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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 THIRD EXTRAORDINARY GENERAL MEETING IN 2020

IMPORTANT NOTICE

- Date and time of the third extraordinary general meeting in 2020 (the “**EGM**”) to be held on-site: 23 November 2020 (Monday) at 10:00 a.m.
- Registration date of the EGM: 23 October 2020 (Friday)
- Place of the EGM: 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 the voting at the EGM: the manner of the voting at the EGM will be both on-site and by way of network voting (applicable to A shares)

I. INFORMATION REGARDING THE CONVENING OF THE EGM

1. The resolution on convening the EGM was considered and passed at the 4th meeting of the eighth session of the board of directors of the Company (the “**Board**”).
2. Date and time of the EGM: 23 November 2020 (Monday) at 10:00 a.m.
3. Place of the EGM: 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 EGM 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 EGM will be held on 23 November 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 EGM will be held.

7. The voting procedure of accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link

The voting procedure of accounts in respect of margin trading and securities lending, refinancing, buy-back agreement business and investors of the Northbound Trading Link shall be conducted in accordance with, among others, the relevant provisions of the Detailed Rules of the Shanghai Stock Exchange for Online Voting at Shareholders' General Meetings of Listed Companies.

8. Solicitation of shareholders' voting rights

Not applicable

II. MATTERS TO BE CONSIDERED AT THE EGM

To be considered and approved by way of ordinary resolutions:

1. Resolution on changes in use of proceeds from the fund raising of the Company;
2. Resolution on closing of investment project using proceeds from the fund raising, and the surplus of which to be used to supplement the working capital permanently.
3. The resolution on Initial Public Offering of Overseas Listed Foreign Capital shares (H shares) Regarding and the Proposal in relation to the Overseas Listing of Guangzhou Pharmaceuticals Company Limited;
4. The resolution Regarding the Compliance of the Overseas Listing of Guangzhou Pharmaceuticals Company Limited with the "Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of the PRC Listed Companies";
5. The resolution Regarding the Undertaking of Maintaining the Independent Listing Status of the Company;
6. The resolution Regarding the Explanations on the Sustainable Profitability Statement and Prospects of the Company; and

7. The resolution Regarding the Authorisation to the Board and its Authorised Persons to Deal with Matters in Relation to the Spin-off and Listing of Guangzhou Pharmaceuticals Company Limited;

The above resolutions were approved at the 4th meeting of the eighth session of the Board and the 3rd meeting of the eighth session of the supervisory committee of the Company held on 25 August 2020 and the 6th meeting of the eighth session of the Board held on 30 September 2020.

To be considered by way of special resolution:

8. The resolution Regarding provision of Assured Entitlement to the H Shareholder(s) of the Company only for the Spin-off and Overseas Listing of Guangzhou Pharmaceuticals Company Limited.

The above resolution was approved at the 6th meeting of the eighth session of the Board held on 30 September 2020.

III. ATTENDEES OF THE EGM 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 on 23 October 2020 (Friday) (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before 23 October 2020) are entitled to attend the EGM. The register of members of the Company will be closed from 24 October 2020 (Saturday) to 23 November 2020 (Monday) (both days inclusive) during which no transfer of H shares will be effected. In order to determine who are entitled to attend the EGM, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for share transfer registration no later than 4:30 p.m. on 23 October 2020 (Friday).
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether or not he/she is a shareholder) to attend and vote at the meeting on his/her behalf. If any shareholder appoints more than one proxy, the proxies can only vote by poll. To be valid, the proxy form and the notarially certified power of attorney and/or other documents of authorization (if any) must be delivered to the address of the Company's office (for holders of A shares) or the office address of the Company's H share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.

3. Shareholders who intend to attend the EGM 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 3 November 2020 (Tuesday).
4. The directors, supervisors and senior management of the Company.
5. The lawyers of the Company.

IV. REGISTRATION FOR THE EGM

A. Methods of registration

To attend the EGM, an individual shareholder should bring along his/her identity card, shareholder account card of the principal; a proxy should bring along the proxy form, his/her identity card and the identity card of the principal and the shareholder account card for registration purpose. A legal person shareholder should bring along a copy of the business license, the proxy form signed by the representative of the legal entity, the shareholder account card of the principal and the identity card of the attendee for registration purpose.

B. 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 3 November 2020 (Tuesday)

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/Li Li
- Tel: (8620) 6628 1216/6628 1219
- Fax: (8620) 6628 1229
- Email: sec@gybys.com.cn

2. Address of Shanghai Branch of China Securities Depository and Clearing Corporation Limited: No. 188 Yanggaonan Road, Pudong New Area, Shanghai, the PRC
- Address of Hong Kong Registrars Limited: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
3. The EGM is expected to last for a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the EGM shall register before the registration time for the shareholders.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the 4th meeting of the eighth session of the Board and the relevant announcement;
2. Resolutions passed at the 3rd meeting of the eighth session of the supervisory committee of the Company and the relevant announcement; and
3. Resolutions passed at the 6th meeting of the eighth session of the Board and the relevant announcement.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 8 October 2020

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