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廣州白雲山医药集团股份有限公司

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 SECOND EXTRAORDINARY GENERAL MEETING
IN 2024 HELD ON 27 SEPTEMBER 2024; AND
(2) PAYMENT OF INTERIM DIVIDEND FOR THE SIX MONTHS ENDED
30 JUNE 2024**

The Board is pleased to announce that the EGM was held on Friday, 27 September 2024 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 second extraordinary general meeting in 2024 (the “**EGM**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 5 September 2024; and (ii) the circular of the EGM dated 6 September 2024 (the “**Circular**”). Capitalized terms used in this announcement have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that the EGM was held on Friday, 27 September 2024 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

- No resolution was rejected at the EGM.

1. INTRODUCTION

- (a) The EGM was held on Friday, 27 September 2024 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 and acting as chairperson of the Board. The Company has 9 directors, 8 of whom were present at the EGM. Ms. Sun Baoqing (an independent non-executive director) was unable to attend the EGM due to business reason. The Company has 3 supervisors, all of whom were present at the EGM. Ms. Huang Xuezhen, the secretary to the Board, was present at the EGM.

Members of the senior and middle management team 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 and the Articles of Association of the Company (the “**Articles of Association**”).

- (c) As at 23 September 2024 (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

2.1 Attendance at the EGM

As at the Registration Date, (i) the Company did not hold any treasury shares (including any treasury shares held or deposited with the Central Clearing and Settlement System) and (ii) 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 online voting	1,035
Including: total number of holders of A Shares	1,034
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) or by way of online voting	896,225,377
Including: total number of voting A Shares	833,903,446
total number of voting H Shares	62,321,931
Percentage of the total number of voting shares held by Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of online voting to the total number of issued shares	55.125499
Including: percentage of the total number of voting A Shares	51.292169
percentage of the total number of voting H Shares	3.833330

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

2.2 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 (%)						
		For		Against		Abstained		Total
		Number	Percentage	Number	Percentage	Number	Percentage	Number
Special Resolution								
1	To consider and approve the resolution on proposed amendments to the Articles of Association of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited							
	A Shares	822,725,789	98.659598	10,681,295	1.280879	496,362	0.059523	833,903,446
	H Shares	12,598,325	20.214914	49,554,110	79.513118	169,496	0.271968	62,321,931
	Total	835,324,114	93.204693	60,235,405	6.721011	665,858	0.074296	896,225,377
Ordinary Resolutions								
2	To consider and approve the resolution on proposed amendments to The Rules of Procedures for Shareholders’ Meetings of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited							
	A Shares	831,127,005	99.667055	2,310,179	0.277032	466,262	0.055913	833,903,446
	H Shares	62,098,225	99.641048	223,706	0.358952	0	0.000000	62,321,931
	Total	893,225,230	99.665246	2,533,885	0.282729	466,262	0.052025	896,225,377
3	To consider and approve the resolution on proposed amendments to The Rules of Procedures for the Board of Directors of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited							
	A Shares	832,108,724	99.784781	1,337,160	0.160349	457,562	0.054870	833,903,446
	H Shares	62,321,931	100.000000	0	0.000000	0	0.000000	62,321,931
	Total	894,430,655	99.799747	1,337,160	0.149199	457,562	0.051054	896,225,377
4	To consider and approve the profit distribution plan for the first half of 2024 of the Company							
	A Shares	833,154,899	99.910236	637,985	0.076506	110,562	0.013258	833,903,446
	H Shares	62,321,931	100.000000	0	0.000000	0	0.000000	62,321,931
	Total	895,476,830	99.916478	637,985	0.071186	110,562	0.012336	896,225,377

As more than two-thirds of the votes from the shareholders (including their proxies) who were entitled to attend and vote at the EGM were casted in favour of the special resolution No. 1 set out above, the special resolution was passed at the EGM.

As more than one half of the votes from the shareholders (including their proxies) who were entitled to attend and vote at the EGM were cast in favor of the ordinary resolutions No.2 to No.4 set out above, those ordinary resolutions were passed at the EGM.

Reference is made to the poll results announcement of the Company dated 30 May 2024. As disclosed in the announcement, given that some of the proposed amendments to The Rules of Procedures for Supervisory Committee were made based on the proposed amendments to the Articles of Association, the resolution on the proposed amendments to The Rules of Procedures for Supervisory Committee, which was proposed and approved by the Shareholders at the 2023 annual meeting, is conditional on the passing by the Shareholders of the relevant resolution approving the amendments to the Articles of Association. Since the resolution on proposed amendments to the Articles of Association was considered and passed at the EGM, the resolution on the proposed amendments to The Rules of Procedures for Supervisory Committee which was proposed and approved by the Shareholders at the 2023 annual meeting shall take effect from the date of this announcement. In addition, as stated above, as the resolution Nos. 1, 2 and 3 (inclusive) were also passed at the EGM, the amended Articles of Association and the amended Rules of Procedures for Shareholders' Meetings and the amended Rules of Procedure for the Board of Directors annexed to the Articles of Association are duly effective as from the date of this announcement.

3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Computershare Hong Kong Investor Services Limited, the lawyer of the Company, representatives of Shareholders and Supervisors served as the scrutineer at the meeting for the purpose of vote-taking.

The EGM was witnessed by Mr. Liu Zifeng 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 EGM complied with the relevant provisions of laws, regulations and the Articles of Association, the eligibilities of the persons convening and attending the meeting were lawful and valid, the voting procedures complied with the relevant provisions of laws, regulations and the Articles of Association, and the voting results of the EGM were lawful and valid.

4. IMPORTANT NOTICE ON THE PAYMENT OF 2024 INTERIM DIVIDEND

The Company announces the following in relation to the payment of interim dividend for the six months ended 30 June 2024 ("**2024 interim dividend**"):

- (a) The register of members of the Company will be closed from Thursday, 17 October 2024 to Wednesday, 23 October 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 Wednesday, 23 October 2024 will be entitled to 2024 interim dividend. In order to be entitled to the 2024 interim 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 Wednesday, 16 October 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 Wednesday, 23 October 2024 will be entitled to the 2024 interim dividend. According to 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\$1.1054, being the average exchange rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week immediately preceding the date of the EGM. Accordingly, the amount of the 2024 interim dividend payable per H Share is approximately HK\$0.4422 (including tax). The 2024 interim dividend for the H Shares is expected to be paid on Friday, 15 November 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 dividends to CSDC on Friday, 15 November 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 2024 interim dividend to non-resident enterprise shareholders whose names appear on the register of holders of H Shares on Wednesday, 23 October 2024. But the Company has no obligation to withhold and pay such enterprise income tax when distributing the 2024 interim dividend to the resident enterprise shareholders whose names appeared on the register of holders of H Shares on Wednesday, 23 October 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 Wednesday, 16 October 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 dividends (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 2024 interim dividend is to be distributed to the holders of H Shares whose names appeared on the register of holders of H Shares as at Wednesday, 23 October 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 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 2024 interim dividend for the holders of A Shares of the Company will be made in due course.

5. 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 27 September 2024:

- (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, 27 September 2024

As at the date of this announcement, the Board comprises Mr. Yang Jun, Ms. Cheng Ning, Ms. Liu Juyan, 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.