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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: 00874)

## **FURTHER ANNOUNCEMENT CONNECTED TRANSACTION CAPITAL INCREASE IN BAIYUNSHAN BIOLOGICAL**

Reference is made to the announcement of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 28 May 2025 (the “**Announcement**”) in relation to the connected transaction involving the capital increase in Baiyunshan Biological. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, since the income approach was employed to determine the fair value of the entire shareholders’ equity of Baiyunshan Biological as at the Appraisal Reference Date, the appraisal constitutes a profit forecast under Rule 14.61 of the Hong Kong Listing Rules (the “**Profit Forecast**”).

In accordance with Rule 14.60A of the Hong Kong Listing Rules, the Company is required to include the relevant profit forecast information in the Announcement or publish a further announcement within 15 business days after the publication of the Announcement, which shall include the following:

- (1) details of the principal assumptions (including commercial assumptions) upon which the Profit Forecast was based;
- (2) a letter from the Company’s auditors confirming that they have reviewed the accounting policies and calculations for the Profit Forecast and providing their report;
- (3) a letter from the Board confirming that the Profit Forecast has been made after due and careful enquiry; and
- (4) information regarding the expert statements contained in the Announcement or in this further announcement, which is specified in paragraph 5 of Appendix D1B to the Hong Kong Listing Rules.

Details of the principal assumptions (including commercial assumptions) upon which the Profit Forecast was based, as required under Rule 14.60A(1) of the Hong Kong Listing Rules, have been disclosed in the Announcement. For further details, please refer to the Announcement.

Set out below is the additional information in respect of the Profit Forecast, as required under Rules 14.60A(2) to (4) of the Hong Kong Listing Rules:

## Auditor's Letter

The Company's auditor, WUYIGE Certified Public Accountants LLP, was engaged to review and report on the arithmetical calculations and compilation of the discounted future estimated cash flows upon which the Profit Forecast was based. The discounted future estimated cash flows do not involve the adoption of accounting policies. The full text of the auditor's letter ("**Auditor's Letter**"), dated 16 June 2025 and made for incorporation in this announcement, is set out in the Appendix I to this announcement.

## Board's Letter

The Board has reviewed the principal assumptions upon which the Profit Forecast was based, as well as the Auditor's Letter, and is of the view that the Profit Forecast has been made after due and careful enquiry. A letter from the Board (the "**Board's Letter**") is set out in Appendix II to this announcement.

## Expert and Consent

The qualification of the expert who has provided statements in this announcement is set out below:

Name	Qualification
WUYIGE Certified Public Accountants LLP	Certified Public Accountant

As at the date of this announcement, the above expert has given, and has not withdrawn, its consent to the publication of this announcement with its report included in the form and context in which it appears, and to the inclusion of its name herein.

As at the date of this announcement, the above expert has no shareholding in any member of the Group, nor any right (whether legally enforceable or not) to subscribe for, or to nominate others to subscribe for, the securities of any member of the Group.

As at the date of this announcement, the above expert does not have any direct or indirect interests in any assets acquired, disposed of, or leased by any member of the Group, or in any assets that any member of the Group intends to acquire, dispose of, or lease to any member of the Group since 31 December 2024 (i.e., the date of preparation of the Group's most recently published audited financial statements).

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

Guangzhou, the PRC, 16 June 2025

*As at the date of this announcement, the Board comprises Mr. Li Xiaojun, Ms. Cheng Ning, Mr. Cheng Hongjin, Mr. Tang Heping 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.*

## APPENDIX I – AUDITOR’S LETTER

The full text of the report issued by WUYIGE Certified Public Accountants LLP, the Company’s auditor, is set out below for incorporation into this announcement.



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### REPORT BY THE AUDITOR REGARDING THE DISCOUNTED FUTURE CASH FLOW CALCULATION FOR THE EQUITY VALUATION OF GUANGZHOU BAIYUNSHAN BIOLOGICAL PRODUCTS CO., LTD.

WUYIGE [2025] No.22-00067

**To the Board of Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd.,**

We have been engaged to issue a report on the cash flow projections used for the equity valuation of Guangzhou Baiyunshan Biological Products Co., Ltd. as at 30 September 2024, as set out in the appraisal report dated 12 March 2025 prepared by Guozhonglian Assets Appraisal and Land and Real Estate Valuation Co., Ltd. According to Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), an appraisal based on forecasts constitutes a profit forecast and has been included in the announcement of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 28 May 2025 in relation to the proposed capital contribution by the Company to Guangzhou Baiyunshan Biological Products Co., Ltd. (the “**Announcement**”).

#### **Directors’ Responsibilities**

The Directors of the Company (the “**Directors**”) accept full responsibility for the profit forecast, including the assumptions (the “**Assumptions**”) upon which the forecast is based. The Directors accept full responsibility for their completeness, reasonableness and validity. The Assumptions are set out in the Announcement.

#### **Our Independence and Quality Management**

We comply with the requirements regarding independence and other ethical principles set out in the *Code of Ethics for Chinese Certified Public Accountants* issued by the Chinese Institute of Certified Public Accountants (CICPA). These requirements are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behavior.

Our firm applies the *Quality Control Standard No. 5101 – Quality Control for Firms that Perform Audits or Reviews of Financial Statements, and Other Assurance and Related Services Engagements* issued by the CICPA. Accordingly, we maintain a comprehensive system of quality control, which includes documented policies and procedures designed to ensure compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

### **Auditor’s Responsibilities**

Our responsibility is to express an opinion on the arithmetical accuracy of the calculations of the forecast based on the assumptions adopted by the Directors, as required under Rule 14.60A(2) of the Listing Rules, and to report solely to you in accordance with our terms of engagement. The forecast does not involve the adoption of accounting policies. Our report is not to be used for any other purpose. We accept no responsibility or liability to any other party in respect of the contents of this report.

We conducted our engagement in accordance with *China Standard on Assurance Engagements 3101 – Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* (the “**Standard**”). The Standard requires that we comply with ethical requirements and plan and perform the engagement to obtain reasonable assurance as to whether the arithmetical calculations of the forecast have been properly compiled, in all material respects, based on the assumptions adopted by the Directors.

Our work does not constitute any appraisal of the entire equity interest of Guangzhou Baiyunshan Biological Products Co., Ltd. The assumptions include assumptions relating to future events and management actions that cannot be confirmed or verified in the same way as past results. These events and actions may or may not occur. Even if the anticipated events and actions do occur, actual results may differ from the forecast and such differences may be material. Accordingly, we have not reviewed, considered, or performed any procedures with respect to the reasonableness or validity of the assumptions and express no opinion thereon.

### **Opinion**

Based on the above, we are of the opinion that, in all material respects, the calculation of the cash flow projections subsequent to the discounting date have been properly compiled in accordance with the assumptions adopted by the Directors as disclosed in the appraisal report.

**WUYIGE Certified Public Accountants LLP**  
(Special General Partnership)

Beijing•China  
16 June 2025

## APPENDIX II – BOARD’S LETTER

The following is the full text of the Board’s Letter dated 16 June 2025, for inclusion in this announcement.

Dear Sir/Madam,

Reference is made to the announcement of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (the “**Company**”) dated 28 May 2025 in relation to the connected transaction involving the capital increase in Guangzhou Baiyunshan Biological Products Co., Ltd. (the “**Baiyunshan Biological**”), the consideration of which was primarily based on an independent appraisal of the entire shareholders’ equity of Baiyunshan Biological using the income approach, with the discounted cash flow method adopted as the specific valuation technique, which constitutes a profit forecast (the “**Profit Forecast**”) under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

The Company’s auditor, WUYIGE Certified Public Accountants LLP (the “**WUYIGE**”), has been engaged to provide letter on the Profit Forecast and confirms that: (i) the calculation of the Profit Forecast has been properly compiled in all material respects in accordance with the assumptions adopted in the appraisal report; (ii) the arithmetical calculations are accurate; and (iii) the discounted cash flow projections will not be affected by the Company’s accounting policies. The board of directors (the “**Board**”) has reviewed both WUYIGE’s letter and the underlying basis and assumptions of the Profit Forecast as contained in the appraisal report.

Based on the foregoing and pursuant to the requirements of Rules 14.60A(3) and 14A.68(7) of the Hong Kong Listing Rules, the Board confirms that the Profit Forecast has been made after due and careful enquiry.

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

Guangzhou, the PRC, 16 June 2025