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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 THIRD EXTRAORDINARY GENERAL MEETING IN 2020;**
- (2) THE SECOND CLASS MEETING OF THE HOLDERS OF A SHARES IN 2020; AND**
- (3) THE SECOND CLASS MEETING OF THE HOLDERS OF H SHARES IN 2020 HELD ON 23 NOVEMBER 2020**

The Board is pleased to announce that each of the EGM, the Class Meeting of the Holders of A Shares and the Class Meeting of the Holders of H Shares was held on Monday, 23 November 2020 and all the resolutions as set out in the notices of the EGM, 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 EGM, 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 notice of the EGM of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”), 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 all dated 8 October 2020; and (ii) the circular of the EGM dated 9 October 2020 (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 each of the EGM, 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, 23 November 2020 and all the resolutions as set out in the notice of the EGM, notice of the Class Meeting of the Holders of A Shares and 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, 23 November 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 chairperson of the Board. The Company has 11 Directors, of which 7 were present at the Meetings. Ms. Liu Juyan (an executive Director), Mr. Wu Changhai (an executive Director and Standing deputy general manager), Mr. Zhang Chunbo (an executive Director and deputy general manager) and Mr. Huang Min (an independent non-executive Director) were unable to attend the Meetings. 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 23 October 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 EGM AND THE POLL RESULTS

Attendance at the EGM

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 EGM 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	21
Including: total number of holders of A Shares	20
total number of holders of H Shares	1
Total number of voting shares	947,138,566
Including: total number of voting A Shares	889,333,673
total number of voting H Shares	57,804,893
Percentage of the total number of voting shares to the total number of issued shares	58.257095
Including: percentage of the total number of voting A Shares	54.701601
percentage of the total number of voting H Shares	3.555494

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 HKLR. No Shareholder was required under the HKLR 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		
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
Ordinary Resolutions										
1	Resolution on changes in use of proceeds from the fund raising of the Company									
	A Shares	886,789,766	99.713954	2,536,807	0.285248	7,100	0.000798	889,333,673	100.000000	Passed
	H Shares	57,804,893	100.000000	0	0.000000	0	0.000000	57,804,893	100.000000	
	Total	944,594,659	99.731411	2,536,807	0.267839	7,100	0.000750	947,138,566	100.000000	
2	Resolution on closing of investment project using proceeds from the fund raising, and the surplus of which to be used to supplement the working capital permanently									
	A Shares	886,796,866	99.714752	2,536,807	0.285248	0	0.000000	889,333,673	100.000000	Passed
	H Shares	57,804,893	100.000000	0	0.000000	0	0.000000	57,804,893	100.000000	
	Total	944,601,759	99.732161	2,536,807	0.267839	0	0.000000	947,138,566	100.000000	

No.	Resolutions	Total number of votes (%)								Voting results
		For		Against		Abstained		Total		Resolution was passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
3	The resolution on Initial Public Offering of Overseas Listed Foreign Capital shares (H shares) Regarding and the Proposal in relation to the Overseas Listing of Guangzhou Pharmaceuticals Company Limited									
	A Shares	886,797,866	99.714864	2,535,807	0.285136	0	0.000000	889,333,673	100.000000	Passed
	H Shares	57,772,593	99.944122	0	0.000000	32,300	0.055878	57,804,893	100.000000	
	Total	944,570,459	99.728856	2,535,807	0.267734	32,300	0.003410	947,138,566	100.000000	
4	The resolution Regarding the Compliance of the Overseas Listing of Guangzhou Pharmaceuticals Company Limited with the “Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of the PRC Listed Companies”									
	A Shares	886,796,866	99.714752	2,536,807	0.285248	0	0.000000	889,333,673	100.000000	Passed
	H Shares	57,772,593	99.944122	0	0.000000	32,300	0.055878	57,804,893	100.000000	
	Total	944,569,459	99.728751	2,536,807	0.267839	32,300	0.003410	947,138,566	100.000000	
5	The resolution Regarding the Undertaking of Maintaining the Independent Listing Status of the Company									
	A Shares	886,796,866	99.714752	2,536,807	0.285248	0	0.000000	889,333,673	100.000000	Passed
	H Shares	57,772,593	99.944122	0	0.000000	32,300	0.055878	57,804,893	100.000000	
	Total	944,569,459	99.728751	2,536,807	0.267839	32,300	0.003410	947,138,566	100.000000	
6	The resolution Regarding the Explanations on the Sustainable Profitability Statement and Prospects of the Company									
	A Shares	886,789,766	99.713954	2,536,807	0.285248	7,100	0.000798	889,333,673	100.000000	Passed
	H Shares	57,772,593	99.944122	0	0.000000	32,300	0.055878	57,804,893	100.000000	
	Total	944,562,359	99.728001	2,536,807	0.267839	39,400	0.004160	947,138,566	100.000000	
7	The resolution Regarding the Authorisation to the Board and its Authorised Persons to Deal with Matters in Relation to the Spin-off and Listing of Guangzhou Pharmaceuticals Company Limited									
	A Shares	886,789,766	99.713954	2,536,807	0.285248	7,100	0.000798	889,333,673	100.000000	Passed
	H Shares	57,772,593	99.944122	0	0.000000	32,300	0.055878	57,804,893	100.000000	
	Total	944,562,359	99.728001	2,536,807	0.267839	39,400	0.004160	947,138,566	100.000000	
Special Resolutions										
8	The resolution Regarding provision of Assured Entitlement to the H Shareholder(s) of the Company only for the Spin-off and Overseas Listing of Guangzhou Pharmaceuticals Company Limited									
	A Shares	883,016,779	99.289705	6,316,894	0.710295	0	0.000000	889,333,673	100.000000	Passed
	H Shares	57,772,593	99.944122	0	0.000000	32,300	0.055878	57,804,893	100.000000	
	Total	940,789,372	99.329645	6,316,894	0.666945	32,300	0.003410	947,138,566	100.000000	

Note: 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 special resolution No. 8 set out above, that special resolution was duly passed as special resolution.

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 ordinary resolutions No. 1 to No.7 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

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

Attendance at the Class Meeting of 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 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	19
Total number of voting A Shares	889,106,968
Percentage of the total number of voting A shares to the total number of issued A Shares	63.241532

There were no A Shares entitling the Shareholders to attend the Class Meeting of Holders of A Shares and abstain from voting in favour of the resolution put to vote at the Class Meeting of 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 Holders of A Shares.

Poll result of the Class Meeting of Holders of A Shares

The resolution proposed at the Class Meeting of Holders of A Shares was put to vote by way of poll, the result of which was 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	Percentage	
1	The resolution Regarding provision of Assured Entitlement to the H Shareholder(s) of the Company only for the Spin-off and Overseas Listing of Guangzhou Pharmaceuticals Company Limited	882,790,074	99.289524	6,316,894	0.710476	0	0.000000	889,106,968	100.000000	Passed

Note: 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 Holders of A Shares were casted in favour of resolution No. 1 set out above, that resolution was 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 at the Class Meeting of 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	49,665,966
Percentage of the total number of voting H Shares to the total number of issued H Shares (%)	22.585705

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 resolution 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 result of the Class Meeting of the Holders of H Shares

The resolution proposed at the Class Meeting of the Holders of H Shares was put to vote by way of poll, the result of which was as follows:

No.	Resolutions	Total number of votes (%)								Voting results
		For		Against		Abstained		Total		
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
1	The resolution Regarding provision of Assured Entitlement to the H Shareholder(s) of the Company only for the Spin-off and Overseas Listing of Guangzhou Pharmaceuticals Company Limited	49,665,966	100.000000	0	0.000000	0	0.000000	49,665,966	100.000000	Passed

Note: 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 resolution No. 1 set out above, that resolution was 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 Liu Zifeng and 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 Articles of Association, and the eligibilities of the persons attending each of the Meetings was 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. 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 from 23 November 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, 23 November 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.