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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING FOR YEAR 2023, THE FIRST CLASS MEETING FOR HOLDERS OF A SHARES IN 2024 AND THE FIRST CLASS MEETING FOR HOLDERS OF H SHARES IN 2024 HELD ON 30 MAY 2024; AND  
(2) PAYMENT OF 2023 FINAL DIVIDEND FOR H SHARE**

References are made to (i) the notice of the AGM, the notice of the A Share Class Meeting and the notice of the H Share Class Meeting ( the “**H Share Class Meeting Notice**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) all dated 24 April 2024; (ii) the circular of the AGM dated 25 April 2024 (the “**Circular**”); and (iii) the supplemental notice of the AGM dated 13 May 2024. Capitalized terms used in this announcement have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board hereby announces that each of the AGM, the A Share Class Meeting and the H Share Class Meeting (the “**Meetings**”) was held on Thursday, 30 May 2024 and except for resolutions as set out in the H Share Class Meeting Notice, which were not passed at the H Share Class Meeting, all the other resolutions put forward for the consideration and approval by Shareholders at the AGM and the A Share Class Meeting were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the relevant meetings.

**IMPORTANT NOTICE**

- Resolutions which were not passed at any of the Meetings:

As less than two-thirds of the votes from the H Share Shareholders (including their proxies) attending the H Share Class Meeting were cast in favour of the resolutions as set out in the H Share Class Meeting Notice, none of the resolutions proposed at the H Share Class Meeting was passed.

- No resolution was amended at any of the Meetings.
- No new motion was proposed at any of the Meetings.

## 1. INTRODUCTION

- (a) The Meetings were held on Thursday, 30 May 2024 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 were chaired by Mr. Li Chuyuan, the chairperson of the Board. The Company has 11 Directors, 7 of whom were present at the Meetings. Mr. Yang Jun (an executive director and vice chairperson), Ms. Liu Juyan (an executive director), Mr. Zhang Chunbo (an executive director) and Mr. Chen Yajin (an independent non-executive director) were unable to attend the Meetings due to business reason. The Company has three Supervisors, all of whom were present at the Meetings. Ms. Huang Xuezheng, the secretary to the Board, was present at the Meetings. Members of the senior and middle 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 24 May 2024 (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.

Number of Shareholders who attended the meeting on-site (whether in person or by proxies)	62
Including: total number of holders of A Shares	61
total number of holders of H Shares	1
Total number of voting shares held by Shareholders who attended the meeting on-site (whether in person or by proxies)	905,775,698
Including: total number of voting A Shares	835,528,930
total number of voting H Shares	70,246,768

Percentage of the total number of voting shares held by Shareholders who attended the meeting on-site (whether in person or by proxies) to the total number of issued shares	55.712925
Including: percentage of the total number of voting A Shares	51.392150
percentage of the total number of voting H Shares	4.320775

So far as is known to the Company, there were no shares entitling the Shareholders to attend the AGM and abstain from voting in favor of the resolutions put to vote at the AGM 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 AGM. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions 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	
<b>Special Resolutions</b>										
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited									
	A Shares	823,315,479	98.538237	12,209,351	1.461272	4,100	0.000491	835,528,930	100.000000	Passed
	H Shares	6,875,293	9.787344	63,371,475	90.212656	0	0.000000	70,246,768	100.000000	
	Total	830,190,772	91.655227	75,580,826	8.344320	4,100	0.000453	905,775,698	100.000000	
2	Resolution on amendments to The Rules of Procedures for Shareholders' Meetings of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited									
	A Shares	823,320,479	98.538836	12,207,151	1.461008	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	42,146,908	59.998359	28,099,860	40.001641	0	0.000000	70,246,768	100.000000	
	Total	865,467,387	95.549857	40,307,011	4.449999	1,300	0.000144	905,775,698	100.000000	
<b>Ordinary Resolutions</b>										
3	Annual Report and its summary of the Company for year 2023									
	A Shares	834,909,534	99.925868	578,200	0.069201	41,196	0.004931	835,528,930	100.000000	Passed
	H Shares	70,070,768	99.749455	0	0.000000	176,000	0.250545	70,246,768	100.000000	
	Total	904,980,302	99.912186	578,200	0.063835	217,196	0.023979	905,775,698	100.000000	
4	Report of the board of directors of the Company for year 2023									
	A Shares	834,909,434	99.925856	578,300	0.069213	41,196	0.004931	835,528,930	100.000000	Passed
	H Shares	69,733,468	99.269290	337,300	0.480165	176,000	0.250545	70,246,768	100.000000	
	Total	904,642,902	99.874936	915,600	0.101085	217,196	0.023979	905,775,698	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	
5	Report of the supervisory committee of the Company for year 2023									
	A Shares	834,909,434	99.925856	578,300	0.069213	41,196	0.004931	835,528,930	100.000000	Passed
	H Shares	70,070,768	99.749455	0	0.000000	176,000	0.250545	70,246,768	100.000000	
	Total	904,980,202	99.912175	578,300	0.063846	217,196	0.023979	905,775,698	100.000000	
6	Financial report of the Company for year 2023									
	A Shares	834,909,534	99.925868	578,200	0.069201	41,196	0.004931	835,528,930	100.000000	Passed
	H Shares	70,070,768	99.749455	0	0.000000	176,000	0.250545	70,246,768	100.000000	
	Total	904,980,302	99.912186	578,200	0.063835	217,196	0.023979	905,775,698	100.000000	
7	Auditors' report of the Company for year 2023									
	A Shares	834,855,234	99.919369	632,500	0.075700	41,196	0.004931	835,528,930	100.000000	Passed
	H Shares	70,070,768	99.749455	0	0.000000	176,000	0.250545	70,246,768	100.000000	
	Total	904,926,002	99.906191	632,500	0.069830	217,196	0.023979	905,775,698	100.000000	
8	Proposal on profit distribution and dividend payment of the Company for year 2023									
	A Shares	834,806,330	99.913516	722,500	0.086472	100	0.000012	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,053,098	99.920223	722,500	0.079766	100	0.000011	905,775,698	100.000000	
9	Proposal on the operational targets and annual budget of the Company for year 2024									
	A Shares	824,982,306	98.737731	10,517,524	1.258786	29,100	0.003483	835,528,930	100.000000	Passed
	H Shares	54,457,930	77.523752	15,788,838	22.476248	0	0.000000	70,246,768	100.000000	
	Total	879,440,236	97.092496	26,306,362	2.904291	29,100	0.003213	905,775,698	100.000000	
10	Resolutions on the emoluments to be paid to the directors of the ninth session of the Board for year 2024									
10.1	Resolution on the emoluments to be paid to Mr. Li Chuyuan (the Chairperson of the Board) for year 2024									
	A Shares	835,238,130	99.965196	289,500	0.034648	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,484,898	99.967895	289,500	0.031961	1,300	0.000144	905,775,698	100.000000	
10.2	Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2024									
	A Shares	835,238,130	99.965196	289,500	0.034648	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,484,898	99.967895	289,500	0.031961	1,300	0.000144	905,775,698	100.000000	
10.3	Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2024									
	A Shares	835,238,130	99.965196	289,500	0.034648	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,484,898	99.967895	289,500	0.031961	1,300	0.000144	905,775,698	100.000000	
10.4	Resolution on the emoluments to be paid to Ms. Liu Juyan (an executive director) for year 2024									
	A Shares	835,238,130	99.965196	289,500	0.034648	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,484,898	99.967895	289,500	0.031961	1,300	0.000144	905,775,698	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	
10.5	Resolution on the emoluments to be paid to Mr. Zhang Chunbo (an executive director) for year 2024									
	A Shares	835,238,130	99.965196	289,500	0.034648	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,484,898	99.967895	289,500	0.031961	1,300	0.000144	905,775,698	100.000000	
10.6	Resolution on the emoluments to be paid to Mr. Wu Changhai (an executive director) for year 2024									
	A Shares	835,238,130	99.965196	289,500	0.034648	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,484,898	99.967895	289,500	0.031961	1,300	0.000144	905,775,698	100.000000	
10.7	Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	100.000000	
10.8	Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	100.000000	
10.9	Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	100.000000	
10.10	Resolution on the emoluments to be paid to Mr. Wong Lung Tak Patrick (an independent non-executive director) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	100.000000	
10.11	Resolution on the emoluments to be paid to Ms. Sun Baoqing (an independent non-executive director) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	100.000000	
11	Resolutions on the emoluments to be paid to the supervisors of the ninth session of the supervisory committee of the Company for year 2024									
11.1	Resolution on the emoluments to be paid to Mr. Cai Ruiyu (the Chairperson of the Supervisory Committee) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	100.000000	
11.2	Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2024									
	A Shares	834,885,130	99.922947	642,500	0.076897	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,898	99.928923	642,500	0.070933	1,300	0.000144	905,775,698	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	
11.3	Resolution on the emoluments to be paid to Mr. Jian Huidong (a supervisor) for year 2024									
	A Shares	834,830,830	99.916448	696,800	0.083396	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,077,598	99.922928	696,800	0.076928	1,300	0.000144	905,775,698	100.000000	
12	Resolution on the application for omnibus credit lines by the Company and its subsidiaries from financial institutions									
	A Shares	834,050,901	99.823103	1,462,525	0.175041	15,504	0.001856	835,528,930	100.000000	Passed
	H Shares	69,829,520	99.406025	417,248	0.593975	0	0.000000	70,246,768	100.000000	
	Total	903,880,421	99.790756	1,879,773	0.207532	15,504	0.001712	905,775,698	100.000000	
13	Resolution on the settlement of partial projects invested by proceeds and permanent replenishment of working capital from the remaining proceeds									
	A Shares	834,949,430	99.930643	578,200	0.069201	1,300	0.000156	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,196,198	99.936022	578,200	0.063834	1,300	0.000144	905,775,698	100.000000	
14	Resolution on Guangzhou Pharmaceuticals Company Limited, a controlled subsidiary of the Company, to apply for registration of medium-term notes and super-short-term debentures									
	A Shares	834,065,101	99.824802	1,462,525	0.175042	1,304	0.000156	835,528,930	100.000000	Passed
	H Shares	69,829,520	99.406025	417,248	0.593975	0	0.000000	70,246,768	100.000000	
	Total	903,894,621	99.792324	1,879,773	0.207532	1,304	0.000144	905,775,698	100.000000	
15	Resolution on amendments to The Rules of Procedures for the Board of Directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited									
	A Shares	817,633,049	97.858137	17,244,783	2.063937	651,098	0.077926	835,528,930	100.000000	Passed
	H Shares	6,384,008	9.087974	52,861,269	75.250820	11,001,491	15.661206	70,246,768	100.000000	
	Total	824,017,057	90.973633	70,106,052	7.739891	11,652,589	1.286476	905,775,698	100.000000	
16	Resolution on amendments to The Rules of Procedures for the Supervisory Committee of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited									
	A Shares	817,633,049	97.858137	17,244,783	2.063937	651,098	0.077926	835,528,930	100.000000	Passed
	H Shares	6,384,008	9.087974	52,861,269	75.250820	11,001,491	15.661206	70,246,768	100.000000	
	Total	824,017,057	90.973633	70,106,052	7.739891	11,652,589	1.286476	905,775,698	100.000000	
17	Shareholder return plan for the next three years (2024-2026) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited									
	A Shares	833,742,021	99.786134	1,162,011	0.139075	624,898	0.074791	835,528,930	100.000000	Passed
	H Shares	57,992,649	82.555612	1,252,628	1.783182	11,001,491	15.661206	70,246,768	100.000000	
	Total	891,734,670	98.449834	2,414,639	0.266582	11,626,389	1.283584	905,775,698	100.000000	
18	Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the auditor of the Company for year 2024									
	A Shares	834,857,430	99.919632	642,400	0.076885	29,100	0.003483	835,528,930	100.000000	Passed
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,104,198	99.925865	642,400	0.070922	29,100	0.003213	905,775,698	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	
19	Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the internal control auditor of the Company for year 2024									Passed
	A Shares	834,885,230	99.922959	642,400	0.076885	1,300	0.000156	835,528,930	100.000000	
	H Shares	70,246,768	100.000000	0	0.000000	0	0.000000	70,246,768	100.000000	
	Total	905,131,998	99.928934	642,400	0.070922	1,300	0.000144	905,775,698	100.000000	

As more than two-thirds of the votes from the Shareholders who were entitled to attend and vote at the AGM were casted in favor of special resolutions No.1 and No.2 set out above, those special resolutions were passed at the AGM.

As more than one half of the votes from the Shareholders who were entitled to attend and vote at the AGM were casted in favor of ordinary resolutions No.3 to No.19 set out above, those ordinary resolutions were passed at the AGM.

### 3. ATTENDANCE AT THE A SHARE CLASS MEETING AND THE POLL RESULTS

#### Attendance at the A Share Class Meeting

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

Number of A Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of network voting	61
Total number of voting A shares held by Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of network voting	835,528,930
Percentage of the total number of voting A shares held by Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of network voting to the total number of issued A shares	59.430565

So far as is known to the Company, there were no A shares entitling the Shareholders to attend the A Share Class Meeting and abstain from voting in favor of the resolutions put to vote at the A Share Class Meeting 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 A Share Class Meeting. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions at the A Share Class Meeting.

### Poll results of the A Share Class Meeting

The resolutions proposed at the A Share Class Meeting 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 was passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
<b>Special Resolutions</b>										
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	823,315,479	98.538237	12,209,351	1.461272	4,100	0.000491	835,528,930	100.000000	Passed
2	Resolution on amendments to The Rules of Procedures for Shareholders' Meetings of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	823,320,479	98.538836	12,207,151	1.461008	1,300	0.000156	835,528,930	100.000000	Passed

As more than two-thirds of the votes from the A Shareholders who were entitled to attend and vote at the A Share Class Meeting were casted in favor of special resolutions No. 1 and No. 2 set out above, the special resolutions were passed at the A Share Class Meeting.

#### 4. ATTENDANCE AT THE H SHARE CLASS MEETING AND THE POLL RESULTS

##### Attendance at the H Share Class Meeting

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



Number of H Shareholders who attended the meeting on-site (whether in person or by proxies)	1
Total number of voting H shares held by Shareholders who attended the meeting on-site (whether in person or by proxies)	70,386,768
Percentage of the total number of voting H shares held by Shareholders who attended the meeting on-site (whether in person or by proxies) to the total number of issued H shares	32.008535

So far as is known to the Company, there were no H shares entitling the Shareholders to attend the H Share Class Meeting and abstain from voting in favor of the resolutions put to vote at the H Share Class Meeting 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 H Share Class Meeting. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions at the H Share Class Meeting.

### Poll results of the H Share Class Meeting

The resolutions proposed at the H Share Class Meeting 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 was passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
<b>Special Resolutions</b>										
1	Resolution on amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	7,015,293	9.966778	63,371,475	90.033222	0	0.000000	70,386,768	100.000000	Not Passed
2	Resolution on amendments to The Rules of Procedures for Shareholders' Meetings of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	42,286,908	60.077923	28,099,860	39.922077	0	0.000000	70,386,768	100.000000	Not Passed

As no more than two-thirds of the votes from the H Shareholders who were entitled to attend and vote at the H Share Class Meeting were casted in favor of special resolutions No. 1 and No. 2 set out above, the special resolutions were not passed at the H Share Class Meeting.

**5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR SHAREHOLDERS' MEETINGS, THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS AND THE RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE**

As disclosed in the Circular, the proposed amendments to the Articles of Association and The Rules of Procedures for Shareholders' Meetings are subject to the approval by Shareholders at the AGM and the Class Meetings. As less than two-thirds of the votes were cast in favour of the special resolutions Nos. 1 and 2 in relation to the proposed amendments to the Articles of Association and The Rules of Procedures for Shareholders' Meetings at the H Share Class Meeting, the amendments to the Articles of Association and The Rules of Procedures for Shareholders' Meetings would not become effective.

Since the Rules of Procedures for Board of Directors and The Rules of Procedures for Supervisory Committee referred to in resolutions Nos. 15 and 16 submitted to the AGM for consideration are appendices to the Articles of Association, and some of the proposed amendments to The Rules of Procedures for Board of Directors and The Rules of Procedures for Supervisory Committee were made based on the proposed amendments to the Articles of Association, and the resolution on amendments to the Articles of Association was not passed at the H Share Class Meeting, resolutions Nos. 15 and 16 will not become effective until the resolution on amendments to the Articles of Association has been considered and passed.

In light of the poll results in respect of the resolutions on amendments to the Articles of Association and the Rules of Procedures for Shareholders' Meetings, The Board hereby reaffirms that the relevant amendments are based on the Measures for the Administration of the Overseas Issuance of Securities and Listing by Domestic Companies and relevant guidelines issued by the CSRC in 2023, as well as the repeal of the Special Provisions of the State Council on the Overseas Offering and Listing of Shares of Joint Stock Limited Companies and the Essential Provisions of the Articles of Association for Companies Listed Overseas (the revised provisions of the class shareholders' meeting are no longer applicable) and the relevant amendment in the Listing Rules of HKEX. The purpose is to ensure that the Articles of Association and the Rules of Procedures for Shareholders' Meetings comply with the latest legal and regulatory requirements.

In view of the situation that the amendments to the Articles of Association and The Rules of Procedures for Shareholders' Meetings would not become effective, the Company would still comply with relevant laws and regulations, the Listing Rules of HKEX, the Listing rules of The Shanghai Stock Exchange, the provisions of the current Articles of Association, and other internal policies to safeguard the rights of all shareholders.

## **6. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER**

Computershare Hong Kong Investor Services Limited, the lawyer of the Company, representative of Shareholder and Supervisor served as the scrutineer at the Meetings for the purpose of vote-taking.

Each of the Meetings was witnessed by Ms. Sun Qiaofen and Ms. Zeng Si, the lawyers of Zhong Lun (Guangzhou) Law Firm, which issued its legal opinion confirming that the procedures for convening and holding of the Meetings, the eligibilities of the persons convening and attending the Meetings, and the voting procedures of the Meetings complied with the relevant provisions of the Companies Law, the Securities Law and other PRC laws and regulations, as well as the Articles of Association and The Rules of Procedures for Shareholders' Meetings, and the voting results were lawful and valid.

## **7. IMPORTANT NOTICE ON THE PAYMENT OF 2023 FINAL DIVIDEND**

The Company announces the following in relation to the payment of 2023 final dividend:

- (a) The register of members of the Company will be closed from Saturday, 15 June 2024 to Friday, 21 June 2024 (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 Friday, 21 June 2024 will be entitled to 2023 final dividend. In order to be entitled to the 2023 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 Friday, 14 June 2024.
- (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 Friday, 21 June 2024 will be entitled to the 2023 final dividend. According to Article 224 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 RMB1 to HK\$1.0983, being the average exchange rate between Hong Kong dollars and Renminbi as announced by the People's Bank of China for the week immediately preceding the date of the announcement of the dividend. Accordingly, the amount of the 2023 final dividend payable per H Share is approximately HK\$0.8227 (including tax). The 2023 final dividend for the H Shares is expected to be paid on Thursday, 18 July 2024.

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 Thursday, 18 July 2024 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 non-resident 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 2023 final dividends to non-resident enterprise shareholders whose names appear on the register of holders of H Shares on Friday, 21 June 2024. But the Company has no obligation to withhold and pay such enterprise income tax when distributing the 2023 final dividends to the resident enterprise shareholders whose names appeared on the register of holders of H Shares on Friday, 21 June 2024. A resident enterprise (with the same meaning as those 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 Friday, 14 June 2024 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 2023 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 Friday, 21 June 2024, 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 the 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 2023 final dividend for the holders of A Shares of the Company will be made in due course.

## **8. 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 May 2024:

- (a) the resolution announcement of 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, 30 May 2024

*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. Chen Yajin, Mr. Huang Min, Mr. Wong Lung Tak Patrick and Ms. Sun Baoqing as independent non-executive directors.*