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廣州白雲山醫葯集團股份有限公司

GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS CO., LTD.

(a joint stock company with limited liability established in the People's Republic of China)

(H Share Stock Code: 0874)

**POLL RESULTS OF
THE FIRST EXTRAORDINARY GENERAL MEETING IN 2017
HELD ON 22 DECEMBER 2017**

The Board is pleased to announce that the EGM was held on 22 December 2017 (Friday) and all the resolutions proposed to the 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 EGM of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 6 November 2017; and (ii) the circular of the Company dated 6 November 2017 (the “**Circular**”). Capitalised terms used in this announcement have the same meanings as defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that the EGM was held on 22 December 2017 (Friday) and all the resolutions proposed to the Shareholders at the EGM were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the EGM.

IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the EGM.
- There was no new motion proposed at the EGM.

1. INTRODUCTION

- (a) The EGM was held on 22 December 2017 (Friday) 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. Chen Mao, the vice chairman of the Board. The Company has 10 Directors of which 4 were present at the EGM. Mr. Li Chuyuan and Ms. Liu Juyan, both executive Directors; Mr. Chu Xiaoping,

Mr. Jiang Wenqi, Mr. Wong Hin Wing and Ms. Wang Weihong, all being independent non-executive Directors, were unable to attend the EGM due to business reason. The Company has three Supervisors, all of which were present at the EGM. Ms. Huang Xuezheng, the secretary to the Board, was present at the EGM. Members of the senior management together with the attesting lawyers and the scrutineer for the vote-taking were present at the EGM. The EGM was held in compliance with the relevant provisions of the Companies Law of the PRC (the “**Companies Law**”) and the articles of association of the Company (the “**Articles of Association**”).

- (c) As at 21 November 2017 (the “**Registration Date**”), being the date for determining the Shareholders’ entitlement to attend and vote at the EGM, there were a total of 1,625,790,949 shares in issue, of which 1,405,890,949 shares were A Shares, representing approximately 86.47% of the total number of shares in issue, and 219,900,000 shares were H Shares, representing approximately 13.53% of the total number of shares in issue.

2. ATTENDANCE AT THE EGM AND THE POLL RESULTS

Attendance at the EGM

As at the Registration Date, the total number of shares in issue was 1,625,790,949 shares. The total number of shares entitling the Shareholders to attend and vote on all the resolutions at the EGM was 1,625,790,949 shares, representing approximately 100% of the total number of shares in issue, as at the Registration Date.

Number of Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of network voting	29
Including: total number of holders of A Shares	27
total number of holders of H Shares	2
Total number of voting Shares	936,134,217
Including: total number of voting A Shares	896,107,135
total number of voting H Shares	40,027,082
Percentage of the total number of voting Shares to the total number of issued Shares	57.58
Including: percentage of the total number of voting A Shares	55.12
percentage of the total number of voting H Shares	2.46

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 Rules Governing the Listing of Securities on the HKEx. No shareholder was required under the Rules Governing the Listing of Securities on the HKEx to abstain from voting on any resolution considered at the EGM.

Poll results of the EGM

The resolutions proposed at the EGM were put to vote by way of poll, the results of which were as follows:

No.	Resolutions	Total number of votes (%)				Voting results
		For	Against	Abstained	Total	Resolution was passed or not
Ordinary Resolutions						
1	Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2017					
	A Shares	896,106,535 (99.999933)	300 (0.000034)	300 (0.000033)	896,107,135 (100.00000)	Passed
	H Shares	40,027,082 (100.00000)	0 (0.000000)	0 (0.000000)	40,027,082 (100.00000)	
	Total	936,133,617 (99.999936)	300 (0.000032)	300 (0.000032)	936,134,217 (100.00000)	
2	Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors for the internal control of the Company for year 2017					
	A Shares	896,106,535 (99.999933)	300 (0.000034)	300 (0.000033)	896,107,135 (100.00000)	Passed
	H Shares	40,027,082 (100.00000)	0 (0.000000)	0 (0.000000)	40,027,082 (100.00000)	
	Total	936,133,617 (99.999936)	300 (0.000032)	300 (0.000032)	936,134,217 (100.00000)	
3	Resolution on the addition of new entities which may use part of the Placing Proceeds					
	A Shares	896,106,535 (99.999933)	300 (0.000034)	300 (0.000033)	896,107,135 (100.00000)	Passed
	H Shares	40,027,082 (100.00000)	0 (0.000000)	0 (0.000000)	40,027,082 (100.00000)	
	Total	936,133,617 (99.999936)	300 (0.000032)	300 (0.000032)	936,134,217 (100.00000)	

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

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 resolutions No.1 to No.3 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Hong Kong Registrars Limited served as the scrutineer at the EGM for the purpose of vote-taking.

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

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection on the website of the Shanghai Stock Exchange at www.sse.com.cn from 22 December 2017:

- (a) the resolutions passed at the EGM; and
- (b) the PRC legal opinion 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, 22 December 2017

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 and Mr. Wu Changhai as executive directors, and Mr. Chu Xiaoping, Mr. Jiang Wenqi, Mr. Wong Hin Wing and Ms. Wang Weihong as independent non-executive directors.