
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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: 00874)

**(1) PROPOSED APPLICATION FOR OMNIBUS CREDIT LINES FROM
FINANCIAL INSTITUTIONS;
(2) PROPOSED RE-APPOINTMENT OF AUDITORS;
(3) PROPOSED ELECTION OF DIRECTORS
AND
(4) NOTICE OF THE AGM**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. Notice convening the AGM to be held on Tuesday, 3 June 10:00 a.m., 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 11 to 15 of this circular.

Whether or not you intend to attend the AGM, please complete the form of proxy accompanying the aforementioned notice in accordance with the instructions printed thereon and return the same to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services 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 any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

12 May 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Information on Mr. Cheng Hongjin	7
Appendix II – Information on Mr. Tang Heping	9
Notice of the AGM	11

DEFINITIONS

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
“AGM”	the 2024 annual general meeting of the Company to be held on Tuesday, 3 June 2025 at 10:00 a.m., including any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“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, the H Shares and A Shares of which are listed on HKEX and the Shanghai Stock Exchange respectively
“controlling shareholder”	as defined under the Listing Rules of HKEX
“Director(s)”	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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules of HKEX”	the Rules Governing the Listing of Securities on HKEX
“LPD”	7 May 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination and Remuneration Committee” or “Committee”	the nomination and remuneration committee of the Board of the Company

DEFINITIONS

“PRC”	the People’s Republic of China and, for the purpose of this circular only, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the A Shares and/or H Shares of the Company
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Supervisor(s)”	supervisor(s) of the Company
“WUYIGE”	WUYIGE Certified Public Accountants LLP

* *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 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.*

Reference to time and dates in this circular are to Hong Kong time and dates unless otherwise specified.

LETTER FROM THE BOARD



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: 00874)

Executive Directors:

Mr. Li Xiaojun

Mr. Yang Jun

Ms. Cheng Ning

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. Wong Lung Tak Patrick

Ms. Sun Baoqing

Principal place of business in Hong Kong:

Room 2005, 20th floor

Tower Two Lippo Centre

89 Queensway

Hong Kong

12 May 2025

Dear Sir or Madam

**(1) PROPOSED APPLICATION FOR OMNIBUS CREDIT LINES FROM
FINANCIAL INSTITUTIONS;
(2) PROPOSED RE-APPOINTMENT OF AUDITORS;
(3) PROPOSED ELECTION OF DIRECTORS
AND
(4) NOTICE OF THE AGM**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to, among other things, (i) the proposed application for omnibus credit lines from financial institutions; (ii) the proposed re-appointment of auditors; and (iii) the proposed election of executive Directors and to give you the notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED APPLICATION FOR OMNIBUS CREDIT LINES FROM FINANCIAL INSTITUTIONS

In order to meet the Group's daily capital needs for production and operation and increase the flexibility in negotiating financing cost, while taking into account the actual situation and development plan of the Group, the Group intends to apply for omnibus credit lines from financial institutions comprising no more than RMB54,057,770,000 in total and no more than HK\$100,000,000 in total. The omnibus credit lines applied by the Group can be used for, including but not limited to, taking out working capital loans, issuing bank acceptance bills, letters of credit, letters of guarantee, etc. The above omnibus credit lines are not meant to be the Group's final financing amount, and the final financing amount is subject to the credit facility(ies) finally agreed to, signed upon and used.

At the same time, in order to increase work efficiency and simplify borrowing procedures, based on actual working capital needs of the Group, the Board proposes to the Shareholders' general meeting to authorize the chairman of the Board of the Company and the persons-in-charge of its branches and subsidiaries to sign relevant borrowing documents within the approved omnibus credit lines from financial institutions accordingly. The validity period of the omnibus credit lines and authorization as mentioned herein commences from the date of Shareholders' approval at the AGM until the date of the next annual general meeting.

3. PROPOSED RE-APPOINTMENT OF AUDITORS

Reference is made to the announcement of the Company dated 29 April 2025, taking into account the recommendation made by the audit committee of the Company, the Board has proposed to re-appoint WUYIGE as the auditors of the Company for year 2025 and the internal control auditors of the Company for year 2025 and to hold office until the conclusion of the annual general meeting of the Company for 2025. In this regard, two separate ordinary resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the re-appointment of WUYIGE as the auditors of the Company for year 2025 and the internal control auditors of the Company for year 2025, respectively.

4. PROPOSED ELECTION OF A DIRECTOR

Under the Articles of Association and The Rules of Procedures for the Board of Directors, the Board shall consist of eleven Directors. However, due to the current circumstances of the Company, the number of Directors of the ninth session of the Board has fallen below the required eleven. In order to ensure the continued efficient operation of the Board, the Board, at its meeting held on 29 April 2025, resolved to propose the election of Mr. Cheng Hongjin and Mr. Tang Heping as executive Directors subject to the approval by Shareholders at the AGM. The Company shall use its efforts to identify and appoint suitable candidates to fill the remaining vacancy on the Board as promptly as practicable, and will issue further announcement(s) as and when required by the Listing Rules of HKEX.

The Nomination and Remuneration Committee, in accordance with its terms of reference and the Company's nomination policy, made recommendations to the Board on suitable candidates to fill the vacancy of executive Directors.

LETTER FROM THE BOARD

In making its recommendations to the Board regarding the proposed election of Mr. Cheng Hongjin and Mr. Tang Heping as executive Directors, the Nomination and Remuneration Committee has considered objective criteria, including but not limited to educational background, industry experience, technical and professional skills, qualifications, and knowledge. The Committee is of the opinion that the nominated candidates for Director possess extensive experience in corporate strategic planning, industrial integration and conglomerate governance, and corporate audit governance, supervisory committee oversight, and financial accounting management, respectively, all of which qualify them for the position of executive Directors of the Company.

In consideration of the recommendations of the Nomination and Remuneration Committee, the Board resolved at its meeting held on 29 April 2025 to propose the election of Mr. Cheng Hongjin and Mr. Tang Heping as executive Directors. In this connection, two ordinary resolutions will be proposed at the annual general meeting for Shareholders' consideration and, if thought fit, approval of the appointment of Mr. Cheng Hongjin and Mr. Tang Heping as executive Directors by way of cumulative voting.

Biographical details of Mr. Cheng Hongjin and Mr. Tang Heping as of the LPD, along with further information required to be disclosed under Rule 13.51(2) of the Listing Rules of HKEX, are set out in Appendix I and Appendix II to this circular, respectively.

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

For the purpose of determining the identity of the Shareholders of H Shares entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 28 May 2025 to Tuesday, 3 June 2025 (both dates inclusive), during which period no transfer of H Shares will be effected. To qualify for attendance and voting at the AGM, all share transfer documents of H Shares, along with the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services 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 Tuesday, 27 May 2025. Shareholders of H Shares whose names appear in the register of members of the Company on Wednesday, 28 May 2025, will be entitled to attend and vote the AGM.

6. THE AGM

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 Tuesday, 3 June 2025 at 10:00 a.m. The notice convening the AGM is set out on pages 11 to 15 of this circular. Resolutions on all the matters mentioned in this circular will be proposed at the AGM for the consideration of the Shareholders.

LETTER FROM THE BOARD

Whether or not you intend to attend the AGM, please complete the form of proxy accompanying the notice of the AGM in accordance with the instructions printed thereon and return the form of proxy to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services 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 any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

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

7. RECOMMENDATIONS

The Directors are of the view that the resolutions to be proposed for consideration and approval by Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions to be proposed at the AGM.

8. ADDITIONAL INFORMATION

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

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules of HKEX for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

Yours faithfully

The Board of

Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

12 May 2025

1. BIOGRAPHICAL DETAILS

Mr. Cheng Hongjin (“**Mr. Cheng**”), aged 55, is a member of the Communist Party of China. He holds a postgraduate degree, a master of Business Administration (MBA), and professional qualifications as an engineer and a senior labor relations coordinator. Mr. Cheng began his career in July 1993, and has successively served as deputy leader of the preparatory group, deputy chairman of the labor union, director of the labor union office, general manager of the operations department, and general manager of the strategic planning department of Guangzhou Industrial Investment Holdings Group (廣州工業投資控股集團有限公司); director of the Guangzhou Industrial Control Industry Research and Integration Center (廣州工控產業研究整合中心); director of Guangdong Southern Soda Ash Co., Ltd. (廣東南方城業股份有限公司); full-time external director of Guangzhou Public Transport Group Co., Ltd. (廣州市公共交通集團有限公司), Guangzhou City Construction Investment Group Co., Ltd. (廣州市城市建設投資集團有限公司), and Guangzhou Construction Group Co., Ltd (廣州市建築集團有限公司). Currently, Mr. Cheng serves as a member of the party committee and deputy general manager of Guangzhou Pharmaceutical Holdings Limited (“**GPHL**”). Mr. Cheng has extensive experience in corporate strategic planning, industrial integration and conglomerate governance.

2. TERM OF OFFICE

Upon approval of Mr. Cheng’s appointment by the Shareholders at a general meeting, the Company will enter into a service contract with him for a term commencing from the date of such approval and ending upon the expiry of the tenure of the 9th session of the Board. Pursuant to the Articles of Association, Mr. Cheng is eligible for re-election upon the expiry of his respective term of office.

3. REMUNERATION

Since Mr. Cheng, being the member of the senior management of GPHL (the controlling shareholder of the Company), receives his respective emoluments from GPHL, if elected, he will receive no emoluments from the Company for the year 2025.

4. NO OTHER INFORMATION REQUIRED TO BE DISCLOSED

To the best knowledge of the Board, save as disclosed above and as at the LPD, Mr. Cheng:

- (a) has not held any directorships in any listed public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas;
- (b) has no other major appointments or professional qualifications;
- (c) has no interest, nor is he is deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO;

- (d) has no relationship with any other Directors, Supervisors, senior management members or substantial or controlling shareholders of the Company; and
- (e) there is no other matter in relation to the proposed appointment of Mr. Cheng that needs to be brought to the attention of the Shareholders or HKEX, nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of HKEX.

1. BIOGRAPHICAL DETAILS

Mr. Tang Heping (“**Mr. Tang**”), aged 53, is a member of the Communist Party of China. He holds a postgraduate degree, a master of Management. He is certified as a senior accountant and a Certified Public Accountant. Mr. Tang commenced his professional career in July 1992, and has successively served as audit manager, director of financial settlement center, and accounting manager of Shenzhen Gas Corporation Ltd. (深圳市燃氣集團股份有限公司); deputy director and subsequently director of the finance department, chief financial officer of Guangzhou Friendship Group Co., Ltd. (廣州友誼集團股份有限公司); chairperson of the supervisory committee of Guangzhou Department Store Enterprise Group Co., Ltd., currently known as Guangzhou Lingnan Business and Travel Investment Group Co., Ltd. (廣州百貨企業集團有限公司, 現名為廣州嶺南商旅投資集團有限公司) and Guangzhou Pearl River Enterprises Group Co., Ltd. (廣州珠江實業集團有限公司). Currently, Mr. Tang holds the positions of chief accountant and member of the party committee of GPHL, the member of party committee of the Company, and chairperson of the supervisory committee of Guangzhou Pearl River Piano Group Co., Ltd. (廣州珠江鋼琴集團股份有限公司). Mr. Tang has extensive experience in corporate audit governance, supervisory committee oversight, and financial accounting management.

2. TERM OF OFFICE

Upon approval of Mr. Tang’s appointment by the Shareholders at a general meeting, the Company will enter into a service contract with him for a term commencing from the date of such approval and ending upon the expiry of the tenure of the 9th session of the Board. Pursuant to the Articles of Association, Mr. Tang is eligible for re-election upon the expiry of his respective term of office.

3. REMUNERATION

Since Mr. Tang, being the member of the senior management of GPHL (the controlling shareholder of the Company), receives his respective emoluments from GPHL, if elected, he will receive no emoluments from the Company for the year 2025.

4. NO OTHER INFORMATION REQUIRED TO BE DISCLOSED

To the best knowledge of the Board, save as disclosed above and as at the LPD, Mr. Tang:

- (a) has not held any directorships in any listed public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas;
- (b) has no other major appointments or professional qualifications;
- (c) has no interest, nor is he is deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO;

- (d) has no relationship with any other Directors, Supervisors, senior management members or substantial or controlling shareholders of the Company; and
- (e) there is no other matter in relation to the proposed appointment of Mr. Tang that needs to be brought to the attention of the Shareholders or HKEX, nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of HKEX.

NOTICE OF THE AGM



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: 00874)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- Date and time of the 2024 annual general meeting (the “AGM”): 3 June 2025 (Tuesday) at 10:00 a.m.
- Venue of 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: Both on-site voting and online voting methods (applicable to A shares) will be adopted at the AGM

I. INFORMATION REGARDING THE CONVENING OF THE AGM

1. Resolution to Convene the AGM

The resolution to convene the AGM was considered and approved at the 21st meeting of the ninth session of the board of directors (the “Board”) of the Company.

2. Date and Time of the AGM

The AGM will be held on 3 June 2025 (Tuesday) at 10:00 a.m.

3. Venue of the AGM

The AGM will be held at the Conference Room of the Company, located at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.

4. Convener of the Meeting

The convener of the AGM is the Board.

5. Manner of Voting

Voting at the AGM will be conducted both on-site and online (applicable to A shares).

NOTICE OF THE AGM

6. Online Voting System

The Company will utilize the online voting system provided by The Shanghai Stock Exchange. Voting will be available through the trading platform during the following times on the date of the AGM (3 June 2025):

9:15 to 9:25, 9:30 to 11:30, 13:00 to 15:00

In addition, voting via the online platform will be available from 9:15 to 15:00 on the date of the AGM.

7. Voting Procedure for Holders of Accounts in Respect of Margin Trading, Securities Lending, Refinancing, Buy-back Agreement and Investors in the Northbound Trading Link

The voting procedure for holders of accounts in respect of margin trading, securities lending, refinancing, buy-back agreements and investors in the Northbound Trading Link shall be conducted in accordance with the relevant provisions of the Detailed Rules of the Shanghai Stock Exchange for Self-Regulatory Guidelines of Listed Companies No. 1 – 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 AGM

To consider and, if thought fit, to pass the following as ordinary resolutions:

By way of non-cumulative voting:

1. Annual Report and its summary of the Company for year 2024;
2. Report of the Board for year 2024;
3. Report of the supervisory committee of the Company for year 2024;
4. Financial report of the Company for year 2024;
5. Auditors' report of the Company for year 2024;
6. Proposal on the 2024 profit distribution plan and 2025 interim cash dividend arrangement of the Company;
7. Proposal on the operational targets and annual budget of the Company for year 2025;

NOTICE OF THE AGM

8. Resolutions on the emoluments to be paid to the directors of the ninth session of the Board for year 2025:
 - 8.1 Resolution on the emoluments to be paid to Mr. Li Xiaojun (the Chairperson of the Board) for year 2025;
 - 8.2 Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2025;
 - 8.3 Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2025;
 - 8.4 Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2025;
 - 8.5 Resolution on the emoluments to be paid to Ms. Liu Juyan (a former executive director) for year 2025^(Note 1);
 - 8.6 Resolution on the emoluments to be paid to Mr. Wu Changhai (a former executive director) for year 2025^(Note 2);
 - 8.7 Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2025;
 - 8.8 Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2025;
 - 8.9 Resolution on the emoluments to be paid to Mr. Wong Lung Tak Patrick (an independent non-executive director) for year 2025;
 - 8.10 Resolution on the emoluments to be paid to Ms. Sung Baoqing (an independent non-executive director) for year 2025;
9. Resolutions on the emoluments to be paid to the supervisors of the ninth session of the supervisory committee of the Company for year 2025:
 - 9.1 Resolution on the emoluments to be paid to Ms. Liu Lan (the Chairperson of the supervisory committee) for year 2025;
 - 9.2 Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2025;
 - 9.3 Resolution on the emoluments to be paid to Mr. Jian Huidong (a supervisor) for year 2025;
10. Resolution on the application for omnibus credit lines by the Company and its subsidiaries from financial institutions;

NOTICE OF THE AGM

11. Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the auditor of the Company for year 2025;
12. Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the internal control auditor of the Company for year 2025;

By way of cumulative voting:

13. The resolutions on the election of executive directors of the Company:
 - 13.1 Resolution on the election of Mr. Cheng Hongjin as an executive director of the ninth session of the Board of the Company and the emoluments to be paid to him for year 2025;
 - 13.2 Resolution on the election of Mr. Tang Heping as an executive director of the ninth session of the Board of the Company and the emoluments to be paid to him for year 2025.

Notes:

1. Ms. Liu Juyan resigned from her position as executive director of the ninth session of the Board of the Company on 21 January 2025. The Board hereby notifies shareholders that the relevant proposal involves her remuneration during her tenure in 2025.
2. Mr. Wu Changhai resigned from his position as executive director of the ninth session of the Board of the Company on 14 February 2025. The Board hereby notifies shareholders that the relevant proposal involves his remuneration during his tenure in 2025.

III. ATTENDEES TO THE AGM, BOOK CLOSURE PERIOD FOR HOLDERS OF H SHARES AND DELIVERY OF THE PROXY FORM

For the purpose of determining the identity of the shareholders of H shares entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 28 May 2025 to Tuesday, 3 June 2025 (both dates inclusive), during which period no transfer of H shares will be effected. To qualify for attendance and voting at the AGM, all share transfer documents of H shares, along with the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services 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 Tuesday, 27 May 2025. Shareholders of H shares whose names appear in the register of members of the Company on Wednesday, 28 May 2025, will be entitled to attend and vote the AGM.

NOTICE OF THE AGM

Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether or not they are shareholders) to attend and vote at the meeting on their behalf. To be valid, the proxy form, along with any notarially certified power of attorney and/or other documents of authorization (if any), must be delivered to the office of the Company's H share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof.

The directors, supervisors, and senior management of the Company, as well as the lawyers and auditors of the Company, will be in attendance.

IV. OTHERS

1. Address: Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC
Postal code: 510130
Contact: Board Secretariat
Tel: (8620) 6628 1216
Fax: (8620) 6628 1229
Email: sec@gybys.com.cn
2. Address of Computershare Hong Kong Investor Services Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting proxy forms)
Shops 1712– 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for submitting share transfer documents)
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.
4. Reporters attending the AGM should register in advance during the registration time for the shareholders.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 12 May 2025

As at the date of this notice, the Board of the Company comprises Mr. Li Xiaojun, Mr. Yang Jun, Ms. Cheng Ning 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.