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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**

**(1) THE ANNUAL GENERAL MEETING FOR YEAR 2019;**

**(2) THE FIRST CLASS MEETING OF THE HOLDERS OF  
A SHARES IN 2020;**

**AND**

**(3) THE FIRST CLASS MEETING OF THE HOLDERS OF  
H SHARES IN 2020 HELD ON 29 JUNE 2020**

The Board is pleased to announce that each of the AGM, the Class Meeting of the Holders of A Shares and the Class Meeting of the Holders of H Shares was held on Monday, 29 June 2020 and all the resolutions as set out in the notices of the AGM, the Class Meeting of the Holders of A Shares and the Class Meeting of the Holders of H Shares were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the AGM, the Class Meeting of the Holders of A Shares and the Class Meeting of the Holders of H Shares.

References are made to (i) the First Notice (AGM), the notice of the Class Meeting of the Holders of A Shares and the notice of the Class Meeting of the Holders of H Shares of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”), all dated 12 May 2020; (ii) the circular of the AGM dated 13 May 2020 (the “**First Circular**”); (iii) the Supplemental Notice (AGM) dated 11 June 2020; and (iv) the supplemental circular of the AGM dated 12 June 2020 (the “**Supplemental Circular**”). Capitalised terms used in this announcement have the same meanings as defined in the First Circular and the Supplemental Circular, as applicable, unless the context otherwise requires.

The Board is pleased to announce that each of the AGM, the Class Meeting of the Holders of A Shares and the Class Meeting of the Holders of H Shares (collectively, the “**Meetings**” and each a “**Meeting**”) was held on Monday, 29 June 2020 and all the resolutions as set out in the First Notice (AGM), the Supplemental Notice (AGM), the notice of the Class Meeting of the Holders of A Shares and the notice of the Class Meeting of the Holders of H Shares were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the relevant Meeting(s).

## IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at any of the Meetings.
- There was no new motion proposed at any of the Meetings.

### 1. INTRODUCTION

- (a) Each Meeting was held on Monday, 29 June 2020 at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.
- (b) The Meetings were convened by the Board and was chaired by Mr. Li Chuyuan, the chairman of the Board. The Company has 11 Directors, of which 10 were present at the Meetings. Ms. Liu Juyan (an executive Director) was unable to attend the Meetings due to business reason. The Company has three Supervisors, all of which were present at the Meetings. Ms. Huang Xuezhen, the secretary to the Board, was present at the Meetings. Members of the senior management together with the attesting lawyers, auditors and the scrutineer for the vote-taking were present at the Meetings. The Meetings were 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 29 May 2020 (the “**Registration Date**”), being the date for determining the Shareholders’ entitlement to attend and vote at the Meetings, there were a total of 1,625,790,949 shares 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 shares in issue.

## 2. ATTENDANCE AT THE AGM AND THE POLL RESULTS

### Attendance at the AGM

As at the Registration Date, the total number of shares in issue was 1,625,790,949 shares. The total number of shares entitling the Shareholders to attend and vote on all the resolutions proposed at the AGM was 1,625,790,949 shares, representing 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	43
Including: total number of holders of A Shares	42
total number of holders of H Shares	1
Total number of voting shares	951,684,164
Including: total number of voting A Shares	888,687,099
total number of voting H Shares	62,997,065
Percentage of the total number of voting shares to the total number of issued shares	58.5367
Including: percentage of the total number of voting A Shares	54.6618
percentage of the total number of voting H Shares	3.8749

There were no shares entitling the Shareholders to attend the AGM and abstain from voting in favour of the resolutions put to vote at the AGM as set out in Rule 13.40 of the HKLR. No Shareholder was required under the HKLR to abstain from voting on any resolution considered at the AGM.

### Poll results of the AGM

The resolutions proposed at the AGM 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		
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Resolution passed or not
<b>Special Resolutions</b>										
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited									
	A Shares	886,727,866	99.7795	1,947,733	0.2192	11,500	0.0013	888,687,099	100.0000	Passed
	H Shares	55,451,830	88.0229	7,512,935	11.9258	32,300	0.0513	62,997,065	100.0000	
	Total	942,179,696	99.0013	9,460,668	0.9941	43,800	0.0046	951,684,164	100.0000	

No.	Resolutions	Total number of votes (%)								Voting results
		For		Against		Abstained		Total		Resolution passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
2	Resolution on granting a general mandate to the Board for issuing new shares of the Company									
	A Shares	884,962,266	99.5809	3,708,433	0.4173	16,400	0.0018	888,687,099	100.0000	Passed
	H Shares	45,003,615	71.4376	17,961,150	28.5111	32,300	0.0513	62,997,065	100.0000	
	Total	929,965,881	97.7179	21,669,583	2.2770	48,700	0.0051	951,684,164	100.0000	
<b>Ordinary Resolutions</b>										
3	Annual Report and its summary for year 2019									
	A Shares	888,410,458	99.9689	179,346	0.0202	97,295	0.0109	888,687,099	100.0000	Passed
	H Shares	62,925,065	99.8857	0	0.0000	72,000	0.1143	62,997,065	100.0000	
	Total	951,335,523	99.9634	179,346	0.0188	169,295	0.0178	951,684,164	100.0000	
4	Report of the Board for year 2019									
	A Shares	888,431,758	99.9713	158,046	0.0178	97,295	0.0109	888,687,099	100.0000	Passed
	H Shares	62,925,065	99.8857	0	0.0000	72,000	0.1143	62,997,065	100.0000	
	Total	951,356,823	99.9656	158,046	0.0166	169,295	0.0178	951,684,164	100.0000	
5	Report of the supervisory committee of the Company for year 2019									
	A Shares	888,431,758	99.9713	158,046	0.0178	97,295	0.0109	888,687,099	100.0000	Passed
	H Shares	62,925,065	99.8857	0	0.0000	72,000	0.1143	62,997,065	100.0000	
	Total	951,356,823	99.9656	158,046	0.0166	169,295	0.0178	951,684,164	100.0000	
6	Financial report of the Company for year 2019									
	A Shares	888,452,803	99.9736	137,001	0.0154	97,295	0.0109	888,687,099	100.0000	Passed
	H Shares	62,925,065	99.8857	0	0.0000	72,000	0.1143	62,997,065	100.0000	
	Total	951,377,868	99.9678	137,001	0.0144	169,295	0.0178	951,684,164	100.0000	
7	Auditors' report of the Company for year 2019									
	A Shares	888,452,803	99.9736	137,001	0.0154	97,295	0.0109	888,687,099	100.0000	Passed
	H Shares	62,925,065	99.8857	0	0.0000	72,000	0.1143	62,997,065	100.0000	
	Total	951,377,868	99.9678	137,001	0.0144	169,295	0.0178	951,684,164	100.0000	
8	Proposal on profit distribution and dividend payment of the Company for year 2019									
	A Shares	888,239,853	99.9497	429,246	0.0483	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,236,918	99.9530	429,246	0.0451	18,000	0.0019	951,684,164	100.0000	

No.	Resolutions	Total number of votes (%)								Voting results
		For		Against		Abstained		Total		Resolution passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
9	Resolutions on the emoluments to be paid to the directors of the 7th session of the Board of the Company for year 2020:									
9.1	Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2020									
	A Shares	888,476,853	99.9763	192,246	0.0216	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,473,918	99.9779	192,246	0.0202	18,000	0.0019	951,684,164	100.0000	
9.2	Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2020									
	A Shares	888,476,853	99.9763	192,246	0.0216	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,473,918	99.9779	192,246	0.0202	18,000	0.0019	951,684,164	100.0000	
9.3	Resolution on the emoluments to be paid to Mr. Yang Jun (an executive director) for year 2020									
	A Shares	888,476,853	99.9763	192,246	0.0216	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,473,918	99.9779	192,246	0.0202	18,000	0.0019	951,684,164	100.0000	
9.4	Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2020									
	A Shares	888,476,853	99.9763	192,246	0.0216	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,473,918	99.9779	192,246	0.0202	18,000	0.0019	951,684,164	100.0000	
9.5	Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2020									
	A Shares	888,226,853	99.9482	442,246	0.0498	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,223,918	99.9516	442,246	0.0465	18,000	0.0019	951,684,164	100.0000	
9.6	Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2020									
	A Shares	888,226,853	99.9482	442,246	0.0498	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,223,918	99.9516	442,246	0.0465	18,000	0.0019	951,684,164	100.0000	
9.7	Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2020									
	A Shares	888,226,853	99.9482	442,246	0.0498	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,223,918	99.9516	442,246	0.0465	18,000	0.0019	951,684,164	100.0000	

No.	Resolutions	Total number of votes (%)								Voting results
		For		Against		Abstained		Total		Resolution passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
9.8	Resolution on the emoluments to be paid to Mr. Chu Xiaoping (an independent non-executive director) for year 2020									
	A Shares	888,235,453	99.9492	433,646	0.0488	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,232,518	99.9525	433,646	0.0456	18,000	0.0019	951,684,164	100.0000	
9.9	Resolution on the emoluments to be paid to Mr. Jiang Wenqi (an independent non-executive director) for year 2020									
	A Shares	888,235,453	99.9492	433,646	0.0488	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,232,518	99.9525	433,646	0.0456	18,000	0.0019	951,684,164	100.0000	
9.10	Resolution on the emoluments to be paid to Mr. Wong Hin Wing (an independent non-executive director) for year 2020									
	A Shares	884,384,869	99.5159	4,284,230	0.4821	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	61,778,813	98.0662	1,218,252	1.9338	0	0.0000	62,997,065	100.0000	
	Total	946,163,682	99.4199	5,502,482	0.5782	18,000	0.0019	951,684,164	100.0000	
9.11	Resolution on the emoluments to be paid to Ms. Wang Weihong (an independent non-executive director) for year 2020									
	A Shares	888,235,453	99.9492	433,646	0.0488	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,232,518	99.9525	433,646	0.0456	18,000	0.0019	951,684,164	100.0000	
10	Resolutions on the emoluments to be paid to the supervisors of the 7th session of the supervisory committee of the Company for year 2020:									
10.1	Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the supervisory committee) for year 2020									
	A Shares	888,235,453	99.9492	433,646	0.0488	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,232,518	99.9525	433,646	0.0456	18,000	0.0019	951,684,164	100.0000	
10.2	Resolution on the emoluments to be paid to Ms. Gao Yanzhu (a supervisor) for year 2020									
	A Shares	888,485,453	99.9773	183,646	0.0207	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,482,518	99.9788	183,646	0.0193	18,000	0.0019	951,684,164	100.0000	
10.3	Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2020									
	A Shares	888,485,453	99.9773	183,646	0.0207	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,482,518	99.9788	183,646	0.0193	18,000	0.0019	951,684,164	100.0000	

No.	Resolutions	Total number of votes (%)								Voting results
		For		Against		Abstained		Total		Resolution passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
11	Resolution on the amounts of guarantees to be provided by the Company to secure bank loans for some of its subsidiaries									
	A Shares	886,742,321	99.7812	1,061,282	0.1194	883,496	0.0994	888,687,099	100.0000	Passed
	H Shares	55,639,130	88.3202	666,767	1.0584	6,691,168	10.6214	62,997,065	100.0000	
	Total	942,381,451	99.0225	1,728,049	0.1816	7,574,664	0.7959	951,684,164	100.0000	
12	Resolution on the application by the Company for general banking facilities not exceeding RMB4 billion									
	A Shares	887,768,326	99.8966	902,373	0.1015	16,400	0.0018	888,687,099	100.0000	Passed
	H Shares	62,548,299	99.2876	448,766	0.7124	0	0.0000	62,997,065	100.0000	
	Total	950,316,625	99.8563	1,351,139	0.1420	16,400	0.0017	951,684,164	100.0000	
13	Resolution on the entrusted borrowing and entrusted loans business between the Company and its subsidiaries									
	A Shares	878,485,903	98.8521	9,319,300	1.0487	881,896	0.0992	888,687,099	100.0000	Passed
	H Shares	35,162,800	55.8166	21,143,097	33.5620	6,691,168	10.6214	62,997,065	100.0000	
	Total	913,648,703	96.0034	30,462,397	3.2009	7,573,064	0.7958	951,684,164	100.0000	
14	Resolution on the application for the amounts of bank borrowing by Guangzhou Pharmaceutical Corporation (the name of which has been changed to "Guangzhou Pharmaceutical Company Limited"), a subsidiary of the Company, and the amounts of guarantees to be provided by it to secure the bank loans for some of its subsidiaries									
	A Shares	886,721,021	99.7788	1,084,182	0.1220	881,896	0.0992	888,687,099	100.0000	Passed
	H Shares	55,639,130	88.3202	666,767	1.0584	6,691,168	10.6214	62,997,065	100.0000	
	Total	942,360,151	99.0203	1,750,949	0.1840	7,573,064	0.7958	951,684,164	100.0000	
15	Resolution on the proposed cash management of part of the temporary internal idle funds of the Company and its subsidiaries									
	A Shares	888,508,853	99.9799	160,246	0.0180	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,964,765	99.9487	0	0.0000	32,300	0.0513	62,997,065	100.0000	
	Total	951,473,618	99.9779	160,246	0.0168	50,300	0.0053	951,684,164	100.0000	
16	Resolution on amendments to the rules of procedures of the shareholders meetings of the Company									
	A Shares	886,746,721	99.7817	1,056,882	0.1189	883,496	0.0994	888,687,099	100.0000	Passed
	H Shares	55,451,830	88.0229	859,967	1.3651	6,685,268	10.6120	62,997,065	100.0000	
	Total	942,198,551	99.0033	1,916,849	0.2014	7,568,764	0.7953	951,684,164	100.0000	
17	Resolution in relation to the emoluments to be paid to Mr. Cai Ruiyu, a supervisor representing the employees of the 8th session of the Supervisory Committee of the Company, for year 2020									
	A Shares	888,019,048	99.9248	650,051	0.0731	18,000	0.0020	888,687,099	100.0000	Passed
	H Shares	62,997,065	100.0000	0	0.0000	0	0.0000	62,997,065	100.0000	
	Total	951,016,113	99.9298	650,051	0.0683	18,000	0.0019	951,684,164	100.0000	

Election of the members of the 8th session of the Board and the 8th session of the Supervisory Committee by way of cumulative poll				
18	Resolution on the election of executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020:	<b>No. of Shares voted in favor</b>	<b>Percentage of Shares from Shareholders who attended the meeting that voted in favor (%)</b>	<b>Elected or not</b>
	18.1 Resolution on the election of Mr. Li Chuyuan as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	948,549,573	99.6706	Elected
	18.2 Resolution on the election of Mr. Yang Jun as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	949,138,394	99.7325	Elected
	18.3 Resolution on the election of Ms. Cheng Ning as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020	949,138,399	99.7325	Elected
	18.4 Resolution on the election of Ms. Liu Juyan as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020	949,128,399	99.7314	Elected
	18.5 Resolution on the election of Mr. Li Hong as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	949,128,394	99.7314	Elected
	18.6 Resolution on the election of Mr. Wu Changhai as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	908,832,941	95.4973	Elected
	18.7 Resolution on the election of Mr. Zhang Chunbo as an executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	949,128,395	99.7314	Elected
19	Resolution on the election of independent non-executive directors of the 8th session of the Board of the Company and the emoluments to be paid for year 2020:	<b>No. of Shares voted in favor</b>	<b>Percentage of Shares from Shareholders who attended the meeting that voted in favor (%)</b>	<b>Elected or not</b>
	19.1 Resolution on the election of Mr. Wong Hin Wing as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	932,315,086	97.9648	Elected
	19.2 Resolution on the election of Ms. Wang Weihong as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to her for year 2020	950,877,730	99.9153	Elected
	19.3 Resolution on the election of Mr. Chen Yajin as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	950,934,278	99.9212	Elected
	19.4 Resolution on the election of Mr. Huang Min as an independent non-executive director of the 8th session of the Board of the Company and the emoluments to be paid to him for year 2020	950,934,278	99.9212	Elected



20	Resolution on the election of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid for year 2020:	No. of Shares voted in favor	Percentage of Shares from Shareholders who attended the meeting that voted in favor (%)	Elected or not
	20.1 Resolution on the election of Ms. Gao Yanzhu as a supervisor representing the shareholders of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid to her for year 2020	943,099,093	99.0979	Elected
	20.2 Resolution on the election of Mr. Cheng Jinyuan as a supervisor representing the shareholders of the 8th session of the Supervisory Committee of the Company and the emoluments to be paid to him for year 2020	950,841,813	99.9115	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 two-thirds of the votes from the Shareholders who were entitled to attend and vote at the AGM were casted in favour of special resolutions No. 1 and No. 2 set out above, those special resolutions were 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 AGM were casted in favour of ordinary resolutions No. 3 to No. 17 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

As more than one half of the votes from the Shareholders who were entitled to attend and vote at the AGM were cast in favour of each of the sub-resolutions under ordinary resolutions No. 18 to No. 20 set out above, those sub-resolutions were duly passed as ordinary resolutions. The sub-resolutions under ordinary resolutions No. 18 to No. 20 set out above were voted on by way of cumulative poll. Details of the cumulative poll were set out in the Second Form of Proxy (AGM).

### **3. ATTENDANCE AT THE CLASS MEETING OF THE HOLDERS OF A SHARES AND THE POLL RESULTS**

#### **Attendance at the Class Meeting of the Holders of A Shares**

As at the Registration Date, the total number of A Shares in issue was 1,405,890,949 A Shares. The total number of A Shares entitling the holders of A Shares to attend and vote on all the resolutions proposed at the Class Meeting of the Holders of A Shares was 1,405,890,949 A Shares, representing 100% of the total number of A Shares in issue, as at the Registration Date.

Number of holders of A Shares who attended the meeting on-site (whether in person or by proxies) or by way of network voting	42
Total number of voting A Shares	888,687,099
Percentage of the total number of voting A shares to the total number of issued A Shares	63.2117

There were no A Shares entitling the Shareholders to attend the Class Meeting of the Holders of A Shares and abstain from voting in favour of the resolutions put to vote at the Class Meeting of the Holders of A Shares as set out in Rule 13.40 of the HKLR. No Shareholder was required under the HKLR to abstain from voting on any resolution considered at the Class Meeting of the Holders of A Shares.

## Poll results of the Class Meeting of the Holders of A Shares

The resolutions proposed at the Class Meeting of the Holders of A Shares 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 passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	886,727,866	99.7795	1,947,733	0.2192	11,500	0.0013	888,687,099	100.0000	Passed
2	Resolution on amendments to the rules of procedures of the general meeting of the Company	886,746,721	99.7817	1,056,882	0.1189	883,496	0.0994	888,687,099	100.0000	Passed

*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 two-thirds of the votes from the holders of A Shares who were entitled to attend and vote at the Class Meeting of the Holders of A Shares were casted in favour of resolutions No. 1 and No. 2 set out above, those resolutions were duly passed.

#### **4. ATTENDANCE AT THE CLASS MEETING OF THE HOLDERS OF H SHARES AND THE POLL RESULTS**

##### **Attendance at the Class Meeting of the Holders of H Shares**

As at the Registration Date, the total number of H Shares in issue was 219,900,000 H Shares. The total number of H Shares entitling the holders of H Shares to attend and vote on all the resolutions proposed at the Class Meeting of the Holders of H Shares was 219,900,000 H Shares, representing 100% of the total number of H Shares in issue, as at the Registration Date.

Number of holders of H Shares who attended the meeting on-site (whether in person or by proxies)	1
Total number of voting H Shares	62,966,765
Percentage of the total number of voting H Shares to the total number of issued H Shares	28.6343

There were no H Shares entitling the Shareholders to attend the Class Meeting of the Holders of H Shares and abstain from voting in favour of the resolutions put to vote at the Class Meeting of the Holders of H Shares as set out in Rule 13.40 of the HKLR. No Shareholder was required under the HKLR to abstain from voting on any resolution considered at the Class Meeting of the Holders of H Shares.

## Poll results of the Class Meeting of the Holders of H Shares

The resolutions proposed at the Class Meeting of the Holders of H Shares 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		
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Resolution passed or not
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	55,453,830	88.0684	7,512,935	11.9316	0	0.0000	62,966,765	100.0000	Passed
2	Resolution on amendments to the rules of procedures of the general meeting of the Company	55,451,830	88.0652	859,967	1.3657	6,654,968	10.5690	62,966,765	100.0000	Passed

*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 two-thirds of the votes from the holders of H Shares who were entitled to attend and vote at the Class Meeting of the Holders of H Shares were casted in favour of resolutions No. 1 and No. 2 set out above, those resolutions were duly passed.

## 5. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Hong Kong Registrars Limited served as the scrutineer at the Meetings for the purpose of vote-taking.

Each of the Meetings was witnessed by Mr. Liu Zifeng and Ms. Wu Xiaoting, the lawyers of Zhong Lun (Guangzhou) Law Firm, which issued its legal opinion confirming that the procedures for convening and holding of each of the Meetings complied with the provisions of the Companies Law and the Articles of Association, and the eligibilities of the persons attending each of the Meetings were lawful and valid. No new resolution was proposed by the

Shareholders at any of the Meetings. The voting procedures at each Meeting complied with the PRC laws and regulations and the provisions of the Articles of Association. The resolutions passed at each Meeting were lawful and valid.

## 6. INFORMATION ON THE DIRECTORS ELECTED AT THE AGM

There were 11 Directors elected as members of the 8th session of the Board at the AGM, of which Mr. Li Chuyuan, Mr. Yang Jun, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Li Hong, Mr. Wu Changhai, Mr. Zhang Chunbo, Mr. Wong Hin Wing and Ms. Wang Weihong were also members of the 7th session of the Board. Please refer to Appendix I to the Supplemental Circular for the information on the aforesaid Directors. The said information remains unchanged from the LPD up to the date of this announcement except as disclosed below:

- (a) Mr. Li Chuyuan, an executive Director and Chairperson of the Board, ceased to act as the General Manager, Vice Chairperson and Secretary of the Communist Party of Hutchison Whampoa Guangzhou Baiyunshan Chinese Medicine Company Limited (廣州白雲山和記黃埔中藥有限公司); and
- (b) Mr. Yang Jun, an executive Director, was elected as the Vice Chairperson of the 8th session of the Board at the first Board meeting of the 8th session of the Board held on 29 June 2020, and the appointment came into force on the same date. As a result, Mr. Yang also serves as the Vice Chairperson of the Board from the date of this announcement.

Set out below is the information on the other two Directors (namely Mr. Chen Yajin (陳亞進) (“**Mr. Chen**”) and Mr. Huang Min (黃民) (“**Mr. Huang Min**”) who were elected at the AGM:

### 6.1 Chen Yajin (陳亞進)

Mr. Chen, aged 57, holds a doctorate degree, and is a professor and chief physician. Mr. Chen is the vice-officer of the Biliary Surgery Expert Committee of the Capacity Building and Continuing Education Committee of the National Health Commission of the PRC, officer of the Hepatobiliary and Pancreatic ERAS Expert Committee and vice-officer of the Biliary Oncology Expert Committee of the Chinese Chapter of the International Hepato-Pancreato-Biliary Association, officer of the Hepatobiliary Surgery Branch of Guangdong Medical Doctor Association, a standing committee member of the Bile Duct Expert Committee of the Surgery Branch of Chinese Medical Doctor Association, the vice-officer of the Digestive Oncology Branch of Chinese Research Hospital Association, a member of the Biliary Surgery Group of the Surgery Branch of Chinese Medical Association, a member and the vice-officer of the China Branch of Asian-Pacific Laparoscopic Hepatectomy Promotion Committee (亞太腹腔鏡肝臟手術推廣委員會), and a standing committee member of the International Laparoscopic Liver Society (ILLS). Mr. Chen began his career in July 1986, and successively held various positions such as the officer of hepatobiliary surgery and deputy officer of the Southern Hospital District Management Committee of Sun Yat-Sen Memorial Hospital of Sun Yat-Sen University.

Mr. Chen is currently the officer of hepatobiliary surgery and officer of the Southern Hospital District Management Committee of Sun Yat-Sen Memorial Hospital of Sun Yat-Sen University. Mr. Chen has extensive experience in scientific research and development and technical research.

## **6.2 Huang Min (黃民)**

Mr. Huang Min, aged 56, holds a postgraduate degree and a doctorate degree in pharmacology, and is a professor (Grade II). Mr. Huang Min is a member of the Pharmacopoeia Commission of the PRC, a member of the Seventh Session of the Pharmacy Academic Appraisal Group of the Academic Degree Committee of the State Council, the officer of the Clinical Pharmacology Expert Committee of Chinese Pharmacological Society, the vice-officer of the Drug Metabolism Expert Committee, a standing committee member of Guangdong Provincial Association for Science and Technology and the president of Guangdong Provincial Assessment & Accreditation Federation of Technology. Mr. Huang Min began his career in June 1983, and successively held various positions such as a lecturer and an associate professor of the Department of Clinical Pharmacology, Zhongshan Medical University, and executive vice-dean and dean of School of Pharmaceutical Sciences, Sun Yat-Sen University. Mr. Huang Min is currently a professor and the director of the Institute of Clinical Pharmacology, Sun Yat-sen University. Mr. Huang Min has extensive experience in the teaching, scientific research and scientific and technological development in the field of pharmacy.

## **6.3 Term of office**

The term of office of each of Mr. Chen and Mr. Huang Min as a member of the 8th session of the Board commences from the date on which he is elected (i.e. 29 June 2020) up to the date on which the members of the new session of the Board (i.e. the 9th session) are elected. On this basis, it is expected that the term of office of each of Mr. Chen and Mr. Huang Min as a member of the 8th session of the Board will be approximately three years. The Company will enter into a service agreement with each of Mr. Chen and Mr. Huang Min.

## **6.4 Remuneration**

The emoluments payable to Mr. Chen, an independent non-executive Director, for year 2020 are estimated to be in the amount of RMB100,000. The said emoluments are emoluments before tax and the individual income tax payable shall be withheld and paid by the Company. The term of office of Mr. Chen as a member of the 8th session of the Board commences from the date on which he is elected at the AGM, and the emoluments payable to Mr. Chen for year 2020 shall be determined with reference to his actual term of office.

The emoluments payable to Mr. Huang Min, an independent non-executive Director, for year 2020 are estimated to be in the amount of RMB100,000. The said emoluments are emoluments before tax and the individual income tax payable shall be withheld and paid by the Company. The term of office of Mr. Huang Min as a member of the 8th session of the Board commences from the date on which he is elected at the AGM, and the emoluments payable to Mr. Huang Min for year 2020 shall be determined with reference to his actual term of office.

#### **6.5 Interests in the shares of the Company within the meaning of Part XV of the SFO**

None of Mr. Chen and Mr. Huang Min or their associates had (or was deemed to have) any interest in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

#### **6.6 No other information required to be disclosed**

Save as disclosed in the preceding sections of this announcement, as at the date of this announcement, each of Mr. Chen and Mr. Huang Min:

- (a) does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company;
- (b) does not have, and is not deemed to have, any interests in the shares of the Company within the meaning of Part XV of the SFO;
- (c) does not have any directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (d) does not hold any position in the Company or other members of the Group; and
- (e) does not have other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the HKLR.

### **7. RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Each of Mr. Chu Xiaoping (“**Mr. Chu**”) and Mr. Jiang Wenqi (“**Mr. Jiang**”) has been an independent non-executive Director since January 2014 and March 2016, respectively. According to the applicable PRC laws and the Articles of Association, an independent non-executive Director cannot stay in that office for more than six years consecutively. Accordingly, each of Mr. Chu and Mr. Jiang retired at the conclusion of the AGM and had not offered himself for re-election.



Each of Mr. Chu and Mr. Jiang has confirmed to the Company that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

## **8. INFORMATION ON THE SUPERVISORS ELECTED AT THE AGM AND RELEVANT INFORMATION**

Ms. Gao Yanzhu and Mr. Cheng Jinyuan were elected as members of the 8th session of the Supervisory Committee at the AGM, both of whom were also members of the 7th session of the Supervisory Committee. Please refer to Appendix II to the Supplemental Circular for the information on Ms. Gao Yanzhu and Mr. Cheng Jinyuan.

At the enlarged meeting of the second session of the Labour Union Committee of the Company held on 17 June 2020, Mr. Cai Ruiyu (“**Mr. Cai**”), the then Supervisor representing the employees, was elected as the Supervisor representing the employees of the 8th session of the Supervisory Committee of the Company. Please refer to the announcement of the Company dated 18 June 2020 published on the website of HKEX for further details.

## **9. IMPORTANT NOTICE ON THE PAYMENT OF 2019 FINAL DIVIDEND**

The Company announces the following in relation to the payment of 2019 final dividend:

- (a) The register of members of the Company will be closed from Friday, 17 July 2020 to Thursday, 23 July 2020 (both days inclusive) during which no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of members of the Company at the close of business on Thursday, 23 July 2020 will be entitled to 2019 final dividend. In order to be entitled to the 2019 final dividend, all share transfer documents in respect of the 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 not later than 4:30 p.m. on Thursday, 16 July 2020.
- (b) Holders of H Shares (excluding Shareholders who are individual investors or enterprise investors in Mainland China investing in the shares listed on the HKEX through Shanghai-Hong Kong Stock Connect) whose names appeared on the register of members of the Company at the end of the trading session on Thursday, 23 July 2020 will be entitled to the 2019 final dividend. According to Article 221 of the Articles of Association, dividends payable to the holders of H Shares shall be paid in Hong Kong dollars. For the purpose of payment of the dividend, the applicable exchange rate is HK\$100 to RMB91.3276, being the average of the exchange rate between Hong Kong dollars and Renminbi as announced by the People’s Bank of China in the week preceding the date of the announcement of the

dividend. Accordingly, the amount of the 2019 final dividend payable per H Share is approximately HK\$0.6449 (including tax). The 2019 final dividend for the H Shares will be paid on 13 August 2020.

Dividends payable to domestic individual shareholders and enterprise investors who invest in the shares listed on the HKEX through the Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect will be paid in RMB by China Securities Depository and Clearing Corporation Limited Shanghai Branch and Shenzhen Branch (“CSDC”) as entrusted by the Company. The Company will pay the above dividends to CSDC on 13 August 2020 for distribution thereafter.

- (c) According to Enterprise Income Tax Law of the People’s Republic of China and the Implementation Rules of Enterprise Income Tax Law of the People’s Republic of China (collectively, “**Tax Laws**”), from 1 January 2008 onwards, any PRC domestic enterprise shall withhold and pay enterprise income tax upon distribution of dividends to nonresident enterprise shareholders and the payer shall be treated as the obligatory withholder. Accordingly, the Company shall be obligated to withhold and pay a 10% enterprise income tax when distributing the 2019 final dividends to non-resident enterprise shareholders whose names appear on the register of holders of H Shares on Thursday, 23 July 2020. But the Company has no obligation to withhold and pay such enterprise income tax when distributing the 2019 final dividends to the resident enterprise shareholders whose names appeared on the register of holders of H Shares on Thursday, 23 July 2020. A resident enterprise (with the same meaning as defined in the Tax Laws) which is incorporated in the PRC or is incorporated under the law of a foreign country (or region) with its de facto management organization located within the PRC shall submit to the Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 23 July 2020 a legal opinion (stamped with the chop of the law firm) issued by a qualified PRC practicing lawyer ascertaining its resident enterprise status. Otherwise, the Company shall not be held responsible for any disputes in relation to withholding and payment of enterprise income tax arising from failure to submit the legal opinion within the prescribed period. According to the provisions of the Tax Laws, the dividend (bonus) received by the overseas resident individual shareholders in respect of their interests in the stocks issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax in the PRC, which shall be withheld by the withholding agents according to the relevant laws. However, the overseas resident individual shareholders of the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements inked between the countries where they are residents and China or the tax arrangements between Mainland China and Hong Kong or Mainland China and Macau. When the 2019 final dividend is to be distributed to the holders of H Shares whose names appeared on the register of holders of H Shares as at Thursday, 23 July 2020, the Company will withhold 10% of the dividend to be distributed to the individual holders of H Shares as individual income tax in the PRC unless otherwise specified by the relevant tax regulations and tax

agreements, in which case the Company will withhold individual income tax of such dividend at the tax rates and according to the relevant procedures as specified by such relevant tax regulations and tax agreement.

The above requirements are not applicable to the income tax regulations on dividends received by individual investors and enterprise investors in Mainland China who invest in shares listed on HKEX through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

According to the relevant requirements of the Notice Regarding Tax Policies Related to the Shanghai-Hong Kong Stock Connect (Finance Tax [2014] No. 81) 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》 and the Notice Regarding Tax Policies Related to the Shenzhen-Hong Kong Stock Connect (Finance Tax [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》 jointly published by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission:

- the Company shall withhold an individual income tax at the rate of 20% on dividends derived from the H-Shares listed on the HKEX acquired by Mainland individual investors through the Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. Reference shall be made to individual income tax regulations for dividends received by Mainland securities investment funds from investing in shares listed on the HKEx through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.
  - for Chinese Mainland corporate investors that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of final dividend and the Chinese Mainland corporate investors shall file the tax returns on their own.
- (d) Should the holders of H Shares have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the ownership and disposal of the H Shares.
- (e) A separate announcement in relation to the 2019 final dividend for the holders of A Shares of the Company will be made in due course.

## 10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn) from 29 June 2020:

- (a) the resolutions passed at the Meetings; and
- (b) the PRC legal opinions in relation to the Meetings issued by the PRC legal advisers to the Company.

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

Guangzhou, the PRC, 29 June 2020

*As at the date of this announcement, 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.*