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萬隆控股集團有限公司  
Ban Loong Holdings Limited  
(incorporated in Bermuda with limited liability)  
(Stock Code: 30)

**SUPPLEMENTAL CIRCULAR IN RELATION  
TO THE RE-ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular (the “**Supplemental AGM Circular**”) should be read together with the circular of the Company dated 29 August 2019 (the “**Original AGM Circular**”) and the original notice (the “**Original AGM Notice**”) convening the AGM to be held at Boardroom 5, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on Friday, 27 September 2019 at 10:00 a.m. Unless the context otherwise requires, capitalized terms used in this Supplemental AGM Circular shall have the same meanings as defined in the Original AGM Circular.

A supplemental notice of the AGM (the “**Supplemental AGM Notice**”) is set out on pages 7 to 8 of this supplemental circular. A revised form of proxy for use at the AGM (the “**Revised Form of Proxy**”) is also enclosed herewith.

Whether or not you are able to attend the AGM in person, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

LETTER FROM THE BOARD



萬隆控股集團有限公司  
Ban Loong Holdings Limited

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

*Executive Directors:*

Mr. Wang Minghui (*Chairman*)  
Mr. Chow Wang (*Deputy Chairman &  
Chief Executive Officer*)  
Mr. Yin Pinyao  
Mr. Chu Ka Wa (*Chief Financial Officer*)  
Mr. Wang Zhaoqing (*Chief Operating Officer*)

*Non-executive Director:*

Mr. Fong For

*Independent non-executive Directors:*

Mr. Jiang Zhi  
Mr. Leung Ka Kui, Johnny  
Ms. Wong Chui San, Susan

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in  
Hong Kong:*

Room 2709-10  
27/F China Resources Building  
No. 26 Harbour Road  
Wanchai  
Hong Kong

12 September 2019

*To the Shareholders*

Dear Sirs,

**SUPPLEMENTAL CIRCULAR IN RELATION  
TO THE RE-ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This Supplemental AGM Circular should be read together with the Original AGM Circular dated 29 August 2019 and the Original AGM Notice convening the AGM to be held on Friday, 27 September 2019 at 10:00 a.m. Unless the context otherwise requires, capitalized terms used in this Supplemental AGM Circular shall have the same meanings as defined in the Original AGM Circular.

## LETTER FROM THE BOARD

The purpose of this Supplemental AGM Circular is to provide you with further information relating to the resolution to approve the re-election of two additional Directors who were appointed after the date of the Original AGM Circular who will retire and offer themselves for re-election at the AGM, and to give you the Supplemental AGM Notice and the Revised Form of Proxy including the additional resolutions regarding their re-election at the AGM.

### RE-ELECTION OF DIRECTORS

After the date of the Original AGM Circular, Mr. Wang Minghui (“**Mr. Wang**”) and Mr. Yin Pinyao (“**Mr. Yin**”) were appointed as additional Directors with effect from 12 September 2019. Further details regarding the appointments of Mr. Wang and Mr. Yin were disclosed in the Company’s announcement dated 12 September 2019.

Under Bye-law 83(2) of the Company, any Director appointed by the Board either to fill a casual vacancy or as additional Director shall hold office until the first general meeting of the Shareholders after his appointment and shall then be eligible for re-election. Accordingly, Mr. Wang and Mr. Yin shall hold office until the AGM and, being eligible, indicated their willingness to offer themselves for re-election at the AGM.

### Biographical details of Mr. Wang

Mr. Wang, aged 57, graduated from Yunnan University with a post-graduate degree in foreign economics and management. Mr. Wang is a senior economist in China and has over 36 years of management experience occupying key management roles in pharmaceutical enterprises in China. He is currently the chairman of the board and interim chief executive officer of Yunnan Baiyao Group Co., Ltd. (“**Yunnan Baiyao Group**”), a company whose A shares are listed on the Shenzhen Stock Exchange with stock code 000538. As at the date hereof, Yunnan Baiyao Group is a substantial shareholder of the Company holding approximately 29.59% of the total issued shares of the Company.

Mr. Wang has not entered into any service contract with the Company. Mr. Wang is not appointed for a fixed term of service, and his directorship is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Wang’s remuneration as an executive Director with the Company will be determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience, the overall performance of the Company and the prevailing economic situation and market practice.

## LETTER FROM THE BOARD

As at the date hereof, save as disclosed above, Mr. Wang does not (a) hold any position with the Group; (b) have any interest or short position in the Shares which fall to be disclosed under Part XV of the SFO; (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); and (d) now or in the past three years hold any directorships in other listed public companies whose securities are listed on any securities market in Hong Kong or overseas. Save as disclosed above, there is no other information which is needed to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

### **Biographical details of Mr. Yin**

Mr. Yin, aged 50, graduated from Yunnan University with a bachelor degree in economics. Mr. Yin is a senior economist in China and has over 25 years of management and finance experience occupying key management roles in pharmaceutical enterprises in China. He is currently the chief operation officer and senior vice president of Yunnan Baiyao Group. As at the date hereof, Yunnan Baiyao Group is a substantial shareholder of the Company holding approximately 29.59% of the total issued shares of the Company.

Mr. Yin has not entered into any service contract with the Company. Mr. Yin is not appointed for a fixed term of service, and his directorship is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Mr. Yin's remuneration as an executive Director with the Company will be determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience, the overall performance of the Company and the prevailing economic situation and market practice.

As at the date hereof, save as disclosed above, Mr. Yin does not (a) hold any position with the Group; (b) have any interest or short position in the Shares which fall to be disclosed under Part XV of the SFO; (c) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); and (d) now or in the past three years hold any directorships in other listed public companies whose securities are listed on any securities market in Hong Kong or overseas. Save as disclosed above, there is no other information which is needed to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

## LETTER FROM THE BOARD

### SUPPLEMENTAL AGM NOTICE AND REVISED FORM OF PROXY

Since the Original AGM Notice and the form of proxy (the “**Original Form of Proxy**”) sent together with the Original AGM Circular did not contain the resolutions in relation to the proposed re-election of Mr. Wang and Mr. Yin (the “**Additional Resolutions**”), the Supplemental AGM Notice and the Revised Form of Proxy are enclosed with this Supplemental AGM Circular to include such additional proposed resolutions.

Whether or not you are able to attend the AGM in person, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**HK Branch Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (i.e. 10:00 a.m. on Wednesday, 25 September 2019, the “**Latest Time for Lodging**”). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

### IMPORTANT NOTICE TO SHAREHOLDERS WHO HAVE NOT YET LODGED THE ORIGINAL FORM OF PROXY:

The Revised Form of Proxy enclosed herewith shall supersede the Original Form of Proxy.

A Shareholder who has not yet lodged the Original Form of Proxy with the HK Branch Share Registrar 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 HK Branch Share Registrar.

### IMPORTANT NOTICE TO SHAREHOLDERS WHO HAVE ALREADY LODGED THE ORIGINAL FORM OF PROXY BUT DO NOT SUBSEQUENTLY LODGE THE REVISED FORM OF PROXY:

A Shareholder who has already lodged the Original Form of Proxy with the HK Branch Share Registrar shall note that if he or she does not subsequently lodge the Revised Form of Proxy with the HK Branch Share Registrar, then:

- (i) The Original Form of Proxy will be treated as a valid form of proxy lodged by the relevant Shareholder if correctly completed.

## LETTER FROM THE BOARD

- (ii) The proxy appointed by the relevant Shareholder under the Original Form of Proxy 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 AGM Notice and the Original Form of Proxy, including the Additional Resolutions in relation to the re-election of Directors as set out in the Supplemental AGM Notice and the Revised Form of Proxy.

### **IMPORTANT NOTICE TO SHAREHOLDERS WHO HAVE ALREADY LODGED THE ORIGINAL FORM OF PROXY AND SUBSEQUENTLY LODGE THE REVISED FORM OF PROXY:**

A Shareholder who has already lodged the Original Form of Proxy with the HK Branch Share Registrar shall note that if he or she subsequently lodges the Revised Form of Proxy with the HK Branch Share Registrar, then:

- (i) If the Revised Form of Proxy is lodged with the HK Branch Share Registrar by the Latest Time for Lodging, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the relevant Shareholder. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the relevant Shareholder if correctly completed.
- (ii) If the Revised Form of Proxy is lodged with the HK Branch Share Registrar after the Latest Time for Lodging, the Revised Form of Proxy will be deemed invalid. However, it will revoke the Original Form of Proxy previously lodged by the relevant Shareholder. Shareholders are advised not to lodge the Revised Form of Proxy after the Latest Time for Lodging.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the 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. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to the Company's Bye-laws.

### **RECOMMENDATION**

The Directors believe that the proposed re-election of Mr. Wang and Mr. Yin as Directors as set out in this Supplemental AGM Circular is in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the Additional Resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This Supplemental AGM Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this Supplemental AGM Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental AGM Circular misleading.

The English texts of this Supplemental AGM Circular and the accompanying Revised Form of Proxy shall prevail over the Chinese texts in case of inconsistency.

Yours faithfully  
By Order of the Board  
**Ban Loong Holdings Limited**  
**Chow Wang**  
*Deputy Chairman & Chief Executive Officer*

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



萬隆控股集團有限公司

Ban Loong Holdings Limited

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 30)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original AGM Notice**”) of Ban Loong Holdings Limited (the “**Company**”) dated 29 August 2019, by which the Company convenes an annual general meeting to be held at Boardroom 5, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 27 September 2019 at 10:00 a.m. (the “**AGM**”) and this supplemental notice shall be read together with the Original AGM Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original AGM Notice, the AGM will be held to consider and, if thought fit, pass the following additional resolutions (the “**Additional Resolutions**”) as ordinary resolutions:

### ORDINARY RESOLUTIONS

2(d) To re-elect Mr. Wang Minghui as Director.

2(e) To re-elect Mr. Yin Pinyao as Director.

By Order of the Board  
**Ban Loong Holdings Limited**  
**Chow Wang**  
*Deputy Chairman & Chief Executive Officer*

Hong Kong, 12 September 2019

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in  
Hong Kong:*  
Room 2709-10  
27/F China Resources Building  
No. 26 Harbour Road  
Wanchai  
Hong Kong



## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. The revised form of proxy (the “**Revised Form of Proxy**”) containing the ordinary resolutions numbered 2(d) and 2(e) is enclosed with the supplemental circular of the Company dated 12 September 2019 (the “**Supplemental AGM Circular**”). Please refer to the section headed “Supplemental AGM Notice and Revised Form of Proxy” on pages 4 to 5 of the Supplemental AGM Circular for arrangements on the completion and submission of the Revised Form of Proxy.
2. Please refer to the Original AGM Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and the eligibility for attending the AGM, proxy and other relevant matters.
3. Shareholders are recommended to read the Supplemental AGM Circular together with the original circular of the Company dated 29 August 2019.

As at the date hereof, the Board comprises:-

*Executive Directors:*

Mr. Wang Minghui (*Chairman*)

Mr. Chow Wang (*Deputy Chairman & Chief Executive Officer*)

Mr. Yin Pinyao

Mr. Chu Ka Wa (*Chief Financial Officer*)

Mr. Wang Zhaoqing (*Chief Operating Officer*)

*Non-executive Director:*

Mr. Fong For

*Independent non-executive Directors:*

Mr. Jiang Zhi

Mr. Leung Ka Kui, Johnny

Ms. Wong Chui San, Susan