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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 2022 HELD ON 16 DECEMBER 2022

The Board is pleased to announce that the EGM was held on Friday, 16 December 2022 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 (i) the notice of the first extraordinary general meeting in 2022 (the “**EGM**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 24 November 2022; and (ii) the circular of the EGM dated 25 November 2022 (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 Friday, 16 December 2022 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.

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 Friday, 16 December 2022 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. Yang Jun, the vice chairperson of the Board. The Company has 11 Directors, of which 10 were present at the EGM. Mr. Li Chuyuan (an executive Director and chairperson) was unable to attend the EGM due to business reason. The Company has three supervisors, all of whom were present at the EGM. Ms. Huang Xuezheng, the secretary to the Board, was present at the EGM. Members of the senior and middle 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 12 December 2022 (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 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	41
Including: total number of holders of A Shares	40
total number of holders of H Shares	1
Total number of voting shares	949,162,541
Including: total number of voting A Shares	879,646,286
total number of voting H Shares	69,516,255
Percentage of the total number of voting shares to the total number of issued shares	58.381586
Including: percentage of the total number of voting A Shares	54.105744
percentage of the total number of voting H Shares	4.275842

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 of HKEX. No Shareholder was required under the Listing Rules of HKEX 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	Percentage	
Special Resolution										
1	Resolution on the application for registration and issuance of medium-term notes of the Company									
	A Shares	879,244,701	99.954347	400,385	0.045517	1,200	0.000136	879,646,286	100.000000	Passed
	H Shares	69,096,255	99.395825	0	0.000000	420,000	0.604175	69,516,255	100.000000	
	Total	948,340,956	99.913441	400,385	0.042183	421,200	0.044376	949,162,541	100.000000	
Ordinary Resolutions										
2	Resolution on Guangzhou Pharmaceuticals Company Limited (廣州醫藥股份有限公司), a controlled subsidiary of the Company, to conduct asset-backed securitization of accounts receivable									
	A Shares	879,247,501	99.954665	397,585	0.045199	1,200	0.000136	879,646,286	100.000000	Passed
	H Shares	69,096,255	99.395825	0	0.000000	420,000	0.604175	69,516,255	100.000000	
	Total	948,343,756	99.913736	397,585	0.041888	421,200	0.044376	949,162,541	100.000000	
3	Resolution on the settlement of partial proceeds invested in projects and permanent replenishment of working capital from the remaining proceeds									
	A Shares	879,244,886	99.954368	400,200	0.045496	1,200	0.000136	879,646,286	100.000000	Passed
	H Shares	69,096,255	99.395825	0	0.000000	420,000	0.604175	69,516,255	100.000000	
	Total	948,341,141	99.913461	400,200	0.042163	421,200	0.044376	949,162,541	100.000000	

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. 1 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.2 and No.3 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 Ms. Zeng Si and Mr. Qiu Chuwei, 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 Company Law, the Securities Law, the Rules for Shareholders' General Meetings and other laws, regulations and normative documents, and the Articles of Association Rules and Procedures for Shareholders' General Meetings of the Company, 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 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 from 16 December 2022:

- (a) the resolution announcement 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, 16 December 2022

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.