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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: 00874)

**(1) POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING
HELD ON 3 JUNE 2025; AND
(2) DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED
31 DECEMBER 2024**

The Board is pleased to announce that the AGM was held on Tuesday, 3 June 2025, and all resolutions put forward for consideration and approval by Shareholders were duly passed, following a poll conducted among the Shareholders entitled to attend and vote at the AGM.

References are made to (i) the notice of the 2024 annual general meeting (the “**AGM**”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”), dated 12 May 2025; and (ii) the circular of the AGM, also dated 12 May 2025 (the “**Circular**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that the AGM was held on Tuesday, 3 June 2025, and all resolutions put forward for consideration and approval by Shareholders were duly passed, following a poll conducted among the Shareholders entitled to attend and vote at the AGM.

1. INTRODUCTION

- (a) The AGM was held on Tuesday, 3 June 2025 at the Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC.
- (b) The AGM was convened by the Board and chaired by Mr. Li Xiaojun, the chairperson of the Board. A total of eight Directors were present, along with all three Supervisors of the Company. Ms. Huang Xuezheng, the secretary to the Board, was present at the AGM. Members of the middle and senior management, the attesting lawyers, auditors and the scrutineer for the vote-taking were present at the AGM. The AGM was conducted in full 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 28 May 2025 (the “**Record Date**”), the date set for determining Shareholders’ eligibility to attend and vote at the AGM, (i) the Company had 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 shares in issue, and 219,900,000 shares were H Shares, representing approximately 13.53% of the total shares in issue; (ii) the Company did not hold any treasury shares.

2. ATTENDANCE AT THE AGM AND THE POLL RESULTS

2.1 Attendance at the AGM

As at the Record Date, the Company had a total number of 1,625,790,949 shares in issue. None of the holders of securities of the Company were required, under the Listing Rules of HKEX, to abstain from voting at the AGM. Accordingly, the total number of shares entitling Shareholders to attend the AGM and vote on the resolutions put forward was 1,625,790,949 shares.

Number of Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of online voting	869
Including: total number of holders of A Shares	865
total number of holders of H Shares	4
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	859,526,731
Including: total number of voting A Shares	837,386,878
total number of voting H Shares	22,139,853
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 (%)	52.868220
Including: percentage of the total number of voting A Shares (%)	51.506430
percentage of the total number of voting H Shares (%)	1.361790

So far as is known to the Company, there were no shares entitling the Shareholder 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 proposed at the AGM.

2.2 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						
		For		Against		Abstained		Total
		Number	Percentage (%)	Number	Percentage (%)	Number	Percentage (%)	Number
Ordinary Resolutions								
1.	Annual Report and its summary of the Company for year 2024							
	A Shares	836,269,537	99.866568	869,645	0.103852	247,696	0.029580	837,386,878
	H Shares	21,826,524	98.584774	251,769	1.137175	61,560	0.278051	22,139,853
	Total	858,096,061	99.833551	1,121,414	0.130469	309,256	0.035980	859,526,731
2.	Report of the Board for year 2024							
	A Shares	836,206,337	99.859021	789,745	0.094310	390,796	0.046669	837,386,878
	H Shares	21,826,524	98.584774	251,769	1.137175	61,560	0.278051	22,139,853
	Total	858,032,861	99.826199	1,041,514	0.121173	452,356	0.052628	859,526,731
3.	Report of the supervisory committee of the Company for year 2024							
	A Shares	836,241,837	99.863260	778,345	0.092949	366,696	0.043791	837,386,878
	H Shares	21,826,524	98.584774	251,769	1.137175	61,560	0.278051	22,139,853
	Total	858,068,361	99.830329	1,030,114	0.119846	428,256	0.049825	859,526,731
4.	Financial report of the Company for year 2024							
	A Shares	836,212,337	99.859737	777,045	0.092794	397,496	0.047469	837,386,878
	H Shares	21,892,293	98.881835	186,000	0.840114	61,560	0.278051	22,139,853
	Total	858,104,630	99.834548	963,045	0.112044	459,056	0.053408	859,526,731
5.	Auditors' report of the Company for year 2024							
	A Shares	836,256,937	99.865063	755,945	0.090275	373,996	0.044662	837,386,878
	H Shares	21,892,293	98.881835	186,000	0.840114	61,560	0.278051	22,139,853
	Total	858,149,230	99.839737	941,945	0.109589	435,556	0.050674	859,526,731
6.	Proposal on the 2024 profit distribution plan and 2025 interim cash dividend arrangement of the Company							
	A Shares	836,480,723	99.891788	701,845	0.083813	204,310	0.024399	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,573,576	99.889107	701,845	0.081655	251,310	0.029238	859,526,731
7.	Proposal on the operational targets and annual budget of the Company for year 2025							
	A Shares	826,562,422	98.707353	10,624,146	1.268726	200,310	0.023921	837,386,878
	H Shares	7,929,294	35.814574	14,163,559	63.973139	47,000	0.212287	22,139,853
	Total	834,491,716	97.087349	24,787,705	2.883878	247,310	0.028773	859,526,731
8.	Resolutions on the emoluments to be paid to the directors of the ninth session of the Board for year 2025							
8.1	Resolution on the emoluments to be paid to Mr. Li Xiaojun (the Chairperson of the Board) for year 2025							
	A Shares	836,204,503	99.858802	986,765	0.117838	195,610	0.023360	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,297,356	99.856971	986,765	0.114803	242,610	0.028226	859,526,731

8.2	Resolution on the emoluments to be paid to Mr. Yang Jun (the Vice Chairperson of the Board) for year 2025							
	A Shares	835,991,903	99.833413	996,565	0.119009	398,410	0.047578	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,084,756	99.832236	996,565	0.115944	445,410	0.051820	859,526,731
8.3	Resolution on the emoluments to be paid to Ms. Cheng Ning (the Vice Chairperson of the Board) for year 2025							
	A Shares	835,961,803	99.829819	1,023,165	0.122185	401,910	0.047996	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,054,656	99.828734	1,023,165	0.119038	448,910	0.052228	859,526,731
8.4	Resolution on the emoluments to be paid to Mr. Li Hong (an executive director) for year 2025							
	A Shares	835,595,303	99.786052	1,386,165	0.165534	405,410	0.048414	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	857,688,156	99.786094	1,386,165	0.161271	452,410	0.052635	859,526,731
8.5	Resolution on the emoluments to be paid to Ms. Liu Juyan (a former executive director) for year 2025							
	A Shares	835,951,503	99.828589	1,023,665	0.122245	411,710	0.049166	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,044,356	99.827536	1,023,665	0.119096	458,710	0.053368	859,526,731
8.6	Resolution on the emoluments to be paid to Mr. Wu Changhai (a former executive director) for year 2025							
	A Shares	835,941,503	99.827395	1,030,065	0.123009	415,310	0.049596	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,034,356	99.826372	1,030,065	0.119841	462,310	0.053787	859,526,731
8.7	Resolution on the emoluments to be paid to Mr. Chen Yajin (an independent non-executive director) for year 2025							
	A Shares	835,956,503	99.829186	976,965	0.116668	453,410	0.054146	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,049,356	99.828118	976,965	0.113663	500,410	0.058219	859,526,731
8.8	Resolution on the emoluments to be paid to Mr. Huang Min (an independent non-executive director) for year 2025							
	A Shares	835,951,503	99.828589	979,465	0.116967	455,910	0.054444	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,044,356	99.827536	979,465	0.113954	502,910	0.058510	859,526,731
8.9	Resolution on the emoluments to be paid to Mr. Wong Lung Tak Patrick (an independent non-executive director) for year 2025							
	A Shares	835,949,103	99.828302	992,365	0.118508	445,410	0.053190	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,041,956	99.827257	992,365	0.115454	492,410	0.057289	859,526,731
8.10	Resolution on the emoluments to be paid to Ms. Sun Baoqing (an independent non-executive director) for year 2025							
	A Shares	835,965,703	99.830285	969,765	0.115808	451,410	0.053907	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,058,556	99.829188	969,765	0.112825	498,410	0.057987	859,526,731
9.	Resolutions on the emoluments to be paid to the supervisors of the ninth session of the supervisory committee of the Company for year 2025							
9.1	Resolution on the emoluments to be paid to Ms. Liu Lan (the Chairperson of the supervisory committee) for year 2025							
	A Shares	835,946,805	99.828028	1,013,563	0.121039	426,510	0.050933	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,039,658	99.826989	1,013,563	0.117921	473,510	0.055090	859,526,731

9.2	Resolution on the emoluments to be paid to Mr. Cheng Jinyuan (a supervisor) for year 2025							
	A Shares	835,964,305	99.830118	973,563	0.116262	449,010	0.053620	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,057,158	99.829025	973,563	0.113268	496,010	0.057707	859,526,731
9.3	Resolution on the emoluments to be paid to Mr. Jian Huidong (a supervisor) for year 2025							
	A Shares	835,972,303	99.831073	973,663	0.116274	440,912	0.052653	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,065,156	99.829956	973,663	0.113279	487,912	0.056765	859,526,731
10.	Resolution on the application for omnibus credit lines by the Company and its subsidiaries from financial institutions							
	A Shares	835,159,375	99.733994	1,927,468	0.230176	300,035	0.035830	837,386,878
	H Shares	21,639,384	97.739511	468,469	2.115953	32,000	0.144536	22,139,853
	Total	856,798,759	99.682619	2,395,937	0.278751	332,035	0.038630	859,526,731
11.	Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the auditor of the Company for year 2025							
	A Shares	835,993,455	99.833599	1,184,688	0.141474	208,735	0.024927	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,086,308	99.832417	1,184,688	0.137830	255,735	0.029753	859,526,731
12.	Resolution on the re-appointment of WUYIGE Certified Public Accountants LLP as the internal control auditor of the Company for year 2025							
	A Shares	835,963,255	99.829992	1,185,188	0.141534	238,435	0.028474	837,386,878
	H Shares	22,092,853	99.787713	0	0.000000	47,000	0.212287	22,139,853
	Total	858,056,108	99.828903	1,185,188	0.137889	285,435	0.033208	859,526,731
Ordinary Resolutions with the Adoption of Cumulative Voting								
13.	The resolutions on the election of executive directors of the Company				Number of Votes	Percentage of votes cast for each candidate relative to the total number of valid votes at the AGM (%)		
13.1	Resolution on the election of Mr. Cheng Hongjin as an executive director of the ninth session of the Board of the Company and the emoluments to be paid to him for year 2025				854,278,778	99.389437		
13.2	Resolution on the election of Mr. Tang Heping as an executive director of the ninth session of the Board of the Company and the emoluments to be paid to him for year 2025				854,136,027	99.372829		

As more than one half of the votes cast by the Shareholders (including their proxies) entitled to attend and vote at the AGM were in favor of the ordinary resolutions No.1 to No.13 as set out above, these ordinary resolutions were passed at the AGM. Each sub-resolution of ordinary resolution No.13 was voted on using cumulative voting. Details of the cumulative voting were set out in the proxy form for the AGM.

3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Computershare Hong Kong Investor Services Limited, along with the Company's lawyers, and representatives of Shareholders and Supervisors, served as scrutineers at the AGM for the purpose of vote-taking.

The AGM was witnessed by Mr. Liu Zifeng and Ms. Zeng Si, lawyers from Zhong Lun (Guangzhou) Law Firm, who issued a legal opinion confirming that the procedures for convening and holding of the AGM complied with the relevant provisions of laws, regulations as well as the Articles of Association and the Rules of Procedures for Shareholders' Meetings, the eligibilities of the persons convening and attending the meeting were lawful and valid, the voting procedures and voting result complied with the relevant provisions of laws, regulations as well as the Articles of Association and the Rules of Procedures for Shareholders' Meetings, and the resolutions passed at the AGM were lawful and valid.

4. APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Cheng Hongjin and Mr. Tang Heping have been elected as executive Directors of the ninth session of the Board of the Company. Their terms of office will commence from the date of such approval and end upon the expiry of the tenure of the ninth session of the Board.

For biographical details of Mr. Cheng Hongjin and Mr. Tang Heping, as well as other information required to be disclosed under Rule 13.51(2) of the Listing Rules of HKEX, please refer to the Circular. As of the date of this announcement, there have not been any changes to such information.

5. IMPORTANT NOTICE ON THE DISTRIBUTION OF 2024 FINAL DIVIDEND

The resolution regarding the distribution plan of final dividend for the year of 2024 has been approved at the AGM. The Company will distribute a final dividend of RMB0.40 per share (tax inclusive) for the year of 2024 (the "**2024 final dividend**"). The distribution arrangements of 2024 final dividend are set out as follow:

- (a) The register of members of the Company will be closed from Wednesday, 18 June 2025 to Monday, 23 June 2025 (both dates 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 Monday, 23 June 2025 will be entitled to 2024 final dividend. In order to be entitled to the 2024 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 Computershare Hong Kong Investor Services 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 Tuesday, 17 June 2025.

- (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 Monday, 23 June 2025 will be entitled to the 2024 final 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\$1.0904, 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 AGM. Accordingly, the amount of the 2024 final dividend payable per H Share is approximately HK\$0.4362 (including tax). The 2024 final dividend for the H Shares is expected to be paid on Friday, 18 July 2025.

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, 18 July 2025 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 nonresident 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 final dividend to non-resident enterprise shareholders whose names appear on the register of holders of H Shares on Monday, 23 June 2025. However, the Company has no obligation to withhold and pay such enterprise income tax when distributing the 2024 final dividend to the resident enterprise shareholders whose names appeared on the register of holders of H Shares on Monday, 23 June 2025. 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 Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 17 June 2025 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 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 Monday, 23 June 2025, 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 final dividend for the holders of A Shares of the Company will be made in due course.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 3 June 2025

As at the date of this announcement, the Board comprises Mr. Li Xiaojun, Mr. Yang Jun, Ms. Cheng Ning, Mr. Cheng Hongjin, Mr. Tang Heping 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.