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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 form 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)**

- (1) PROPOSED TERMINATION OF THE PROPOSED SPIN-OFF;  
(2) PROPOSED QUOTATION ON NEEQ;  
(3) PROPOSED AMENDMENTS TO THE SYSTEM  
FOR INDEPENDENT DIRECTORS;  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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 9 of this circular. The notice convening the EGM to be held at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Friday, 26 January 2024 at 10:00 a.m. is set out on pages 10 to 14 of this circular.

Whether or not you intend to attend the EGM, please complete the 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 EGM or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

5 January 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of the EGM</b> .....	10

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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 Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors
“BSE”	Beijing Stock Exchange
“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
“Controlling Shareholder”	as defined under the Hong Kong Listing Rules
“CSRC”	the China Securities Regulatory Commission
“Director”	a director of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Friday, 26 January 2024 at 10:00 a.m., including any adjournment thereof
“GP Corp.”	Guangzhou Pharmaceuticals Company Limited (廣州醫藥股份有限公司), a limited company established under the laws of the PRC, of which the Company holds 90.9237% equity interest
“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 Hong Kong Stock Exchange with denomination in HKD
“Hong Kong”	the Hong Kong Special Administrative Region
“Hong Kong Stock Exchange” or “HKEX”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange

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## DEFINITIONS

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“LPD”	29 December 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“NEEQ”	the National Equities Exchange and Quotations
“Practice Note 15”	Practice Note 15 of the Listing Rules
“PRC”	the People’s Republic of China and, for the purpose of this circular only, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“Proposed Quotation on NEEQ”	the quotation and open transfer of GP Corp’s shares on the NEEQ
“Proposed Spin-off”	a separate overseas listing of GP Corp. on the HKEX under Practice Note 15 of the Listing Rules
“Remaining Group”	The Group excluding the members of GP Corp. and its subsidiaries immediately after completion of the Proposed Quotation on NEEQ
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder”	a holder of the A Shares and/or H Shares
“SSE”	Shanghai Stock Exchange
“%”	percent

\* *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 the English names are for identification purposes only. In the event of inconsistency, the Chinese version 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  
Mr. Yang Jun  
Ms. Cheng Ning  
Ms. Liu Juyan  
Mr. Zhang Chunbo  
Mr. Wu Changhai  
Mr. Li Hong

***Registered office and principal  
place of business:***

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

***Independent non-executive Directors:***

Mr. Chen Yajin  
Mr. Huang Min  
Mr. Huang Long Tak Patrick  
Ms. Sun Bao Qing

***Principal place of business in Hong Kong:***

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

*To the Shareholders*

Dear Sir or Madam:

- (1) PROPOSED TERMINATION OF THE PROPOSED SPIN-OFF;  
(2) PROPOSED QUOTATION ON NEEQ;  
(3) PROPOSED AMENDMENTS TO THE SYSTEM  
FOR INDEPENDENT DIRECTORS;  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the EGM on, among other things (i) the proposed termination of the Proposed Spin-off; and (ii) the Proposed Quotation on NEEQ; and (iii) the proposed amendments to the system for independent directors and give you the notice of the EGM.

### **2. PROPOSED TERMINATION OF THE PROPOSED SPIN-OFF**

Reference is made to (1) the respective announcements of the Company (the latest one being dated 23 June 2022) and the circular of the Company dated 9 October 2020 in relation to the Proposed Spin-off and overseas listing of GP Corp., a subsidiary of the Company; and (2) the announcement of the Company dated 19 December 2023, in relation to, among other

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## LETTER FROM THE BOARD

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things, the termination of the Proposed Spin-off and the Proposed Quotation on NEEQ. The Proposed Spin-off involves a proposed separate listing of the H shares of GP Corp. on the HKEX under Practice Note 15.

In view of the expiry of the Approval on the Issuance of Overseas Listed Foreign Invested Shares of Guangzhou Pharmaceuticals Co., Ltd. (issued by the CSRC) on 23 June 2022 and having considered the changes in the capital market environment, in conjunction with the development plan of the Company and GP Corp., the Board has resolved to terminate the Proposed Spin-off after due and careful consideration on 19 December 2023. The termination of the Proposed Spin-off is still subject to the Company's Shareholders' approval at the EGM.

The termination of the Proposed Spin-off will not affect the interests of the Company and all Shareholders, will not have adverse effects on the normal production and operation activities of the Company and GP Corp. and will not affect the overall strategic planning of the Company.

### **3. PROPOSED QUOTATION ON NEEQ**

#### **3.1 Overview of the Proposed Quotation on NEEQ**

In consideration of the termination of the Proposed Spin-off and as per the resolutions passed by the Board on 19 December 2023, the Company would like to kick off the Proposed Quotation on NEEQ.

It is currently intended that the Proposed Quotation on NEEQ will involve:

- (a) GP Corp. applying for quotation on NEEQ without issuance of any new shares. As at the date of this circular, GP Corp. has met the relevant requirements for quotation of NEEQ;
- (b) as no new shares will be issued by GP Corp. in connection with the Proposed Quotation on NEEQ, the Company shall maintain the same shareholding in GP Corp. and will remain as a Controlling Shareholder of GP Corp. upon the completion of the Proposed Quotation on NEEQ; and
- (c) immediately upon completion of the Proposed Quotation on NEEQ, the GP Corp. will remain as a subsidiary of the Company and the accounts of GP Corp. will continue to be consolidated into the financial statements of the Group.

After the completion of the Proposed Quotation on NEEQ, GP Corp., based on the capital market environment and strategic development needs, will seek a listing of its shares on the BSE at the appropriate time in the future.

As no shares will be issued by GP Corp. in connection with the Proposed Quotation on NEEQ, it will not constitute a deemed disposal under Chapter 14 of the Listing Rules.

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## LETTER FROM THE BOARD

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It is anticipated that the Board will (i) seek for the Company's Shareholders' approval for the Proposed Quotation on NEEQ at the EGM as per requirements under the relevant PRC laws; and (ii) submit the application for GP Corp.'s quotation on NEEQ, together with the other required documents, to National Equities Exchange and Quotations Co., Ltd after the relevant approval is being obtained from the Company's Shareholders.

Shareholders should note that the Proposed Quotation on NEEQ will constitute a spin-off within the meaning of Practice Note 15 and will be subject to the approval by the HKEX. Further, immediately after the completion of the Proposed Quotation on NEEQ, the Remaining Group will satisfy all the requirements under paragraph 3(c) of Practice Note 15 for the three financial years preceding the completion of the Proposed Quotation on NEEQ, and retain a sufficient level of operations and assets to support its separate listing status. As at the date of this circular, the application for the Proposed Quotation on NEEQ under Practice Note 15 has not been made by the Company to the HKEX. The Company will submit the relevant application to the HKEX in due course.

### 3.2 Reasons for and benefits of the Proposed Quotation on NEEQ

The principal reasons for, and the benefit of, the Proposed Quotation on NEEQ are as follows:

- (a) **Delineation of different businesses:** Due to the differences in businesses, the Company and GP Corp. have different growth paths and business strategies, the Proposed Quotation on NEEQ will create separate platforms for the businesses of the two groups to further develop.
- (b) **Enhancing business profile:** The quotation on NEEQ will enhance GP Corp.'s profile and image amongst customers, suppliers and other business partners, as well as its ability to recruit the best talents available.
- (c) **Providing new sources of capital opportunity:** A separate listing is expected to facilitate direct access by GP Corp. to the equity and debt securities markets, as well as the bank credit market, providing it with a separate fund-raising platform and thereby offering new and more diversified funding sources to finance GP Corp.'s existing operations and future expansion.
- (d) **Increasing management focus and motivation:** Separate listing of GP Corp. will lead to a more direct alignment of its management responsibilities and accountability with its operating and financial performance. This will result in enhanced management focus, which should in turn lead to improved decision-making processes, faster response time to market changes and increased operational efficiency. GP Corp.'s top management will be under direct and heightened scrutiny from the investing community and it will be possible to measure their performance against GP Corp.'s stock market

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## LETTER FROM THE BOARD

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performance relative to its industry peers listed on NEEQ or other stock exchanges. It will also be possible to link management incentives to such performance, thereby improving management motivation and commitment.

### 3.3 Waiver in respect of Assured Entitlement

Paragraph 3(f) of Practice Note 15 requires listed issuers carrying out spin-offs to provide existing shareholders with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares or by way of preferred application in any offering of existing or new shares in the spun-off entity. Under the Proposed Quotation on NEEQ, there will be no issuance of new shares by GP Corp..

As advised by the PRC legal adviser of the Company, under the relevant securities laws and other relevant regulations and rules currently in force in the PRC, other than (a) residents of Hong Kong and Macau Special Administrative Region and Taiwan working and living in the Mainland China; (b) foreigners working in the Mainland China and whose home country's securities regulatory authorities have established regulatory cooperation mechanisms with the CSRC; (c) foreigners who have obtained permanent residency in China; (d) eligible foreign investors who have made strategic investments in listed companies in the PRC; (e) Qualified Foreign Institutional Investors (QFII); (f) RMB Qualified Foreign Institutional Investors (RQFII); (g) foreign natural investors who meet the requirements relevant to the incentive criteria under the Administrative Measures for the Incentive Measures of Listed Companies (only applicable to listed companies to implement the equity incentive for foreign natural employees); and (h) foreign investors holding shares of the company to be listed before the initial public offering, ((a) to (h) are collectively referred to as the "**Qualified Foreign Investors**"), non-PRC investors like natural persons of Hong Kong and Macau Special Administrative region and Taiwan, foreign institutions and the institutions founded in Hong Kong and Macau Special Administrative Region and Taiwan are not allowed to open A shares securities accounts and hence they are not allowed to participate in offline distribution or online subscription of new shares in the GP Corp. in the PRC. Based on the information available from the Company's H Share Registrar, a majority of the Shareholders of the Company may not be considered as the Qualified Foreign Investors. Accordingly, compliance with paragraph 3(f) in relation to the Proposed Quotation on NEEQ will not be feasible. The Company will apply for a waiver from strict compliance with the requirements under paragraph 3(f) of Practice Note 15 in due course.

Having considered that GP Corp. and the Company should comply with the requirements under the PRC law, that there will not be any sale of the Company's existing shares in, or any issue of new shares of GP Corp. in connection with the Proposed Quotation on NEEQ, and the absence of any dilution in the indirect effective interest of the existing Shareholders of the Company in GP Corp., the Board is of the view that the Proposed Quotation on NEEQ and the non-provision of assured entitlements in connection with the Proposed Quotation on NEEQ are fair and reasonable and in the interests of the Company and its Shareholders as a whole.



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## LETTER FROM THE BOARD

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### 3.4 Authorization Matters

The Board intends to authorize the management team of the Company to be responsible for the planning work of the Proposed Quotation on NEEQ and subsequent listing on the BSE and capital operation, including communicating with relevant stock exchanges and securities regulatory authorities to seek their opinions, submitting application documents to relevant stock exchanges and obtaining the consent (if necessary), preparing plan of the Proposed Quotation on NEEQ and timely publishing relevant announcements in accordance with the requirements of securities regulatory authorities.

### 3.5 Conditions

The Proposed Quotation on NEEQ will be conditional upon, among other things, the following:

- (a) approval for the Proposed Quotation on NEEQ by the Shareholders at the EGM;
- (b) approval for the Proposed Quotation on NEEQ by the board of directors and general meeting of GP Corp.; and
- (c) any domestic and foreign regulatory approvals required by the relevant laws and regulations.

If any of the above conditions is not fulfilled, the Proposed Quotation on NEEQ will not proceed and an announcement will be published by the Company as soon as practicable.

### 3.6 Information of GP Corp.

GP Corp. is a limited liability company incorporated in the PRC in 1951. As at the date of this circular, its 90.9237% held directly by the Company. It is principally engaged in pharmaceutical wholesale and retail business, mainly include the retail, wholesale, import and export of various Chinese and Western medicine, supplements, medical instruments and appliances, and medical consumables.

## LETTER FROM THE BOARD

Set out below is certain key financial information of GP Corp. based on the audited financial statements for the three years ended 31 December 2022 and the unaudited financial statements for the nine months ended 30 September 2023:

(Unit: '000)

<b>Item</b>	<b>For the year ended 31 December</b>			<b>1 January 2023 – 30 September 2023</b>
	<b>2020</b> <i>(RMB)</i> <i>(audited)</i>	<b>2021</b> <i>(RMB)</i> <i>(audited)</i>	<b>2022</b> <i>(RMB)</i> <i>(audited)</i>	<b>2023</b> <i>(RMB)</i> <i>(unaudited)</i>
Operating income	42,663,817.87	46,980,796.08	49,382,937.47	38,882,421.93
Net profit	413,075.57	544,930.91	618,588.53	423,944.12
				<b>For the Nine months ended 30 September 2023</b>
<b>Item</b>	<b>For the year ended 31 December</b>			<b>2023</b> <i>(RMB)</i> <i>(unaudited)</i>
	<b>2020</b> <i>(RMB)</i> <i>(audited)</i>	<b>2021</b> <i>(RMB)</i> <i>(audited)</i>	<b>2022</b> <i>(RMB)</i> <i>(audited)</i>	
Total assets	25,893,550.82	27,206,112.31	29,239,839.33	31,892,106.28
Net assets	4,908,351.11	5,451,618.11	6,104,609.16	6,533,862.91
Capital	2,449,305.50	2,449,305.50	2,449,305.50	2,449,305.50

#### 4. PROPOSED AMENDMENTS TO THE SYSTEM FOR INDEPENDENT DIRECTORS

To further strengthen the corporate governance structure of the Company, to promote the Company's operation in accordance with relevant regulations, and to ensure that independent directors perform their duties, the Company, having regard to its particular needs, intends to amend relevant provisions regarding independent non-executive directors' scope of authorities, discharge of duties, performance assessment, selection and appointment mechanism, and guarantee of performance in the System for Independent Directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited pursuant to the Administrative Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the CSRC in August 2023 and the No. 1 Self-Regulation Guidelines for Listed Companies of the Shanghai Stock Exchange – Standardized Operation (《上海證券交易所上市公司自律監管指引第1號-規範運作》) issued by the SSE and relevant regulations. On 28 December 2023, the proposal on amendments to the terms of the System for Independent Directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited was considered and approved by the Company at the 7th meeting of the ninth session of the Board.

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## LETTER FROM THE BOARD

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Please refer to the amended System for Independent Directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited published on the websites of the SSE and the Company on 28 December 2023.

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

The register of members of the Company will be closed from Tuesday, 23 January 2024 to Friday, 26 January 2024 (both days inclusive) for the purpose of determining the entitlements of the Shareholders to attend the EGM, during which no transfer of H Shares will be effected. In order to qualify to attend the EGM, 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 22 January 2024.

### 6. EGM

The EGM will be held at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Friday, 26 January 2024 at 10:00 a.m. The notice convening the EGM is set out on pages 10 to 14 of this circular.

Whether or not you intend to attend the EGM, please complete the form of proxy despatched together with the aforementioned notice in accordance with the instructions printed thereon and return the form 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

All the votes of the Shareholders at the EGM will be taken by poll.

### 7. RECOMMENDATIONS

The Directors, including all the independent non-executive Directors, consider that (i) the proposed termination of the Proposed Spin-off; (ii) the Proposed Quotation on NEEQ; and (iii) the proposed amendments to the system for independent directors as mentioned in this circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of all the proposed resolutions at the EGM.

Yours faithfully

The Board of

**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

5 January 2024

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## NOTICE OF THE EGM

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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 EXTRAORDINARY GENERAL MEETING IN 2024

#### IMPORTANT NOTICE

- Date and time of the first extraordinary general meeting in 2024 (the “EGM”) to be held on-site: 26 January 2024 (Friday) at 10:00 a.m.
- Registration date for determination of entitlement to attend the EGM: 22 January 2024 (Monday)
- Place at which the EGM 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 EGM: the manner of 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 6th meeting of the ninth session of the board of directors (the “Board”) of the Company .
2. Date and time of the EGM: 26 January 2024 (Friday) at 10:00 a.m.
3. Place at which the EGM 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 EGM will be both on-site and by way of network voting (applicable to A shares)

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## NOTICE OF THE EGM

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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 (26 January 2024) 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 No. 1 Self-Regulation Guidelines for Listed Companies of the Shanghai Stock Exchange – Standardized Operation (《上海證券交易所上市公司自律監管指引第1號--規範運作》).

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. Proposal on termination of spin-off and listing of the holding subsidiary on the Stock Exchange of Hong Kong Limited;
2. Proposal on application for quotation on the National Equities Exchange and Quotations contemplated by the holding subsidiary; and
3. Proposal on amendments to the terms of the System for Independent Directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited.

The above proposed resolutions were approved at the 6th meeting of the ninth session of the Board and the 4th meeting of the ninth session of the supervisory committee of the Company held on 19 December 2023, and the 7th meeting of the ninth session of the Board held on 28 December 2023, respectively.

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## NOTICE OF THE EGM

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### 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 in the afternoon on Monday, 22 January 2024 (including those holders of H shares who have submitted verified application documents for the transfer of shares on or before Monday, 22 January 2024) are entitled to attend the EGM. The register of members of the Company will be closed from Tuesday, 23 January 2024 to Friday, 26 January 2024 (both days inclusive) during which no transfer of H shares will be effected. In order to determine shareholders 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for share transfer registration no later than 4:30 p.m. on Monday, 22 January 2024.
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) no less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.
3. The directors, supervisors and senior management of the Company.
4. The lawyers of the Company.

### IV. REGISTRATION FOR THE EGM

#### 1. Methods of registration

To attend the EGM, an individual shareholder should bring along his/her identity card and 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 representative, the shareholder account card and the identity card of the attendee for registration purpose.

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## NOTICE OF THE EGM

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### 2. Place and time of registration:

Registration date and time: 9:30 a.m. – 11:30 a.m. and 2:00 p.m. – 4:30 p.m. on Thursday, 25 January 2024

Place of registration: Office of the secretariat to the Board, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

### V. OTHERS

1. Address: 2nd Floor of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC

Postal code: 510130

Contact person: Zeng Weiwei, Li Li

Tel: (8620) 6628 1216/6628 1219

Fax: (8620) 6628 1229

Email: sec@gybys.com.cn

2. Address of Shanghai Branch Company of China Securities Depository and Clearing Corporation Limited: No. 188 Yanggaonan Road, Pudong New Area, Shanghai, the PRC

Address of Hong Kong Registrars Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting proxy forms)

Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting share transfer documents)

3. The EGM is expected to last for half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.

4. Reporters attending the EGM should register in advance during the registration time for the shareholders.

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## NOTICE OF THE EGM

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### VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the 6th meeting of the ninth session of the Board of the Company and the relevant announcement;
2. Resolutions passed at the 4th meeting of the ninth session of the supervisory committee of the Company and the relevant announcement; and
3. Resolutions passed at the 7th meeting of the ninth session of the Board of the Company and the relevant announcement.

The Board of  
**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 4 January 2024

*As at the date of this notice, the Board comprises Mr. Li Chuyuan, Mr. Yang Jun, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Zhang Chunbo, Mr. Wu Changhai and Mr. Li Hong as executive directors, and Mr. Chen Yajin, Mr. Huang Min, Mr. Wong Lung Tak Patrick and Ms. Sun Baoqing as independent non-executive directors.*