s degree in pharmaceutical analysis, respectively.

Upon the approval by the shareholders of the Company for the proposed appointment of Mr. LUO Zhonghua as a supervisor of the Company, the Company will enter into a service contract with Mr. LUO Zhonghua for a term commencing on the date of the approval for his appointment by the AGM and ending on the expiry of the term of the current session of the board of supervisors of the Company. The remuneration of Mr. LUO Zhonghua shall be determined by the Board pursuant to the authorization to be granted by shareholders of the Company at the AGM, and with reference to the duties, responsibilities and performance of the supervisor of the Company, results performance of the Group and other factors which may be considered as relevant and appropriate by the Board.

As of the date of this revised notice, save as disclosed above, Mr. LUO Zhonghua confirmed that (i) he did not hold any directorship in any other listed companies during the past three years; (ii) he does not hold any job position in the Group; (iii) he has no relationship with any director, supervisor, senior management member, substantial shareholder or controlling shareholder of the Company; and (iv) he has not owned any interest as defined in Part XV of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong) in the shares of the Company.

Save as disclosed above, Mr. LUO Zhonghua has no involvement in any matter which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which is required to be notified to shareholders of the Company.