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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)

## **INSIDE INFORMATION PROPOSED QUOTATION OF GP CORP. ON NEEQ**

This announcement is made by Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. (the “**Company**”) pursuant to Rule 13.09(2) (a) and Practice Note 15 (“**PN15**”) of the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Inside Information Provisions (as defined under the Hong Kong Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **PROPOSED QUOTATION ON NEEQ**

Reference is made to the announcement of the Company dated 19 December 2023 and the circular dated 5 January 2024 in relation to the quotation of Guangzhou Pharmaceuticals Co., Ltd (“**GP Corp.**”), a subsidiary of the Company, on the National Equities Exchange and Quotations (the “**NEEQ**”, the “**Proposed Quotation on NEEQ**”).

The board of directors of the Company (the “**Board**”) hereby announces that the Company has applied for, and the Hong Kong Stock Exchange has confirmed that the Company may proceed with the spin-off of GP Corp. by way of quotation on NEEQ under PN15 and also granted a waiver from strict compliance with the applicable requirements in relation to the assured entitlement under paragraph 3(f) of PN15.

On 11 May 2024, GP Corp. submitted an application to the National Equities Exchange and Quotations Co., Ltd. (全國中小企業股份轉讓系統有限責任公司 (“**NEEQ Co., Ltd.**”)), the operator of the NEEQ, for quotation of its shares on the NEEQ. The application was accepted by the NEEQ Co., Ltd. On 17 June 2024. No new shares of GP Corp. will be issued in relation to the Proposed Quotation on NEEQ. The quotation is subject to the approval of the NEEQ Co., Ltd.

## WAIVER IN RESPECT OF ASSURED ENTITLEMENT

Paragraph 3(f) of PN15 requires listed issuers carrying out spin-offs to provide existing shareholders with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares or by way of preferred application in any offering of existing or new shares in the spun-off entity. No new shares of GP Corp. will be issued in relation to the Proposed Quotation on NEEQ.

As advised by the PRC legal adviser of the Company, under the relevant securities laws and other relevant regulations and rules currently in force in the People's Republic of China (the "PRC"), other than (a) residents of Hong Kong and Macau Special Administrative Region and Taiwan working and living in the Mainland China; (b) foreigners working in the Mainland China and whose home country's securities regulatory authorities have established regulatory cooperation mechanisms with the China Securities Regulatory Commission; (c) foreigners who have obtained permanent residency in China; (d) eligible foreign investors who have made strategic investments in listed companies in the PRC; (e) Qualified Foreign Institutional Investors (QFII); (f) RMB Qualified Foreign Institutional Investors (RQFII); (g) foreign natural investors who meet the requirements relevant to the incentive criteria under the Administrative Measures for the Incentive Measures of Listed Companies (only applicable to listed companies to implement the equity incentive for foreign natural employees); and (h) foreign investors holding shares of the company to be listed before the initial public offering, ((a) to (h) are collectively referred to as the "**Qualified Foreign Investors**"), non-PRC investors like natural persons of Hong Kong and Macau Special Administrative region and Taiwan, foreign institutions and the institutions founded in Hong Kong and Macau Special Administrative Region and Taiwan are not allowed to open A shares securities accounts and hence they are not allowed to participate in offline distribution or online subscription of new shares in the GP Corp. in the PRC. Based on the information available from the Company's H Share Registrar, a majority of the Shareholders of the Company may not be considered as the Qualified Foreign Investors. Accordingly, compliance with paragraph 3(f) in relation to the Proposed Quotation on NEEQ will not be feasible. The Company has applied for, and the Hong Kong Stock Exchange has granted a waiver from strict compliance with the requirement under paragraph 3(f) of PN15.

Having considered that GP Corp. and the Company should comply with the requirements under the PRC laws, that there will not be any sale of the Company's existing shares in, or any issue of new shares of GP Corp. in connection with the Proposed Quotation on NEEQ, and the absence of any dilution in the indirect effective interest of the existing shareholders of the Company in GP Corp., the Board is of the view that the Proposed Quotation on NEEQ and the non-provision of assured entitlements in connection with the Proposed Quotation on NEEQ are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## GENERAL

The Proposed Quotation on NEEQ still requires the consent of NEEQ Co., Ltd., and there is uncertainty regarding of the application time, as well as the application results. The Company will issue announcements regarding the Proposed Quotation on NEEQ in accordance with the Hong Kong Listing Rules and relevant regulatory authorities when appropriate or necessary.

Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the shares or other securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

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

Guangzhou, the PRC, 17 June 2024

*As at the date of this announcement, the Board 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. Chen Yajin, Mr. Huang Min, Mr. Wong Lung Tak Patrick and Ms. Sun Baoqing as independent non-executive Directors.*