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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 2015 ANNUAL GENERAL MEETING HELD ON 23 JUNE 2016**

The Board is pleased to announce that the AGM was held on 23 June 2016 (Thursday) and all the resolutions as set out in the notice of the AGM were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the AGM.

References are made to (i) the notice of the AGM of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 6 May 2016; and (ii) the circular of the Company dated 9 May 2016 (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 AGM was held on 23 June 2016 (Thursday) and all the resolutions as set out in the notice of the AGM were duly passed, by way of poll, by the Shareholders who were entitled to attend and vote at the AGM.

### **IMPORTANT NOTICE**

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

### **1. INTRODUCTION**

- (a) The AGM was held on 23 June 2016 (Thursday) 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 was 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 AGM. The AGM 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 24 May 2016 (the “**Registration Date**”), being the date for determining the Shareholders’ entitlement to attend and vote at the AGM, 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 AGM AND THE POLL RESULTS

### Attendance at the AGM

As at the Registration Date, the total number of Shares in issue was 1,291,079,250 Shares. The total number of Shares entitling the Shareholders to attend and vote on all the resolutions at the AGM was 1,291,079,250 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	18
Including: total number of holders of A Shares	16
total number of holders of H Shares	2
Total number of voting Shares	606,566,470
Including: total number of voting A Shares	588,899,178
total number of voting H Shares	17,667,292
Percentage of the total number of voting Shares to the total number of issued Shares	46.98
Including: percentage of the total number of voting A Shares	45.61
percentage of the total number of voting H Shares	1.37

There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favour of the resolutions put to vote at the AGM 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 AGM.

### 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 (%)				Voting results
		For	Against	Abstained	Total	Resolution was passed or not
<b>Ordinary Resolutions</b>						
1	Report of the Board for year 2015					
	A Shares	588,865,633 (99.99%)	30,745 (0.01%)	2,800 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,532,925 (99.99%)	30,745 (0.01%)	2,800 (0.00%)	606,566,470 (100.00%)	
2	Report of the supervisory committee of the Company for year 2015					
	A Shares	588,867,933 (99.99%)	30,745 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,535,225 (99.99%)	30,745 (0.01%)	2,800 (0.00%)	606,566,470 (100.00%)	
3	Financial reports of the Company for year 2015					
	A Shares	588,867,933 (99.99%)	30,745 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,535,225 (99.99%)	30,745 (0.01%)	2,800 (0.00%)	606,566,470 (100.00%)	
4	Auditors' reports of the Company for year 2015					
	A Shares	588,878,978 (100.00%)	19,700 (0.00%)	500 (0.00%)	588,899,178 (100%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,546,270 (100.00%)	19,700 (0.00%)	500 (0.00%)	606,566,470 (100.00%)	

No.	Resolutions	Total number of votes (%)				Voting results
		For	Against	Abstained	Total	Resolution was passed or not
5	Proposal on profit distribution and dividend payment of the Company for year 2015					
	A Shares	588,837,833 (99.99%)	60,845 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,505,125 (99.99%)	60,845 (0.01%)	500 (0.00%)	606,566,470 (100.00%)	
6	Operational targets and financial budget report of the Company for year 2016					
	A Shares	588,383,405 (99.91%)	512,973 (0.09%)	2,800 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	7,490,239 (42.40%)	10,177,053 (57.60%)	0 (0.00)	17,667,292 (100.00%)	
	Total	595,873,644 (98.24%)	10,690,026 (1.76%)	2,800 (0.00%)	606,566,470 (100.00%)	
7	Resolution on the total service emoluments to be paid to the directors of the Company for year 2016					
	A Shares	588,837,833 (99.99%)	60,845 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,505,125 (99.99%)	60,845 (0.01%)	500 (0.00%)	606,566,470 (100.00%)	
8	Resolution on the total service emoluments to be paid to the supervisors of the Company for year 2016					
	A Shares	588,837,833 (99.99%)	60,845 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,505,125 (99.99%)	60,845 (0.01%)	500 (0.00%)	606,566,470 (100.00%)	

No.	Resolutions	Total number of votes (%)				Voting results
		For	Against	Abstained	Total	Resolution was passed or not
9	Resolution on the amounts of guarantees to be provided by the Company to secure the bank loans for some of its subsidiaries					
	A Shares	588,846,433 (99.99%)	52,245 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,513,725 (99.99%)	52,245 (0.01%)	500 (0.00%)	606,566,470 (100.00%)	
10	Resolution on the application by the Company for general banking facilities not exceeding RMB2 billion					
	A Shares	588,848,733 (99.99%)	49,945 (0.01%)	500 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,602,788 (99.63%)	0 (0.00%)	64,504 (0.37%)	17,667,292 (100.00%)	
	Total	606,451,521 (99.98%)	49,945 (0.01%)	65,004 (0.01%)	606,566,470 (100.00%)	
11	Resolution on entrusted loans business between the Company and its subsidiaries					
	A Shares	588,685,964 (99.96%)	195,353 (0.03%)	17,861 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	1,957,500 (11.08%)	15,615,288 (88.39%)	94,504 (0.53%)	17,667,292 (100.00%)	
	Total	590,643,464 (97.37%)	15,810,641 (2.61%)	112,365 (0.02%)	606,566,470 (100.00%)	
12	Resolution on the prediction of daily connected transactions of year 2016					
	A Shares	4,871,197 (98.76%)	58,545 (1.19%)	2,800 (0.06%)	4,932,542 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	22,538,489 (99.73%)	58,545 (0.26%)	2,800 (0.01%)	22,599,834 (100.00%)	

No.	Resolutions	Total number of votes (%)				Voting results
		For	Against	Abstained	Total	Resolution was passed or not
13	Resolution on the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for year 2016					
	A Shares	588,846,433 (99.99%)	49,945 (0.01%)	2,800 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,513,725 (99.99%)	49,945 (0.01%)	2,800 (0.00%)	606,566,470 (100.00%)	
14	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 2016					
	A Shares	588,846,433 (99.99%)	49,945 (0.01%)	2,900 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,513,625 (99.99%)	49,945 (0.01%)	2,900 (0.00%)	606,566,470 (100.00%)	
15	Resolution on amendments to the rules of Procedure of Shareholders' Meetings of the Company					
	A Shares	588,676,764 (99.96%)	204,553 (0.03%)	17,861 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	7,806,680 (44.19%)	9,820,612 (55.59%)	40,000 (0.23%)	17,667,292 (100.00%)	
	Total	596,483,444 (98.34%)	10,025,165 (1.65%)	57,861 (0.01%)	606,566,470 (100.00%)	
16	Resolution on amendments to the rules of Procedure of the Board of Directors of the Company					
	A Shares	588,831,372 (99.99%)	49,945 (0.01%)	17,861 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,667,292 (100.00%)	0 (0.00%)	0 (0.00%)	17,667,292 (100.00%)	
	Total	606,498,664 (99.99%)	49,945 (0.01%)	17,861 (0.00%)	606,566,470 (100.00%)	

No.	Resolutions	Total number of votes (%)				Voting results
		For	Against	Abstained	Total	Resolution was passed or not
17	Resolution on amendments to the rules of Procedure of the Supervisory Committee of the Company					
	A Shares	588,831,372 (99.99%)	49,945 (0.01%)	17,861 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,629,992 (99.79%)	7,300 (0.04%)	30,000 (0.17%)	17,667,292 (100.00%)	
	Total	606,461,364 (99.98%)	57,245 (0.01%)	47,861 (0.01%)	606,566,470 (100.00%)	
<b>Special Resolutions</b>						
18	Resolution on the granting of a general mandate to the Board for issuing the new shares of the Company					
	A Shares	588,831,372 (99.99%)	65,006 (0.01%)	2,800 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,629,992 (99.79%)	7,300 (0.04%)	30,000 (0.17%)	17,667,292 (100.00%)	
	Total	606,461,364 (99.98%)	72,306 (0.01%)	32,800 (0.01%)	606,566,470 (100.00%)	
19	Resolution on amendments to the articles of association of the Company					
	A Shares	588,846,433 (99.99%)	49,945 (0.01%)	2,800 (0.00%)	588,899,178 (100.00%)	Passed
	H Shares	17,629,992 (99.79)	7,300 (0.04%)	30,000 (0.17%)	17,667,292 (100.00%)	
	Total	606,476,425 (99.99%)	57,245 (0.01%)	32,800 (0.01%)	606,566,470 (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.

As more than one half of the votes from the Shareholders who were entitled to attend and vote at the AGM were casted in favour of the ordinary resolutions No.1 to No.17 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 AGM were casted in favour of the special resolutions No.18 and No.19 set out above, those special resolutions were duly passed as special resolutions.

### **3. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER**

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

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

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn) from 23 June 2016:

- (a) the resolutions passed at the AGM; and
- (b) the PRC legal opinions in relation to the AGM issued by the PRC legal advisers to the Company.

The Board of  
**Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited**

Guangzhou, the PRC, 23 June 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.*