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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 2019
HELD ON 28 MARCH 2019**

The Board is pleased to announce that the EGM was held on 28 March 2019 (Thursday) and all the resolutions as set out in the notice of 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 extraordinary general meeting (the “EGM”) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “Company”) dated 30 January 2019; and (ii) the circular of the Company dated 31 January 2019 (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 28 March 2019 (Thursday) and all the resolutions as set out in the notice of 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 28 March 2019 (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 Ms. Cheng Ning (an executive Director) who was appointed by the Board to chair the meeting in accordance with the articles of association of the Company (the “**Articles of Association**”) since both the chairman and vice-chairman of the Company were unable to attend the meeting in person. The Company has 11 Directors, of which 6 were present at the EGM. Mr. Li Chuyuan (an executive Director), Mr. Chen Mao (an executive Director), Mr. Ni Yidong (an executive Director), Mr. Wu Changhai (an executive Director) and Ms. Wang Weihong (an independent non-executive Director) were unable to attend the EGM. The Company has three supervisors, of which 1 was present at the EGM. Mr. Xian Jiaxiong (the chairman of the supervisory committee of the Company) and Ms. Li Jinyun (a supervisor) were unable to attend the EGM. Ms. Huang Xuezhen, the secretary to the Board, was present at the EGM. Members of the middle and senior management together with the financial advisers, auditors, valuer, 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.
- (c) As at 25 February 2019 (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	70
Including: total number of holders of A Shares	69
total number of holders of H Shares	1
Total number of voting shares	1,005,676,867
Including: total number of voting A Shares	932,215,838
total number of voting H Shares	73,461,029
Percentage of the total number of voting shares to the total number of issued shares	61.86%
Including: percentage of the total number of voting A Shares	57.34%
percentage of the total number of voting H Shares	4.52%

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	For		Against		Abstained		Total of the vote	Resolution was passed or not
		Number	Percentage	Number	Percentage	Number	Percentage	Number	
Ordinary Resolutions									
1	Resolution on the amounts of guarantees to be provided by Guangzhou Pharmaceutical Corporation, a subsidiary of the Company, to secure the bank loans for its wholly-owned subsidiaries								
	A Shares	932,090,438	99.9865	112,600	0.0121	12,800	0.0014	932,215,838	Passed
	H Shares	73,461,029	100.0000	0	0.0000	0	0.0000	73,461,029	
	Total	1,005,551,467	99.9875	112,600	0.0112	12,800	0.0013	1,005,676,867	
2	Resolution regarding the proposal on purchasing trademarks in cash and the relevant agreements and connected transactions								
	A Shares	199,069,487	99.5792	194,259	0.0972	646,989	0.3236	199,910,735	Passed
	H Shares	72,705,029	98.9709	0	0.0000	756,000	1.0291	73,461,029	
	Total	271,774,516	99.4157	194,259	0.0711	1,402,989	0.5132	273,371,764	
3	Resolution on the changes in use of proceeds from the fund raising of the Company								
	A Shares	198,908,246	99.4985	357,400	0.1788	645,089	0.3227	199,910,735	Passed
	H Shares	72,705,029	98.9709	0	0.0000	756,000	1.0291	73,461,029	
	Total	271,613,275	99.3567	357,400	0.1307	1,401,089	0.5125	273,371,764	
4	Resolution on the addition of new entities which may use part of the proceeds from the fund raising of the Company								
	A Shares	931,449,749	99.9178	121,000	0.0130	645,089	0.0692	932,215,838	Passed
	H Shares	72,705,029	98.9709	0	0.0000	756,000	1.0291	73,461,029	
	Total	1,004,154,778	99.8487	121,000	0.0120	1,401,089	0.1393	1,005,676,867	

Note: The percentages shown are rounded to the nearest 4 decimal places. The numbers may not add up to 100% due to rounding.

Under the applicable PRC rules and regulations (including the SSE Listing Rules), GPLH, being materially interested in resolutions No. 2 and 3, and its associates had abstained from voting on resolutions No. 2 and 3 as disclosed in the Circular.

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.4 set out above, those ordinary resolutions were duly passed as ordinary resolutions.

3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

Computershare Hong Kong Investor Services 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 Beijing Zhong Lun (Guangzhou) 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 28 March 2019:

- (a) the resolutions passed at 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, 28 March 2019

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. Li Hong 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.