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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)

**POLL RESULTS OF
THE SECOND EXTRAORDINARY GENERAL MEETING IN 2019
HELD ON 12 NOVEMBER 2019**

The Board is pleased to announce that the EGM was held on 12 November 2019 (Tuesday) and all the resolutions as set out in the First Notice and the Supplemental Notice were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the EGM.

References are made to (i) the notice of the EGM of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) posted on the website of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on 24 September 2019 (the “**First Notice**”); and (ii) the supplemental notice of the EGM of the Company posted on the website of the Hong Kong Stock Exchange on 25 October 2019 (the “**Supplemental Notice**”). Capitalised terms used in this announcement have the same meanings as defined in the First Notice and the Supplemental Notice unless the context otherwise requires.

The Board is pleased to announce that the EGM was held on 12 November 2019 (Tuesday) and all the resolutions as set out in the First Notice and the Supplemental Notice were duly passed, by way of poll, by the shareholders of the Company (the “**Shareholders**”) who were entitled to attend and vote at the EGM.

IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the EGM.
- There was no new motion proposed at the EGM.

1. INTRODUCTION

- (a) The EGM was held on 12 November 2019 (Tuesday) at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “**PRC**”).
- (b) The EGM was convened by the Board and was chaired by Mr. Li Chuyuan, the chairman of the Board. The Company has 10 directors, of which 5 directors were present at the EGM. Mr. Liu Juyan (an executive director of the Company), Mr. Zhang Chunbo (an executive director of the Company), Mr. Chu Xiaoping (an independent non-executive director of the Company), Mr. Jiang Wenqi (an independent non-executive director of the Company) and Ms. Wang Weihong (an independent non-executive director of the Company) were unable to attend the EGM. The Company has three supervisors, of which 2 were present at the EGM. Mr. Xian Jiaxiong (the chairman of supervisory committee of the Company) was unable to attend the EGM. Ms. Huang Xuezhen, the secretary to the Board, was present at the EGM. Members of the senior management together with the attesting lawyers and the scrutineer for the vote-taking were present at the EGM. The EGM was held in compliance with the relevant provisions of the Companies Law of the PRC (the “**Companies Law**”) and the articles of association of the Company (the “**Articles of Association**”).
- (c) As at 11 October 2019 (the “**Registration Date**”), being the date for determining the Shareholders’ entitlement to attend and vote at the EGM, there were a total of 1,625,790,949 shares of the Company in issue, of which 1,405,890,949 shares were A shares, representing approximately 86.47% of the total number of shares in issue, and 219,900,000 shares were H shares, representing approximately 13.53% of the total number of the shares of the Company in issue.

2. ATTENDANCE AT THE EGM AND THE POLL RESULTS

Attendance at the EGM

As at the Registration Date, the total number of shares of the Company in issue was 1,625,790,949 shares. The total number of shares of the Company entitling the shareholders to attend and vote on all the resolutions at the EGM was 1,625,790,949 shares, representing approximately 100% of the total number of shares in issue, as at the Registration Date.

Number of Shareholders who attended the meeting on-site	
(whether in person or by proxies) or by way of network voting	24
Including: total number of holders of A Shares	23
total number of holders of H Shares	1
Total number of voting shares	887,267,761
Including: total number of voting A Shares	821,059,243
total number of voting H Shares	66,208,518

Percentage of the total number of voting shares

to the total number of issued shares 54.5745%

Including: percentage of the total number of voting A Shares 50.5021%

percentage of the total number of voting H Shares 4.0724%

There were no shares entitling the Shareholders to attend the EGM and abstain from voting in favour of the resolutions put to vote at the EGM as set out in Rule 13.40 of The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Hong Kong Listing Rules**”). No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any resolution considered at the EGM.

Poll results of the EGM

The resolutions proposed at the EGM were put to vote by way of poll, the results of which were as follows:

No.	Resolutions	Total number of votes(%)							Voting results
		For		Against		Abstained		Total	Resolution was passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	
Ordinary Resolutions									
1	Resolution on approving Guangzhou Pharmaceuticals Corporation, a subsidiary of the Company, to conduct asset-backed securitization								
	A Shares	820,379,702	99.9172	679,541	0.0828	0	0.0000	821,059,243	Passed
	H Shares	65,321,058	98.6596	649,460	0.9809	238,000	0.3595	66,208,518	
	Total	885,700,760	99.8234	1,329,001	0.1498	238,000	0.0268	887,267,761	
2	Resolution on approving Guangzhou Pharmaceuticals Corporation, a subsidiary of the Company, to apply for additional general banking facilities								
	A Shares	820,381,402	99.9174	677,841	0.0826	0	0.0000	821,059,243	Passed
	H Shares	65,321,058	98.6596	649,460	0.9809	238,000	0.3595	66,208,518	
	Total	885,702,460	99.8236	1,327,301	0.1496	238,000	0.0268	887,267,761	
3	Resolution in relation to the emoluments to be paid to Mr. Cai Ruiyu for year 2019, who is the newly elected supervisor representing the employees of the Company.								
	A Shares	820,990,143	99.9916	69,100	0.0084	0	0.0000	821,059,243	Passed
	H Shares	65,840,518	99.4442	0	0.0000	368,000	0.5558	66,208,518	
	Total	886,830,661	99.9507	69,100	0.0078	368,000	0.0415	887,267,761	

Note: The percentages shown are rounded to the nearest 4 decimal places. The numbers may not add up to 100% due to rounding.

As more than one half of the votes from the Shareholders who were entitled to attend and vote at the EGM were casted in favour of all the ordinary resolutions set out above, those ordinary resolutions were duly passed as ordinary resolutions.

3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Computershare Hong Kong Investor Services Limited served as the scrutineer at the EGM for the purpose of vote-taking.

The EGM was witnessed by Mr. Liu Zifeng and Mr. Yang Guowen, the lawyers of Beijing Zhong Lun (Guangzhou) Law Firm, which issued its legal opinion confirming that the procedures for convening and holding of the EGM complied with the provisions of the Companies Law and the Articles of Association, and the eligibilities of the persons attending the EGM were lawful and valid. No new resolution was proposed by the Shareholders at the EGM. The voting procedures at the EGM complied with the PRC laws and regulations and the provisions of the Articles of Association. The resolutions passed at the EGM are lawful and valid.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available on the website of the Shanghai Stock Exchange at www.sse.com.cn from 12 November 2019:

- (a) the poll results of the EGM; and
- (b) the PRC legal opinion in relation to the EGM issued by the PRC legal advisers to the Company.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 12 November 2019

As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Li Hong, Mr. Wu Changhai and Mr. Zhang Chunbo as executive directors, and Mr. Chu Xiaoping, Mr. Jiang Wenqi, Mr. Wong Hin Wing and Ms. Wang Weihong as independent non-executive directors.