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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

- (1) THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016;**
- (2) THE FIRST CLASS MEETING OF HOLDERS OF H SHARES IN 2016;**
- AND**
- (3) THE FIRST CLASS MEETING OF HOLDERS OF A SHARES IN 2016
HELD ON 10 MARCH 2016**

The Board is pleased to announce that the EGM, the H Share Class Meeting and the A Share Class Meeting were held on 10 March 2016 (Thursday) and all the resolutions as set out in the notices of the EGM, the H Share Class Meeting 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 EGM, the H Share Class Meeting and the A Share Class Meeting respectively.

References are made to (i) the notices of the EGM, the H Share Class Meeting and the A Share Class Meeting of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”), all dated 18 January 2016; and (ii) the circular of the Company dated 16 February 2016 (the “**Circular**”) in relation to the Extension Resolutions. 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, the H Share Class Meeting and the A Share Class Meeting were held on 10 March 2016 (Thursday) and all the resolutions as set out in the notices of the EGM, the H Share Class Meeting 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 EGM, the H Share Class Meeting and the A Share Class Meeting respectively.

IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the EGM, the H Share Class Meeting and the A Share Class Meeting.
- There was no new motion proposed at the EGM, the H Share Class Meeting and the A Share Class Meeting.

1. INTRODUCTION

- (a) The EGM, the H Share Class Meeting and the A Share Class Meeting (collectively, the “**Meetings**”) were held on 10 March 2016 (Thursday) 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 chairman of the Board. Certain Directors, supervisors and senior management of the Company together with the attesting lawyers 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 5 February 2016 (the “**Record Date**”), being the date for determining (i) the Shareholders’ entitlement to attend and vote at the EGM; (ii) the H Share Shareholders’ entitlement to attend and vote at the H Share Class Meeting; and (iii) the A Share Shareholders’ entitlement to attend and vote at the A Share Class Meeting, there were a total of 1,291,079,250 Shares in issue, of which 1,071,179,250 Shares were A Shares, representing approximately 82.97% of the total number of Shares in issue, and 219,900,000 Shares were H Shares, representing approximately 17.03% of the total number of Shares in issue.

2. ATTENDANCE AT THE EGM AND THE POLL RESULTS

Attendance at the EGM

As at the Record Date, the total number of Shares in issue was 1,291,079,250 Shares.

As contemplated by the Circular, GPHL, being one of the Subscribers who has a material interest in the Proposed Placing, and its associates (who held 583,966,636 Shares in aggregate, all being A Shares, representing approximately 45.23% of the total number of Shares in issue, as at the Record Date) shall abstain from voting on all the resolutions at the EGM. In addition, the Concert Group and their respective parties acting in concert and associates and any Shareholders who are interested in or involved in the Proposed Placing (who held 583,966,636

Shares in aggregate, all being A Shares, representing approximately 45.23% of the total number of Shares in issue, as at the Record Date) shall abstain from voting on all the resolutions at the EGM.

Related Shareholders under the PRC laws and regulations (being GPHL) shall abstain from voting on all the resolutions at the EGM for the purposes of the applicable PRC laws and regulations.

The total number of Shares entitling the Shareholders to attend and vote on all the resolutions at the EGM was 707,112,614 Shares, representing approximately 54.77% of the total number of Shares in issue, as at the Record Date.

Number of Shareholders who attended the meeting on-site	57
(whether in person or by proxies) or by way of network voting	
Including: total number of A Share Shareholders	54
total number of H Share Shareholders	3
Total number of voting Shares	635,842,621
Including: total number of voting A Shares	610,671,251
total number of voting H Shares	25,171,370
Percentage of the total number of voting Shares to the total number of issued Shares	49.25%
Including: percentage of the total number of voting A Shares	47.30%
percentage of the total number of voting H Shares	1.95%

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 Hong Kong Listing Rules.

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
		For	Against	Abstained	Total	Resolution was passed or not
Special Resolution						
1	Resolution on the extension of the effective period of the Shareholders' resolutions for the non-public issue of A Shares of the Company					
	A Shares	26,277,131 (98.40%)	427,475 (1.60%)	9 (0.00%)	26,704,615 (100.00%)	Passed
	H Shares	23,906,650 (94.98%)	1,264,720 (5.02%)	0 (0.00%)	25,171,370 (100.00%)	
	Total	50,183,781 (96.74%)	1,692,195 (3.26%)	9 (0.00%)	51,875,985 (100.00%)	
Ordinary Resolution						
2	Resolution on the extension of the effective period of conferring full powers on the Board and persons authorised by the Board to handle matters relating to the non-public issue of A Shares of the Company					
	A Shares	26,277,131 (98.40%)	427,475 (1.60%)	9 (0.00%)	26,704,615 (100.00%)	Passed
	H Shares	23,906,650 (94.98%)	1,264,720 (5.02%)	0 (0.00%)	25,171,370 (100.00%)	
	Total	50,183,781 (96.74%)	1,692,195 (3.26%)	9 (0.00%)	51,875,985 (100.00%)	

Note: The percentages shown are rounded to the nearest 2 decimal places. The numbers may not add up to 100% due to rounding.

The Concert Group and their respective parties acting in concert and associates and any Shareholders who are interested in or involved in the Proposed Placing had neither attended nor voted on any resolutions proposed at the EGM of which they were required to abstain from voting.

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 the special resolution no. 1 set out above, that special resolution was duly passed as a 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 the ordinary resolution no. 2 set out above, that ordinary resolution was duly passed as an ordinary resolution.

3. ATTENDANCE AT THE H SHARE CLASS MEETING AND THE POLL RESULTS

Attendance at the H Share Class Meeting

As at the Record Date, the total number of H Shares in issue was 219,900,000 H Shares.

As at the Record Date, the Concert Group and their respective parties acting in concert and associates did not hold any H Shares and, consequentially, were not entitled to attend, or vote on any resolution proposed at, the H Share Class Meeting. Accordingly, the total number of H Shares entitling the H Share Shareholders to attend and vote on the resolutions proposed at the H Share Class Meeting was 219,900,000 H Shares, representing 100% of the H Shares in issue on the Record Date.

Number of H Share Shareholders who attended the meeting on-site (whether in person or by proxies)	2
Total number of voting H Shares	25,537,319
Percentage of the total number of voting H Shares to the total number of issued H Shares	11.61%

There were no H Shares entitling the H Shareholders to attend the H Share Class Meeting and abstain from voting in favour of the resolutions put to vote at the H Share Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules.

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
Special Resolution						
1	Resolution on the extension of the effective period of the Shareholders' resolutions for the non-public issue of A Shares of the Company	24,272,599 (95.05%)	1,264,720 (4.95%)	0 (0.00%)	25,537,319 (100.00%)	Passed
Ordinary Resolution						
2	Resolution on the extension of the effective period of conferring full powers on the Board and persons authorised by the Board to handle matters relating to the non-public issue of A Shares of the Company	24,272,599 (95.05%)	1,264,720 (4.95%)	0 (0.00%)	25,537,319 (100.00%)	Passed

Note: The percentages shown are rounded to the nearest 2 decimal places. The numbers may not add up to 100% due to rounding.

As more than two thirds of the votes from the H Share Shareholders who were entitled to attend and vote at the H Share Class Meeting were casted in favour of the special resolution no. 1 set out above, that special resolution was duly passed as a special resolution.

As more than one half of the votes from the H Share Shareholders who were entitled to attend and vote at the H Share Class Meeting were casted in favour of the ordinary resolution no. 2 set out above, that ordinary resolution was duly passed as an ordinary resolution.

4. ATTENDANCE AT THE A SHARE CLASS MEETING AND THE POLL RESULTS

Attendance at the A Share Class Meeting

As at the Record Date, the total number of A Shares in issue was 1,071,179,250 A Shares.

As contemplated by the Circular, GPHL, being one of the Subscribers, who has a material interest in the Proposed Placing and its associates (who held 583,966,636 Shares in aggregate, all being A Shares, representing approximately 54.52% of the total number of A Shares in issue, as at the Record Date) shall abstain from voting on all the resolutions at the A Share Class Meeting. In addition, the Concert Group and their respective parties acting in concert and associates and any Shareholders who are interested in or involved in the Proposed Placing (who held 583,966,636 Shares in aggregate, all being A Shares, representing approximately 54.52% of the total number of A Shares in issue, as at the Record Date) shall abstain from voting on all the resolutions at the A Share Class Meeting.

Related Shareholders under the PRC laws and regulations (being GPHL) shall abstain from voting on all the resolutions at the A Share Class Meeting for the purposes of the applicable PRC laws and regulations.

The total number of A Shares entitling the A Share Shareholders to attend and vote on the relevant resolutions at the A Share Class Meeting was 487,212,614 A Shares, representing approximately 45.48% of the total number of A Shares in issue, as at the Record Date.

Number of A Share Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of network voting	55
Total number of voting A Shares	610,672,351
Percentage of the total number of voting A Shares to the total number of issued A Shares	57.01%

There were no A Shares entitling the A Share Shareholders to attend the A Share Class Meeting and abstain from voting in favour of the resolutions put to vote at the A Share Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules.

Poll results at 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
Special Resolution						
1	Resolution on the extension of the effective period of the Shareholders' resolutions for the non-public issue of A Shares of the Company	26,278,231 (98.40%)	427,475 (1.60%)	9 (0.00%)	26,705,715 (100.00%)	Passed
Ordinary Resolution						
2	Resolution on the extension of the effective period of conferring full powers on the Board and persons authorised by the Board to handle matters relating to the non-public issue of A Shares of the Company	26,278,231 (98.40%)	427,475 (1.60%)	9 (0.00%)	26,705,715 (100.00%)	Passed

Note: The percentages shown are rounded to the nearest 2 decimal places. The numbers may not add up to 100% due to rounding.

The Concert Group and their respective parties acting in concert and associates and any Shareholders who are interested in or involved in the Proposed Placing had neither attended nor voted on any resolutions proposed at the A Share Class Meeting of which they were required to abstain from voting.

As more than two thirds of the votes from the A Share Shareholders who were entitled to attend and vote at the A Share Class Meeting were casted in favour of the special resolution no. 1 set out above, that special resolution was duly passed as a special resolution.

As more than one half of the votes from the A Share Shareholders who were entitled to attend and vote at the A Share Class Meeting were casted in favour of the ordinary resolution no. 2 set out above, that ordinary resolution was duly passed as an ordinary resolution.

5. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Computershare Hong Kong Investor Services Limited served as the scrutineer at the Meetings for the purpose of vote-taking.

The Meetings were witnessed by Mr. Liu Zifeng and Mr. Jie Kai, the lawyers of Zhong Lun Law Firm, which issued its legal opinion confirming that the procedures for convening and holding of the Meetings complied with the provisions of the Companies Law and the Articles of Association, and the eligibilities of the persons attending the Meetings were lawful and valid. No new resolution was proposed by the Shareholders at the Meetings. The voting procedures at the Meetings complied with the PRC laws and regulations and the provisions of the Articles of Association. The resolutions passed at the Meetings were lawful and valid.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available on the website of the Shanghai Stock Exchange at www.sse.com.cn from 10 March 2016:

- (a) the resolutions passed at the EGM, the H Share Class Meeting and the A Share Class Meeting; and
- (b) the PRC legal opinions in relation to the EGM, the H Share Class Meeting and the A Share Class Meeting issued by the PRC legal advisers to the Company.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 10 March 2016

As at the date of this announcement, the Board comprises Mr. Li Chuyuan, Mr. Chen Mao, Ms. Liu Juyan, Ms. Cheng Ning, Mr. Ni Yidong, Mr. Wu Changhai and Mr. Wang Wenchu as executive directors, and Mr. Wong Lung Tak Patrick, Mr. Qiu Hongzhong, Mr. Chu Xiaoping and Mr. Jiang Wenqi as independent non-executive directors.