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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)

## **PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES**

The Board is pleased to announce that, on 22 November 2022, the Board has approved the Proposed Registration and Issuance of Medium-term Notes, pursuant to which the Company proposes to apply to NAFMII for the registration and issuance of medium-term notes in the aggregate amount of not more than RMB3 billion.

The EGM will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Proposed Registration and Issuance of Medium-term Notes. A circular convening the EGM will be dispatched to the Shareholders in due course.

The completion of the Proposed Registration and Issuance of Medium-term Notes is subject to, among other things, the approval of NAFMII and may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

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The details of the Proposed Registration and Issuance of Medium-term Notes are set out below:

**Issuer:** The Company

**Registration size:** The aggregate amount of medium-term notes shall be not more than RMB3 billion, and the final size of issue is subject to the amount ascribed in the registration certificate to be issued by NAFMII and the actual funding needs of the Company.

<b>Term:</b>	The term shall be not more than 10 years. The specific term of the medium-term notes shall be determined based on the funding needs of the Company and the market conditions at the relevant time.
<b>Interest rate:</b>	The interest rate of each tranche of the medium-term notes shall be determined based on the then inter-bank bond market conditions, and is subject to the final results from the relevant book-building exercise.
<b>Target subscribers:</b>	Institutional investors in the inter-bank bond market of the PRC (excluding those in respect of which subscription is prohibited under PRC laws and regulations).
<b>Method of issuance:</b>	The issue will be completed in a single tranche or multiple tranches within the scope of registration amount in NAFMII and during the valid issue period, the specific method of issuance shall be determined based on the actual funding needs of the Company and the market conditions at the relevant time.
<b>Use of proceeds:</b>	The proceeds will be used for the business activities of the Company in compliance with the PRC laws and policies, including project construction, repayment of interest-bearing liabilities and supplement of working capital, etc.
<b>Validity period of the resolution:</b>	The resolution in relation to the Proposed Registration and Issuance of Medium-term Notes shall become effective from the date of its passing at the EGM, and shall remain valid for 36 months.
<b>Authorization:</b>	Pursuant to the relevant laws and regulations, the Articles of Association and the actual circumstances, the Company proposed to the general meeting to generally and unconditionally authorize the Board to decide the Proposed Registration and Issuance of Medium-term Notes. In order to simplify the procedures, the Company proposed to the general meeting to approve the Board to authorize the management of the Company to proceed with the issuance of medium-term notes of the Company according to the actual market conditions, including but not limited to determining the actual amount to be issued, interest rate, term, target subscribers and use of proceeds, cancel all/part of the registration quota as required, cancellation of the issuance and other issues, and to authorize the chairman of the Board of the Company to execute relevant documents within the limit approved by the Shareholders.

The Proposed Registration and Issuance of Medium-term Notes shall be submitted to the relevant PRC regulatory authorities and subject to the approval of NAFMII after being approved by the Shareholders at the EGM.

## **REASONS FOR AND BENEFITS OF THE PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES**

The Board is of the view that the Proposed Registration and Issuance of Medium-term Notes will help to meet the needs of the Company's business development, broaden financing channels, reduce financing costs and optimize the debt structure. Therefore, the Board is of the view that the Proposed Registration and Issuance of Medium-term Notes is in the overall interests of the Company and Shareholders.

## **GENERAL**

The EGM will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Proposed Registration and Issuance of Medium-term Notes. A circular convening the EGM will be dispatched to the Shareholders in due course.

The completion of the Proposed Registration and Issuance of Medium-term Notes is subject to, among other things, the approval of NAFMII and may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of directors of the Company
“Company”	Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd.
“NAFMII”	National Association of Financial Market Institutional Investors
“EGM”	the first extraordinary general meeting of 2022 of the Company held on Friday, 16 December 2022 at 10:00 a.m., including any renewal meeting
“Shareholder”	a holder of the A Shares and/or H Shares
“PRC”	the People's Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

“Proposed Registration and Issuance of Medium-term Notes” the proposed registration and issuance of medium-term notes by the Company in the aggregate amount of not more than RMB3 billion

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

Guangzhou, the PRC, 22 November 2022

*As at the date of this announcement, the Board of the Company comprises Mr. Li Chuyuan, Mr. Yang Jun, Ms. Cheng Ning, Ms. Liu Juyan, Mr. Zhang Chunbo, Mr. Wu Changhai and Mr. Li Hong, as executive directors, and Mr. Wong Hin Wing, Ms. Wang Weihong, Mr. Chen Yajin and Mr. Huang Min as independent non-executive directors.*