

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**INSIDE INFORMATION
POLL RESULTS OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015,
THE FIRST CLASS MEETING OF HOLDERS OF H SHARES OF 2015 AND
THE FIRST CLASS MEETING OF HOLDERS OF A SHARES OF 2015
HELD ON 13 MARCH 2015;
GRANT OF THE WHITEWASH WAIVER;
ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
RESUMPTION OF TRADING**

POLL RESULTS

The Board is pleased to announce that the EGM, the H Share Class Meeting and the A Share Class Meeting were held on 13 March 2015 (Friday) 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.

RESUMPTION OF TRADING

At the request of the Company, trading in the H Shares on the Hong Kong Stock Exchange has been halted from 9:00 a.m. on 16 March 2015 pending the release of this announcement. An application has been made by the Company to the Hong Kong Stock Exchange for the resumption of trading in the H Shares with effect from 9:00 a.m. on 18 March 2015.

This announcement is made by Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) pursuant to the inside information provisions under Part XIVA of the SFO and Rule 13.09(2)(a) of the Hong Kong Listing Rules.

Reference is made to (i) the announcements of the Company dated 12 January 2015, 2 February 2015 and 26 February 2015; (ii) the notices of the EGM, the H Share Class Meeting and the A Share Class Meeting of the Company, all dated 19 January 2015; and (iii) the circular of the Company dated 26 February 2015 (the “**Circular**”) in relation to, among other things, the Proposed Placing and the Whitewash Waiver. Capitalized terms used in this announcement have the same meanings as defined in the Circular unless the context otherwise requires.

Reference is also made to (i) the announcement of the Company dated 13 March 2015, pursuant to which it was announced that trading in the H Shares would be halted from 9:00 a.m. on 16 March 2015; and (ii) the announcement of the Company dated 16 March 2015, pursuant to which the Company provided an update on the poll results of the EGM, the H Share Class Meeting and the A Share Class Meeting (collectively, the “**Meetings**”) held on 13 March 2015 (the “**Meetings Date**”).

The Board is pleased to announce that the EGM, the H Share Class Meeting and the A Share Class Meeting were held on 13 March 2015 (Friday) 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 and those resolutions came into effect on the date of this announcement (the “**Effective Date**”).

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 Meetings were held on 13 March 2015 (Friday) 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.
- (c) As at 10 February 2015 (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 1,291,340,650 Shares in issue, of which 1,071,440,650 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 1,291,340,650 Shares. As contemplated by the Circular:

- (a) the Concert Group and their respective parties acting in concert and associates (who held 584,228,036 Shares in aggregate, all being A Shares, representing approximately 45.24% of the total number of Shares in issue as at the Record Date) shall abstain from voting on special resolutions Nos. (1) (including 1.01 to 1.11), (2), 3.01, 3.03 and 3.04 and ordinary resolutions Nos. (3), (9) and (10) at the EGM for the purposes of the Hong Kong Takeovers Code and/or the Hong Kong Listing Rules; and
- (b) the related Shareholders under the PRC laws and regulations (being GPLH) shall abstain from voting on special resolutions Nos. (1) (including 1.01 to 1.11), (2), 3.01, 3.02 and (5) and ordinary resolutions Nos. (2), (3), (4), (8), (9) and (10) for the purposes of the applicable PRC laws and regulations.

The total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM was 707,112,614 Shares, representing approximately 54.76% of the total number of Shares in issue as at the Record Date.

Number of Shareholders who attended the meeting on-site (whether in person or by proxies) or by way of network voting	206
Including: total number of A Share Shareholders	198
total number of H Share Shareholders	8
Including: total number of Shareholders participated in network voting	187
Total number of voting Shares	125,880,988
Including: total number of voting A Shares	80,321,002
total number of voting H Shares	45,559,986
Including: total number of voting Shares held by the Shareholders who participated in network voting	72,234,932
Percentage of the total number of voting Shares to the total number of issued Shares	9.75%
Including: percentage of the total number of voting A Shares	6.22%
percentage of the total number of voting H Shares	3.53%
Including: percentage of the total number of voting Shares held by the Shareholders who participated in network voting	5.59%

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	Resolution was passed or not
Special Resolutions					
(1)	Resolution on the proposal of non-public issue of A Shares of the Company				
1.01	Class and par value				
	A Shares	78,971,610 (98.32%)	579,567 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,490,938 (90.95%)	10,220,225 (8.12%)	1,169,825 (0.93%)	
1.02	Method and time				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,489,338 (90.95%)	10,221,825 (8.12%)	1,169,825 (0.93%)	
1.03	Subscribers				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,489,338 (90.95%)	10,221,825 (8.12%)	1,169,825 (0.93%)	
1.04	Method of subscription				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,489,338 (90.95%)	10,221,825 (8.12%)	1,169,825 (0.93%)	
1.05	Price and pricing principle				
	A Shares	78,949,110 (98.29%)	602,067 (0.75%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,468,438 (90.93%)	10,242,725 (8.14%)	1,169,825 (0.93%)	
1.06	Number of Shares to be issued				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	36,241,328 (79.55%)	8,533,868 (18.73%)	784,790 (1.72%)	
	Total	115,211,338 (91.53%)	9,115,035 (7.24%)	1,554,615 (1.23%)	
1.07	Lock-up period				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,489,338 (90.95%)	10,221,825 (8.12%)	1,169,825 (0.93%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
1.08	Fund raising size and use of proceeds				
	A Shares	78,953,910 (98.30%)	597,267 (0.74%)	769,825 (0.96%)	Passed
	H Shares	35,543,734 (78.02%)	9,616,252 (21.11%)	400,000 (0.88%)	
	Total	114,497,644 (90.96%)	10,213,519 (8.11%)	1,169,825 (0.93%)	
1.09	Arrangement of the accumulated undistributed profit				
	A Shares	78,952,410 (98.30%)	598,767 (0.75%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,471,738 (90.94%)	10,239,425 (8.13%)	1,169,825 (0.93%)	
1.10	Effective period of the shareholders' resolutions				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,489,338 (90.95%)	10,221,825 (8.12%)	1,169,825 (0.93%)	
1.11	Place of listing				
	A Shares	78,970,010 (98.32%)	581,167 (0.72%)	769,825 (0.96%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	114,489,338 (90.95%)	10,221,825 (8.12%)	1,169,825 (0.93%)	
(2)	Resolution on the plan of non-public issue of A Shares of the Company				
	A Shares	77,935,010 (97.03%)	581,167 (0.72%)	1,804,825 (2.25%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,454,338 (90.13%)	10,221,825 (8.12%)	2,204,825 (1.75%)	
(3)	Resolution on the conditional Subscription Agreements between the Company and specific investors relating to the non-public issue of A Shares				
3.01	Resolution on approving the GPLH Subscription Agreement				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	
3.02	Resolution on approving the Employee Scheme Subscription Agreement				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	
3.03	Resolution on approving the Subscription Agreement entered into between the Company and GZ Chengfa				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
3.04	Resolution on approving the Subscription Agreement entered into between the Company and GZ SOA Development				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	
3.05	Resolution on approving the Fund Subscription Agreement				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	
(4)	Resolution on granting the General Mandate				
	A Shares	77,932,610 (97.03%)	583,567 (0.73%)	1,804,825 (2.25%)	Passed
	H Shares	33,114,043 (72.68%)	12,045,943 (26.44%)	400,000 (0.88%)	
	Total	111,046,653 (88.22%)	12,629,510 (10.03%)	2,204,825 (1.75%)	
(5)	Resolution on amending the period of the performance of the undertaking of GPLH in relation to the injection of, inter alia, the “Wang Lao Ji” trademarks				
	A Shares	72,140,634 (89.82%)	3,121,442 (3.89%)	5,058,926 (6.30%)	Passed
	H Shares	44,437,986 (97.54%)	722,000 (1.58%)	400,000 (0.88%)	
	Total	116,578,620 (92.61%)	3,843,442 (3.05%)	5,458,926 (4.34%)	
(6)	Resolution on amendments to the Articles of Association				
	A Shares	74,677,109 (92.97%)	580,967 (0.72%)	5,062,926 (6.30%)	Passed
	H Shares	44,273,986 (97.18%)	722,000 (1.58%)	564,000 (1.24%)	
	Total	118,951,095 (94.49%)	1,302,967 (1.04%)	5,626,926 (4.47%)	
Ordinary Resolutions					
(1)	Resolution on the Company’s compliance with the conditions to the non-public issue of A Shares				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	
(2)	Resolution on “Employees Stock Ownership Scheme (2015) (Draft) of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (By Way of Subscribing Non-public Issue of A Shares)”				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,550,524 (78.03%)	9,609,462 (21.09%)	400,000 (0.88%)	
	Total	113,162,074 (89.90%)	10,188,029 (8.09%)	2,530,885 (2.01%)	
(3)	Resolution on the connected transaction relating to the non-public issue of A Shares of the Company				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,130,878 (89.87%)	10,219,225 (8.12%)	2,530,885 (2.01%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
(4)	Resolution on the feasibility report for the use of proceeds raised by the non-public issue of A Shares of the Company				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,543,734 (78.02%)	9,616,252 (21.11%)	400,000 (0.88%)	
	Total	113,155,284 (89.89%)	10,194,819 (8.10%)	2,530,885 (2.01%)	
(5)	Resolution on the report of use of proceeds raised in the previous fund raising of the Company				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	37,810,648 (82.99%)	7,349,338 (16.13%)	400,000 (0.88%)	
	Total	115,422,198 (91.69%)	7,927,905 (6.30%)	2,530,885 (2.01%)	
(6)	Resolution on the establishment of special saving account for proceeds raised by the Company				
	A Shares	77,611,550 (96.63%)	578,567 (0.72%)	2,130,885 (2.65%)	Passed
	H Shares	35,543,734 (78.02%)	9,616,252 (21.11%)	400,000 (0.88%)	
	Total	113,155,284 (89.89%)	10,194,819 (8.10%)	2,530,885 (2.01%)	
(7)	Resolution on formulation of management measures for proceeds raised by the Company				
	A Shares	77,935,010 (97.03%)	581,167 (0.72%)	1,804,825 (2.25%)	Passed
	H Shares	37,810,648 (82.99%)	7,349,338 (16.13%)	400,000 (0.88%)	
	Total	115,745,658 (91.95%)	7,930,505 (6.30%)	2,204,825 (1.75%)	
(8)	Resolution on waiving the obligations of GPLH and persons acting in concert from making an offer to increase their shareholdings in the Company pursuant to the relevant PRC takeover laws and regulations				
	A Shares	77,935,010 (97.03%)	581,167 (0.72%)	1,804,825 (2.25%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,454,338 (90.13%)	10,221,825 (8.12%)	2,204,825 (1.75%)	
(9)	Resolution on granting of the Whitewash Waiver pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Takeovers Code to GPLH and persons acting in concert from the obligation to make a general offer				
	A Shares	77,935,010 (97.03%)	581,167 (0.72%)	1,804,825 (2.25%)	Passed
	H Shares	35,519,328 (77.96%)	9,640,658 (21.16%)	400,000 (0.88%)	
	Total	113,454,338 (90.13%)	10,221,825 (8.12%)	2,204,825 (1.75%)	
(10)	Resolution on conferring full powers on the Board and persons authorized by the Board to handle matters relating to the non-public issue of A Shares with full authorization				
	A Shares	77,953,510 (97.05%)	562,667 (0.70%)	1,804,825 (2.25%)	Passed
	H Shares	35,543,734 (78.02%)	9,616,252 (21.11%)	400,000 (0.88%)	
	Total	113,497,244 (90.16%)	10,178,919 (8.09%)	2,204,825 (1.75%)	

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
(11)	Resolution on conferring full powers on the Board and persons authorized by the Board to handle matters relating to Employees Stock Ownership Scheme (2015)				Passed
	A Shares	75,000,569 (93.38%)	583,567 (0.73%)	4,736,866 (5.90%)	
	H Shares	35,543,734 (78.02%)	9,616,252 (21.11%)	400,000 (0.88%)	
	Total	110,544,303 (87.82%)	10,199,819 (8.10%)	5,136,866 (4.08%)	
(12)	Resolution on nominating independent non-executive director candidate of the Board of Directors (this resolution was conducted by cumulative voting)				
12.01	Nomination of Mr. Jiang Wenqi as a candidate for election as an independent non-executive director of the sixth session of the Board, whose term of office will be ended on the date on which the members of the new session of the Board are elected				Passed
	A Shares	37,209,478 (46.33%)	43,111,524 (53.67%)		
	H Shares	45,159,988 (99.12%)	399,998 (0.88%)		
	Total	82,369,464 (65.43%)	43,511,524 (34.57%)		
(13)	Resolution on amendments to the Rules of Procedures of the General Meetings of the Shareholders of the Company				Passed
	A Shares	75,000,569 (93.38%)	583,567 (0.73%)	4,736,866 (5.90%)	
	H Shares	43,615,072 (95.73%)	996,124 (2.19%)	948,790 (2.08%)	
	Total	118,615,641 (94.23%)	1,579,691 (1.25%)	5,685,656 (4.52%)	

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 had neither attended the EGM nor voted on any resolutions proposed at the EGM.

As more than two thirds of the votes from the Shareholders who were entitled to attend and vote at the EGM were cast in favour of the special resolutions set out above, those special resolutions were duly passed as special resolutions.

As more than one half of the votes from the Shareholders who were entitled to attend and vote at the EGM were cast in favour of the ordinary resolutions set out above, those ordinary resolutions were duly passed as ordinary resolutions.

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)	8
Total number of voting H Shares	42,839,586
Percentage of the total number of voting H Shares to the total number of issued H Shares	19.48%

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	Resolution was passed or not
Special Resolutions					
1	Resolution on the proposal of non-public issue of A Shares of the Company				
1.01	Class and par value	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.02	Method and time	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.03	Subscribers	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.04	Method of subscription	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.05	Price and pricing principle	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.06	Number of Shares to be issued	34,084,928 (79.56%)	7,969,868 (18.60%)	784,790 (1.83%)	Passed
1.07	Lock-up period	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.08	Fund raising size and use of proceeds	33,387,334 (77.94%)	9,052,252 (21.13%)	400,000 (0.93%)	Passed
1.09	Arrangement of the accumulated undistributed profit	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.10	Effective period of the shareholders' resolutions	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
1.11	Place of listing	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
2	Resolution on the plan of non-public issue of A Shares of the Company	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
3	Resolution on the conditional Subscription Agreements between the Company and specific investors relating to the non-public issue of A Shares				
3.01	Resolution on approving the GPLH Subscription Agreement	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
3.02	Resolution on approving the Employee Scheme Subscription Agreement	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
3.03	Resolution on approving the Subscription Agreement entered into between the Company and GZ Chengfa	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
3.04	Resolution on approving the Subscription Agreement entered into between the Company and GZ SOA Development	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
3.05	Resolution on approving the Fund Subscription Agreement	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
4	Resolution on granting the General Mandate	31,093,643 (72.58%)	11,345,943 (26.48%)	400,000 (0.93%)	Passed
Ordinary Resolutions					
1	Resolution on the connected transaction relating to the non-public issue of A Shares of the Company	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
2	Resolution on granting of the Whitewash Waiver pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Takeovers Code to GPLH and persons acting in concert from the obligation to make a general offer	33,362,928 (77.88%)	9,076,658 (21.19%)	400,000 (0.93%)	Passed
3	Resolution on conferring full powers on the Board and persons authorized by the Board to handle matters relating to the non-public issue of A Shares with full authorization	33,387,334 (77.94%)	9,052,252 (21.13%)	400,000 (0.93%)	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 cast in favour of the special resolutions set out above, those special resolutions were duly passed as special resolutions.

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 cast in favour of the ordinary resolutions set out above, those ordinary resolutions were duly passed as ordinary resolutions.

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 1,071,440,650 A Shares. As contemplated by the Circular:

- (a) the Concert Group and their respective parties acting in concert and associates (who held 584,228,036 A Shares in aggregate, representing approximately 54.53% of the total number of A Shares in issue as at the Record Date) shall abstain from voting on special resolutions Nos. 1 (including 1.01 to 1.11), 2, 3.01, 3.03 and 3.04 and ordinary resolutions Nos. 1, 2 and 3 at the A Share Class Meeting for the purposes of the Hong Kong Takeovers Code and/or the Hong Kong Listing Rules; and
- (b) the related Shareholders under the PRC laws and regulations (being GPLH) shall abstain from voting on special resolutions Nos. 1 (including 1.01 to 1.11), 2, 3.01 and 3.02 and ordinary resolutions Nos. 1, 2 and 3 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 resolutions proposed at the A Share Class Meeting was 487,212,614 A Shares, representing approximately 45.47% 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 way of proxies) or by way of network voting	198
Including: number of Shareholders participated in network voting	187
Total number of voting A Shares	80,321,002
Including: total number of voting A Shares held by the A Share Shareholders who participated in network voting	72,234,932
Percentage of the total number of voting A Shares to the total number of issued A Shares	6.74%

There were no A Shares entitling the A 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 of 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	Resolution was passed or not
Special Resolutions					
1	Resolution on the proposal of non-public issue of A Shares of the Company				
1.01	Class and par value	78,879,280 (98.21%)	579,567 (0.72%)	862,155 (1.07%)	Passed
1.02	Method and time	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
1.03	Subscribers	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
1.04	Method of subscription	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
1.05	Price and pricing principle	78,856,780 (98.18%)	602,067 (0.75%)	862,155 (1.07%)	Passed
1.06	Number of Shares to be issued	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
1.07	Lock-up period	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
1.08	Fund raising size and use of proceeds	78,861,580 (98.18%)	597,267 (0.74%)	862,155 (1.07%)	Passed
1.09	Arrangement of the accumulated undistributed profit	78,860,080 (98.18%)	598,767 (0.75%)	862,155 (1.07%)	Passed
1.10	Effective period of the shareholders' resolutions	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
1.11	Place of listing	78,877,680 (98.20%)	581,167 (0.72%)	862,155 (1.07%)	Passed
2	Resolution on the plan of non-public issue of A Shares of the Company	77,842,680 (96.91%)	581,167 (0.72%)	1,897,155 (2.36%)	Passed
3	Resolution on the conditional Subscription Agreements between the Company and specific investors relating to the non-public issue of A Shares				
3.01	Resolution on approving the GPLH Subscription Agreement	77,519,220 (96.51%)	578,567 (0.72%)	2,223,215 (2.77%)	Passed
3.02	Resolution on approving the Employee Scheme Subscription Agreement	77,519,220 (96.51%)	578,567 (0.72%)	2,223,215 (2.77%)	Passed
3.03	Resolution on approving the Subscription Agreement entered into between the Company and GZ Chengfa	77,519,220 (96.51%)	578,567 (0.72%)	2,223,215 (2.77%)	Passed
3.04	Resolution on approving the Subscription Agreement entered into between the Company and GZ SOA Development	77,519,220 (96.51%)	578,567 (0.72%)	2,223,215 (2.77%)	Passed
3.05	Resolution on approving the Fund Subscription Agreement	77,519,220 (96.51%)	578,567 (0.72%)	2,223,215 (2.77%)	Passed
4	Resolution on granting the General Mandate	77,840,280 (96.91%)	583,567 (0.73%)	1,897,155 (2.36%)	Passed

No.	Resolutions	Total number of votes (%)			Voting results
		For	Against	Abstained	Resolution was passed or not
Ordinary Resolutions					
1	Resolution on the connected transaction relating to the non-public issue of A Shares of the Company	77,519,220 (96.51%)	578,567 (0.73%)	2,223,215 (2.77%)	Passed
2	Resolution on granting of the Whitewash Waiver pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Takeovers Code to GPLH and persons acting in concert from the obligation to make a general offer	77,842,680 (96.91%)	581,167 (0.72%)	1,897,155 (2.36%)	Passed
3	Resolution on conferring full powers on the Board and persons authorized by the Board to handle matters relating to the non-public issue of A Shares with full authorization	77,861,180 (96.94%)	562,667 (0.70%)	1,897,155 (2.36%)	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 had neither attended the A Share Class Meeting nor voted on any resolutions proposed at the A Share Class Meeting.

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 cast in favour of the special resolutions set out above, those special resolutions were duly passed as special resolutions.

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 cast in favour of the ordinary resolutions set out above, those ordinary resolutions were duly passed as ordinary resolutions.

5. GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver, subject to (i) the issue of the new A Shares under the Proposed Placing being approved by the Independent Shareholders at the EGM, the Independent H Share Shareholders at the H Share Class Meeting and the Independent A Share Shareholders at the A Share Class Meeting by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by any member of the Concert Group and persons acting in concert with any of them between the announcement of the Company dated 12 January 2015 in relation to the Proposed Placing and the completion of the Proposed Placing. The issue of the new A Shares under the Proposed Placing and the Whitewash Waiver have been approved by the Independent Shareholders at the EGM, the Independent H Share Shareholders at the H Share Class Meeting and the Independent A Share Shareholders at the A Share Class Meeting by way of poll as set out in the sections headed “Poll results of the EGM”, “Poll results of the H Share Class Meeting” and “Poll results of the A Share Class Meeting” above.

6. EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the completion of the Proposed Placing (assuming GPLH is not required to take up any additional A Shares pursuant to the GPLH Undertaking and there is no change in the total issued share capital of the Company other than the issue of A Shares since the date of this announcement and up to completion of the Proposed Placing); and (iii) immediately after the completion of the Proposed Placing (assuming GPLH is required to take up all the additional A Shares pursuant to the GPLH Undertaking and there is no change in the total issued share capital of the Company other than the issue of A Shares since the date of this announcement and up to completion of the Proposed Placing):

Shareholders	(i) As at the date of this announcement		(ii) Immediately after the completion of the Proposed Placing (assuming GPLH is not required to take up any additional A Shares pursuant to the GPLH Undertaking)		(iii) Immediately after the completion of the Proposed Placing (assuming GPLH is required to take up all the additional A Shares pursuant to the GPLH Undertaking)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
A Shares						
The Concert Group						
GPLH	584,228,036	45.24	730,824,272	42.72	752,013,272	43.96
GZ SOA Development	–	–	125,838,926	7.36	125,838,926	7.36
GZ Chengfa	–	–	104,865,771	6.13	104,865,771	6.13
Sub-total	584,228,036	45.24	961,528,969	56.20	982,717,969	57.44
Other non-public A Share Shareholders						
The Employee Stock Trust	–	–	21,189,000	1.24	–	–
Public A Share Shareholders						
The Fund	–	–	20,973,154	1.23	20,973,154	1.23
Other public A Share Shareholders	487,212,614	37.73	487,212,614	28.48	487,212,614	28.48
Sub-total	487,212,614	37.73	508,185,768	29.70	508,185,768	29.70
Total number of A Shares	1,071,440,650	82.97	1,490,903,737	87.15	1,490,903,737	87.15
H Shares						
Public H Share Shareholders	219,900,000	17.03	219,900,000	12.85	219,900,000	12.85
Total number of Shares	1,291,340,650	100.00	1,710,803,737	100.00	1,710,803,737	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.

Shareholders and potential investors should be cautioned that the Proposed Placing is subject to the conditions precedent set out in the Circular and, therefore, the Proposed Placing may or may not proceed. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

7. ELECTION OF MR. JIANG WENQI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to an ordinary resolution passed at the EGM, Mr. Jiang Wenqi (“**Mr. Jiang**”) was elected as an independent non-executive Director with effect from the Effective Date. Set out below is the biographical details of Mr. Jiang.

Mr. Jiang, aged 57, is a master degree postgraduate, second-grade professor and tutor of Ph.D. students. Mr. Jiang graduated from medical science of Shanghai Medical University in 1982 and graduated as a master degree postgraduate of oncology of Sun Yat-sen University of Guangzhou in 1988. During 1988 to 2014, he was a physician, medical superintendent and the deputy head of medical department of the affiliated cancer hospital of Sun Yat-sen University of Guangzhou, and dean of the school of medicine of Shenzhen University. As at the date of this announcement, Mr. Jiang was the head of medical department of the cancer affiliated hospital of Sun Yat-sen University of Guangzhou, and deputy director of the institute of clinical pharmacology of Sun Yat-sen University. Mr. Jiang has comprehensive knowledge and understanding in the medical industry and health sectors.

According to the emoluments policy of the Company, the annual emoluments of the Directors (including the independent non-executive Directors) are proposed by the Board to the annual general meeting of the Company at which the Board will seek authorization to determine the amount of the emoluments and the method of payment for services of the Directors. Mr. Jiang will be entitled to emoluments to be determined by the Board in accordance with the authorization of the coming annual general meeting of the Company for year 2014 which is expected to be held in June 2015. For reference purpose, the remuneration of the existing independent non-executive Directors is an annual salary of RMB50,000 and an additional RMB30,000 annually for being a member or members of the committee(s) of the Board. The term of office of Mr. Jiang is commenced on the Effective Date and will be ended on the date on which members of the seventh session of the Board are elected. As at the date of this announcement, it is expected that the members of the seventh session of the Board will be elected at the annual general meeting of the Company to be held in 2018.

Mr. Jiang does not have any relationships with the Directors, senior management, substantial or controlling shareholders of the Company. Mr. Jiang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and had not held any directorships in other listed public companies in the past three years. There is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong

Listing Rules, nor is there any information relating to Mr. Jiang that needed to be brought to the attention of the Shareholders. Mr. Jiang has also become a member of each of the audit committee, the nomination and remuneration committee and the budget committee of the Board with effect from the Effective Date.

As contemplated by the announcement of the Company dated 24 December 2014, the resignation of Mr. Fang Shuting (“**Mr. Fang**”) as an independent non-executive Director came into effect on the Effective Date. Mr. Fang confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange. The Board would like to take this opportunity to express its sincere appreciation and gratitude to Mr. Fang for his efforts and contributions to the Company during his tenure of office.

8. PROCEEDINGS WITNESSED BY LAWYERS AND SCRUTINEER

BDO China Shu Lun Pan Certified Public Accountants LLP served as the scrutineer at the Meetings for the purpose of vote-taking.

The Meetings were witnessed by Mr. Zhang Xiao Yan and Mr. Liu Zi Feng, the lawyers of Zhong Lun Law Firm (Guangzhou Branch), 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.

9. 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 17 March 2015:

- (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.

10. RESUMPTION OF TRADING

At the request of the Company, trading in the H Shares on the Hong Kong Stock Exchange has been halted from 9:00 a.m. on 16 March 2015 pending the release of this announcement. An application has been made by the Company to the Hong Kong Stock Exchange for the resumption of trading in the H Shares with effect from 9:00 a.m. on 18 March 2015.

The Board of
Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited

Guangzhou, the PRC, 17 March 2015

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. Jiang Wenqi and Mr. Chu Xiaoping as independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.