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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 2018
HELD ON 29 MARCH 2018**

The Board is pleased to announce that the EGM was held on 29 March 2018 (Thursday) 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 9 February 2018; and (ii) the circular of the Company dated 12 February 2018 (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 29 March 2018 (Thursday) 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 29 March 2018 (Thursday) 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. Li Chuyuan, the chairman of the Board. The Company has 10 Directors of whom 8 were present at the EGM. Mr. Ni Yidong (an executive Director) and Mr. Chu Xiaoping (an independent non-executive

Director) were unable to attend the EGM due to business reason. The Company has three supervisors of whom 1 was present at the EGM. Ms. Li Jinyun and Ms. Gao Yanzhu (supervisors) were unable to attend the EGM due to business reason. 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 26 February 2018 (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 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	31
Including: total number of holders of A Shares	29
total number of holders of H Shares	2
Total number of voting Shares	939,501,272
Including: total number of voting A Shares	895,289,809
total number of voting H Shares	44,211,463
Percentage of the total number of voting Shares to the total number of issued Shares	57.7874%
Including: percentage of the total number of voting A Shares	55.0680%
percentage of the total number of voting H Shares	2.7194%

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 Listing Rules. No shareholder was required under the Listing Rules 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	Resolution was passed or not
Ordinary Resolutions					
1	Resolution on the conformity of the significant transaction with the provisions of the relevant laws, regulations and policies				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
2	Resolution on the significant transaction not constituting a connected transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
3	Resolution on the conformity of the significant transaction with Rule 4 of the Regulations on standardizing several issues concerning the significant transactions of listed companies				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
4	Resolution on the implementation of the legal procedures, compliance, and the validity of the submission of legal documents regarding the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
5	Resolution on the independence of the valuer, the reasonableness of the appraisal assumptions, the relevance between the appraisal method and the purposes of the appraisal and the opinions on the fairness of the appraised value				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
6	Resolution on confirmation of the Audit Report and the Valuation Report for the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0(0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
7	Resolution on the current earnings per share of the Company will not be diluted as a result of completion of the transaction in relation to the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0(0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0(0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
Special Resolutions					
8	Resolution on the significant transaction proposal on an item-by-item basis				
8.1	The overall proposal for the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.2	The specific proposal for the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	43,985,463 (99.4888%)	0 (0.0000%)	226,000 (0.5112%)	
	Total	939,001,472 (99.9468%)	273,800 (0.0291%)	226,000 (0.0241%)	
8.2.1	The base date for valuation				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.2.2	Transaction manner and counterparties				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
8.2.3	The valuation of the target assets				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.2.4	Payment of the consideration for the acquisition				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.2.5	Put options				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.2.6	The allocation arrangement of the profit and loss for the target assets from the base date for valuation to completion date				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
8.2.7	Employees				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.3	Compensation scheme for earnings forecast				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
8.4	Validity period of the resolutions				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
9	Resolution on entering into the agreements relevant to the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
10	Resolution on the Report on the Material Acquisition of Assets of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited and its summary				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	
11	Resolution on granting full authority to the Board to deal with matters concerning the significant transaction				
	A Shares	895,016,009 (99.9694%)	273,800 (0.0306%)	0 (0.0000%)	Passed
	H Shares	44,035,463 (99.6019%)	0 (0.0000%)	176,000 (0.3981%)	
	Total	939,051,472 (99.9521%)	273,800 (0.0291%)	176,000 (0.0187%)	

Note: The percentages shown are rounded to the nearest four 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. 7 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

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 resolutions No. 8 to No. 11 set out above, those special resolutions were duly passed as special 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. Liu Zifeng 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 29 March 2018:

- (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, 29 March 2018

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.