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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 2021 HELD ON 30 SEPTEMBER 2021**

The Board is pleased to announce that the EGM was held on Thursday, 30 September 2021 and all the resolutions put forward for the consideration and approval by 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:

- (a) the circular of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 17 August 2021 (the “**First Circular**”) in relation to, among other things, (i) major transaction: variations to the terms of a put option conditionally granted by the Company; and (ii) proposed change in use of partial proceeds;
- (b) (i) the notice of extraordinary general meeting dated 16 August 2021 in relation to the first extraordinary general meeting of the Company in 2021 (the “**EGM**”) to be held at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Thursday, 30 September 2021 at 10:00 a.m.; and (ii) the form of proxy in relation to the EGM and was despatched to the shareholders of the Company (the “**Shareholders**”) on 17 August 2021;
- (c) the supplemental circular of the Company dated 31 August 2021 (the “**Supplemental Circular**”) in relation to variations to the Profit Compensation Agreement (as defined in the Supplemental Circular); and
- (d) (i) the supplemental notice of the EGM dated 30 August 2021; and (ii) the second form of proxy in relation to the EGM and was despatched to the Shareholders on 31 August 2021.

Capitalised terms used in this announcement have the same meanings as defined in the First Circular or the Supplemental Circular (as the case may be) unless the context otherwise requires.

The Board is pleased to announce that the EGM was held on Thursday, 30 September 2021 and all the resolutions put forward for the consideration and approval by 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.

## **IMPORTANT NOTICE**

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

## **1. INTRODUCTION**

- (a) The EGM was held on Thursday, 30 September 2021 at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.
- (b) The EGM was convened by the Board and was chaired by Mr. Li Chuyuan, the chairperson of the Board. The Company has 11 Directors, all of which were present at the EGM. The Company has 3 supervisors, of which 2 were present at the EGM. Mr. Cai Ruiyu, the chairperson of the Board of supervisors of the Company, was unable to attend the Meetings due to business reason. 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 31 August 2021 (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 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 | 62            |
| Including: total number of holders of A Shares  | 61            |
| total number of holders of H Shares   | 1             |
| Total number of voting shares   | 1,088,100,857 |
| Including: total number of voting A Shares  | 1,018,146,878 |
| total number of voting H Shares   | 69,953,979    |
| Percentage of the total number of voting shares to the total number of issued shares                                  | 66.927477%    |
| Including: percentage of the total number of voting A Shares  | 62.624711%    |
| percentage of the total number of voting H Shares   | 4.302766%     |

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 Listing Rules. Under the applicable PRC rules and regulations (including the Shanghai Stock Exchange Listing Rules) and as disclosed in section 8 of the section headed “LETTER FROM THE BOARD” of the Supplemental Circular, GPLH and its connected persons are required to abstain from, and had abstained from, voting on the “Resolution on postponement in fulfilling performance guarantee by the controlling shareholder and signing of supplemental agreement”. Apart from the aforesaid, no Shareholder was required under the 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<br>Resolution was passed or not |
|-----------------------------|---|---------------------------|------------|---------|------------|-----------|------------|---------------|------------|--|
|                             |   | For                       |            | Against |            | Abstained |            | Total         |            |  |
|                             |   | Number                    | Percentage | Number  | Percentage | Number    | Percentage | Number        | Percentage |  |
| <b>Ordinary Resolutions</b> |   |                           |            |         |            |           |            |               |            |  |
| 1                           | Resolution on the extension of the option equity interest exercise period and connected transaction |                           |            |         |            |           |            |               |            |  |
|                             | A Shares  | 1,018,041,978             | 99.989697  | 103,000 | 0.010116   | 1,900     | 0.000187   | 1,018,146,878 | 100.000000 | Passed   |
|                             | H Shares  | 69,361,479                | 99.153015  | 0       | 0.000000   | 592,500   | 0.846985   | 69,953,979    | 100.000000 |  |
|                             | Total   | 1,087,403,457             | 99.935907  | 103,000 | 0.009466   | 594,400   | 0.054627   | 1,088,100,857 | 100.000000 |  |

| No. | Resolutions   | Total number of votes (%) |            |         |            |           |            |               |            | Voting results<br>Resolution<br>was passed or<br>not |
|-----|---|---------------------------|------------|---------|------------|-----------|------------|---------------|------------|--|
|     |   | For                       |            | Against |            | Abstained |            | Total         |            |  |
|     |   | Number                    | Percentage | Number  | Percentage | Number    | Percentage | Number        | Percentage |  |
| 2   | Resolution on changes in use of proceeds from the fund raising of the Company   |                           |            |         |            |           |            |               |            |  |
|     | A Shares  | 1,018,053,978             | 99.990876  | 91,700  | 0.009006   | 1,200     | 0.000118   | 1,018,146,878 | 100.000000 | Passed   |
|     | H Shares  | 69,533,979                | 99.399605  | 0       | 0.000000   | 420,000   | 0.600395   | 69,953,979    | 100.000000 |  |
|     | Total   | 1,087,587,957             | 99.952863  | 91,700  | 0.008427   | 421,200   | 0.038710   | 1,088,100,857 | 100.000000 |  |
| 3   | Resolution on postponement in fulfilling performance guarantee by the controlling shareholder and signing of supplemental agreement |                           |            |         |            |           |            |               |            |  |
|     | A Shares  | 285,690,375               | 99.947034  | 147,200 | 0.051497   | 4,200     | 0.001469   | 285,841,775   | 100.000000 | Passed   |
|     | H Shares  | 68,695,079                | 98.200388  | 666,400 | 0.952627   | 592,500   | 0.846985   | 69,953,979    | 100.000000 |  |
|     | Total   | 354,385,454               | 99.603621  | 813,600 | 0.228670   | 596,700   | 0.167709   | 355,795,754   | 100.000000 |  |

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.3 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

### 3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

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

The EGM was witnessed by Ms. Zeng Si 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 the EGM complied with the provisions of the Articles of Association, and the eligibility of the persons attending the EGM was 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 were lawful and valid.

### 4. 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 30 September 2021:

- (a) the poll results of the EGM; and

- (b) the PRC legal opinions 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, 30 September 2021

*As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Mr. Yang Jun, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Zhang Chunbo, Mr. Wu Changhai and Mr. Li Hong as executive directors, and Mr. Wong Hin Wing, Ms. Wang Weihong, Mr. Chen Yajin, and Mr. Huang Min as independent non-executive directors.*