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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 FIRST EXTRAORDINARY GENERAL MEETING IN 2020
HELD ON 13 JANUARY 2020**

The Board is pleased to announce that the EGM was held on 13 January 2020 (Monday) and all the resolutions proposed to the Shareholders at the EGM 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 Hong Kong Stock Exchange on 27 November 2019; and (ii) the circular of the EGM of the Company posted on the website of the Hong Kong Stock Exchange on 27 November 2019 (the “**Circular**”). Capitalised terms used in this announcement have the same meanings as defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that the EGM was held on 13 January 2020 (Monday) and all the resolutions proposed to the Shareholders at the EGM 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 13 January 2020 (Monday) 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 Ms. Cheng Ning, the vice chairperson of the Board. The Company has 10 directors, of which 5 directors were present at the EGM. Mr. Li Chuyuan (the chairperson of the Board), Mr. Li Hong (an executive director and the general manager of the Company), Mr. Chu Xiaoping (an independent non-executive director), Mr. Jiang Wenqi (an independent non-executive director), Mr. Wong Hin Wing (an independent non-executive director) were unable to attend the EGM. The Company has three supervisors, of which 3 were present at the EGM. Ms. Huang Xuezheng, the secretary to the Board, was present at the EGM. Members of the middle and 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 13 December 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	49
Including: total number of holders of A Shares	48
total number of holders of H Shares	1
Total number of voting shares	973,340,877
Including: total number of voting A Shares	913,319,800
total number of voting H Shares	60,021,077
Percentage of the total number of voting shares to the total number of issued shares	59.8688%
Including: percentage of the total number of voting A Shares	56.1770%
percentage of the total number of voting H Shares	3.6918%

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 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 Resolution was passed or not
		For		Against		Abstained		Total	
		Number	Percentage	Number	Percentage	Number	Percentage	Number	
Ordinary Resolutions									
1	Resolution on amendments to the rules of procedures of the Board of Directors of the Company								
	A Shares	913,317,199	99.9997	2,601	0.0003	0	0.0000	913,319,800	Passed
	H Shares	60,021,077	100.0000	0	0.0000	0	0.0000	60,021,077	
	Total	973,338,276	99.9997	2,601	0.0003	0	0.0000	973,340,877	
2	Resolution on change in the auditor of the Company for year 2019								
	A Shares	912,384,372	99.8976	935,428	0.1024	0	0.0000	913,319,800	Passed
	H Shares	59,595,271	99.2906	425,806	0.7094	0	0.0000	60,021,077	
	Total	971,979,643	99.8601	1,361,234	0.1399	0	0.0000	973,340,877	
3	Resolution on change in the auditor for the internal control of the Company for year 2019								
	A Shares	913,067,099	99.9723	252,701	0.0277	0	0.0000	913,319,800	Passed
	H Shares	60,021,077	100.0000	0	0.0000	0	0.0000	60,021,077	
	Total	973,088,176	99.9740	252,701	0.0260	0	0.0000	973,340,877	
Special Resolution									
4	Resolution on amendment to the Articles of Association of the Company								
	A Shares	913,317,199	99.9997	2,601	0.0003	0	0.0000	913,319,800	Passed
	H Shares	60,021,077	100.0000	0	0.0000	0	0.0000	60,021,077	
	Total	973,338,276	99.9997	2,601	0.0003	0	0.0000	973,340,877	
Election of a member of the seventh session of the Board by way of cumulative poll:						No. of Shares voted in favor	Percentage of Shares from Shareholders who attended the meeting that voted in favor (%)	Elected or not	
5	Resolution on the by-election of Mr. Yang Jun as an executive director of the seventh session of the Board of the Company and the emoluments to be paid to him as a director					968,831,194	99.5367	Elected	
Election of a member of the seventh session of the supervisory committee by way of cumulative poll:						No. of Shares voted in favor	Percentage of Shares from Shareholders who attended the meeting that voted in favor (%)	Elected or not	
6	Resolution on the by-election of Mr. Cheng Jinyuan as a supervisor representing shareholders of the seventh session of the supervisory committee of the Company and the emoluments to be paid to him as a supervisor					965,291,146	99.1730	Elected	

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 the ordinary resolutions No. 1 to No. 3 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders who were entitled to attend and vote at the EGM were casted in favour of the special resolution No. 4 set out above, the special resolutions was duly passed as special resolutions.

As more than one half of the votes from the Shareholders who were entitled to attend and vote at the EGM were cast in favour of ordinary resolutions No. 5 and No. 6 set out above, those ordinary resolutions were duly passed as ordinary resolutions. The ordinary resolutions No. 5 and No. 6 set out above were voted on by way of cumulative poll. Details of the cumulative poll were set out in the proxy form in relation to the EGM.

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. Liao Peiyu, 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. INFORMATION ON THE DIRECTOR ELECTED AT THE EGM

Set below is the information on Mr. Yang Jun (“**Mr. Yang**”), who was elected as a member of the 7th session of the Board at the EGM:

4.1 BIOGRAPHICAL DETAILS

Mr. Yang, aged 50, holds an MBA degree and is an economist. Mr. Yang began his career in July 1992, and had been, among others, the secretary to the board, director, the deputy secretary of the Communist Party, the secretary of the disciplinary committee and the convenor of the supervisory committee of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. (廣州白雲山製藥股份有限公司), the secretary of the Communist Party and the director of Guangzhou Baiyunshan Jing Xiu Tang Pharmaceutical Co., Ltd. (廣州白雲山敬修堂藥業股份有限公司), the deputy secretary of the Communist Party, the deputy general manager, the chairperson of the labour

union and the workers' director of Guangzhou Vanlead Group Co., Ltd (廣州萬力集團有限公司) (formerly Guangzhou International Group Co., Ltd. (廣州國際集團有限公司)), the chairperson of the board of Guangzhou Rubber Enterprise Group Co., Ltd. (廣州橡膠企業集團有限公司), the deputy secretary of the Communist Party and the director of Guangzhou Public Transport Group Co., Ltd. (廣州市公共交通集團有限公司), and the secretary of the Communist Party of Guangzhou Yiqi Bus Co., Ltd. (廣州市一汽巴士有限公司). As at the LPD, Mr. Yang was the deputy secretary of the Communist Party, the deputy chairperson of the board and the general manager of GPLH. Mr. Yang has extensive experience in the development and innovation aspects of the Chinese Communist Party and corporate management.

4.2 TERM OF OFFICE

The term of office of Mr. Yang as a member of the seventh session of the Board commenced from the date on which he is elected at the EGM (i.e. 13 January 2020) up to the date on which the members of the new session of the Board are elected at the next annual general meeting of the Company expected to be held in around June 2020. The Company will enter into a service contract with Mr. Yang.

4.3 REMUNERATION

As Mr. Yang receives his emoluments from the Company's controlling shareholder, namely GPLH, it is expected that Mr. Yang's emoluments as a Director to be received from the Company (from the date on which he is elected at the EGM up to the date on which the members of the new session of the Board are elected at the next annual general meeting of the Company) will be RMB0.

4.4 INTERESTS IN THE SHARES OF THE COMPANY WITHIN THE MEANING OF PART XV OF THE SFO

As at the date of this announcement, neither Mr. Yang nor his associates had (or was deemed to have) any interest in the shares of the Company within the meaning of Part XV of the SFO.

4.5 NO OTHER INFORMATION REQUIRED TO BE DISCLOSED

As at the date of this announcement and save as disclosed above, Mr. Yang:

- (a) did not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company;
- (b) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas;
- (c) did not hold any position in the Company or other members of the Group; and

- (d) had no other matters that needed to be brought to the attention of the Shareholders and there was no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

5. INFORMATION ON THE SUPERVISOR ELECTED AT THE EGM

Set below is the information on Mr. Cheng Jinyuan (“**Mr. Cheng**”), who was elected as a member of the 7th session of the supervisory committee at the EGM:

5.1 BIOGRAPHICAL DETAILS

Mr. Cheng, aged 47, holds a bachelor degree and an EMBA degree. Mr. Cheng began his career in December 1991, and had been a cashier of the sanatorium for retired cadres of the National Defence University (國防大學幹休所), the head accountant of the Management Office of the General Office of the Central Military Commission (中央軍事委員會辦公廳管理局), a member of the Guangzhou-Taiwan Cultural Exchange Centre of the Taiwan Affairs Office of People’s Government of Guangdong Province (廣東省台灣事務辦公室粵台文化交流中心), the provincial-level manager of Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited* (廣州白雲山和記黃埔中藥有限公司), the deputy director of the sales department of Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd.* (廣州白雲山光華股份有限公司), the deputy director of the discipline inspection and supervision office of GPLH and the deputy director of the discipline inspection and supervision office of the Company. As at the LPD, Mr. Cheng was the director of the discipline inspection and supervision office of the Company. Mr. Cheng has extensive experience in, among other things, discipline inspection and supervision, finance management and sales and marketing.

5.2 TERM OF OFFICE

The term of office of Mr. Cheng as a member of the seventh session of the Supervisory Committee commenced from the date on which he is elected at the EGM (i.e. 13 January 2020) up to the date on which the members of the new session of the Supervisory Committee are elected at the next annual general meeting of the Company expected to be held in around June 2020.

5.3 REMUNERATION

As Mr. Cheng is also the director of the discipline inspection and supervision office of the Company, it is expected that his emoluments as a Supervisor representing the Shareholders to be received from the Company for the period from the date on which he is elected at the EGM up to the date on which the members of the new session of the Supervisory Committee are elected at the next annual general meeting of the Company will not exceed RMB500,000. Such emoluments shall include but are not limited to emoluments and benefits to be received from the Company, as well as the final annual salary for the previous year. His actual emoluments should also be adjusted by assessment according to the “Administrative Measures for the

Emoluments and Performance Appraisal of Senior Management of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited” (《廣州白雲山醫藥集團股份有限公司高級管理人員的薪酬及績效考核辦法》). The aforementioned emoluments are pre-tax emoluments and the Company shall withhold and pay the individual income tax out of the same for Mr. Cheng.

5.4 INTERESTS IN THE SHARES OF THE COMPANY WITHIN THE MEANING OF PART XV OF THE SFO

Set out below are the interests of Mr. Cheng in the shares of the Company as at the date of this announcement:

Capacity	Number of A shares under the Employee Stock Trust	Approximate percentage in the entire issued share capital of the Company
Beneficial owner	14,000	0.0009

Save as disclosed above, neither Mr. Cheng nor his associates had (or was deemed to have) any interest in the shares of the Company within the meaning of Part XV of the SFO. The interests of Mr. Cheng in the A Shares as disclosed in the above are held by the asset manager of the Employee Stock Ownership Scheme (2015) for the benefits of Mr. Cheng. Details of the Employee Stock Ownership Scheme (2015) were set out in the circular of the Company dated 26 February 2015 and 19 May 2015, respectively.

5.5 NO OTHER INFORMATION REQUIRED TO BE DISCLOSED

As at the date of this announcement and save as disclosed above, Mr. Cheng:

- (a) did not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company;
- (b) did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas;
- (c) did not hold any position in the Company or other members of the Group; and
- (d) had no other matters that needed to be brought to the attention of the Shareholders and there was no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

6. 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 13 January 2020:

- (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, 13 January 2020

As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Ms. Cheng Ning, Mr. Yang Jun, 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.