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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)

## **DISCLOSABLE TRANSACTION: DISPOSALS OF ACCOUNTS RECEIVABLE**

### **THE TRANSACTION**

On 27 April 2026, GP Corp. and Industrial Securities Asset Management entered into the Agreement on Sale and Purchase of Underlying Assets of the Industry Yuanrong – Accounts Receivable Phase V of GP Corp. Asset-backed Special Scheme, the issue size under which was RMB1 billion, pursuant to which, GP Corp. entered into the Completion Confirmation Letter with Industrial Securities Asset Management on 22 May 2026 to confirm the disposal of initial Underlying Assets of GP Corp. to Industrial Securities Asset Management and the receipt of the consideration of RMB1,000,000,000.

### **IMPLICATIONS UNDER THE HONG KONG LISTING RULES**

As all the applicable percentage ratios in respect of the Transaction as calculated under Rule 14.07 of the Hong Kong Listing Rules are below 5%, the Transaction, on a standalone basis, does not constitute a notifiable transaction of the Company and is therefore exempted from all disclosure requirements under Chapter 14 of the Hong Kong Listing Rules.

Nevertheless, pursuant to Rule 14.22 of the Hong Kong Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all completed within a 12-month period or were otherwise related. As the Transaction and the Previous Transactions were all entered into between GP Corp. and Industrial Securities Asset Management within a 12-month period and were of similar nature, such transactions shall be aggregated for the purpose of calculating the relevant percentage ratios pursuant to Rule 14.22 of the Hong Kong Listing Rules.

As the highest applicable percentage ratio in respect of the Transaction upon aggregation with the Previous Transactions is higher than 5% but is lower than 25%, the Transaction constitutes a disclosable transaction of the Company under Chapter 14 of the Hong Kong Listing Rules, and is subject to the reporting and announcement requirements under the Hong Kong Listing Rules but is exempt from the shareholders' approval requirements.

## BACKGROUND

References are made to the announcements of the Company dated 23 October 2024, 28 May 2025, 28 August 2025, 28 November 2025 and 1 December 2025 in relation to the Previous Transactions and the disposals of accounts receivable. Capitalised terms used in this announcement have the same meanings as defined in the aforesaid announcements unless the context otherwise requires.

## THE TRANSACTION AND PREVIOUS TRANSACTIONS

### The transactions under the Underlying Assets Sale and Purchase Agreement (Phase IV)

As disclosed in section 2 of the announcement of the Company dated 23 October 2024, on 12 September 2024, GP Corp. and Industrial Securities Asset Management entered into the Underlying Assets Sale and Purchase Agreement (Phase IV), the issue size under which was RMB1 billion. Subsequently, GP Corp. and Industrial Securities Asset Management entered into a Completion Confirmation Letter and six Completion Confirmation Letter of the new Underlying Assets for carrying out the transactions contemplated under the Underlying Assets Sale and Purchase Agreement (Phase IV), confirming the assets sold by GP Corp. to Industrial Securities Asset Management and the consideration received by GP Corp. in this regard.

Details of the transactions in respect of Completion Confirmation Letters of the New Underlying Assets under the Underlying Assets Sale and Purchase Agreement (Phase IV) within a 12-month period are as follows:

<b>Date of each of the Completion Confirmation Letters</b>	<b>The assets sold by GP Corp.</b>	<b>Consideration received by GP Corp. (RMB)</b>
28 May 2025	The third new Underlying Assets (i.e. the accounts receivable with a face value of RMB407,126,649.80) (“ <b>Previous Transaction Y</b> ”)	401,493,434.77
28 August 2025	The fourth new Underlying Assets (i.e. the accounts receivable with a face value of RMB508,236,442.29) (“ <b>Previous Transaction Z</b> ”)	501,956,830.93
28 November 2025	The fifth new Underlying Assets (i.e. the accounts receivable with a face value of RMB441,632,185.38) (“ <b>Previous Transaction AA</b> ”)	440,280,622.20
2 March 2026	The sixth new Underlying Assets (i.e. the accounts receivable with a face value of RMB426,193,013.71) (“ <b>Previous Transaction AB</b> ”, together with Previous Transaction Y, Previous Transaction Z and Previous Transaction AA, “ <b>Previous Transactions</b> ”)	425,631,840.11

The basis of determination of the consideration shown in the above table is the same as disclosed in the section headed “PRINCIPAL TERMS OF THE PROPOSED UNDERLYING ASSETS SALE AND PURCHASE AGREEMENT – 2. The basis of determining the consideration of the Transaction” in the announcement of the Company dated 22 November 2022. The third new Underlying Assets, the fourth new Underlying Assets, the fifth new Underlying Assets and the sixth new Underlying Assets were sold through General Revolving Purchase, the consideration of which was calculated by multiplying the face value of the new Underlying Assets at the discount rate. The discount rate was determined by GP Corp. and Industrial Securities Asset Management after negotiation on an arm’s length basis with reference to (i) the coupon rate and the duration of the asset-backed securities under the Special Scheme; (ii) future collection period of accounts receivable of the Underlying Assets; (iii) future recoverability of accounts receivable of the Underlying Assets; and (iv) relevant tax expenses related to the Special Scheme.

### **The transactions under the Underlying Assets Sale and Purchase Agreement (Phase V)**

On 27 April 2026, GP Corp. and Industrial Securities Asset Management entered into the Agreement on Sale and Purchase of Underlying Assets of the Industry Yuanrong – Accounts Receivable Phase V of GP Corp. Asset-backed Special Scheme (“**Underlying Assets Sale and Purchase Agreement (Phase V)**”), the issue size under which was RMB1 billion. Subsequently, GP Corp. and Industrial Securities Asset Management entered into a Completion Confirmation Letter for carrying out the transactions contemplated under the Underlying Assets Sale and Purchase Agreement (Phase V), confirming the assets sold by GP Corp. to Industrial Securities Asset Management and the consideration received by GP Corp. in this regard:

<b>Date of each of the Completion Confirmation Letters</b>	<b>The assets sold by GP Corp.</b>	<b>Consideration received by GP Corp. (RMB)</b>
22 May 2026	Initial Underlying Assets (i.e. the accounts receivable with a face value of RMB1,017,969,271.18) (“ <b>Transaction AC</b> ” or the “ <b>Transaction</b> ”, together with Previous Transactions, “ <b>Subject Transactions</b> ”)	1,000,000,000.00

The basis of determination of the consideration shown in the above table is the same as disclosed in the section headed “PRINCIPAL TERMS OF THE PROPOSED UNDERLYING ASSETS SALE AND PURCHASE AGREEMENT – 2. The basis of determining the consideration of the Transaction” in the announcement of the Company dated 1 December 2025.

### **PRINCIPAL TERMS OF THE UNDERLYING ASSETS SALE AND PURCHASE AGREEMENTS**

The principal terms of the Underlying Assets Sale and Purchase Agreement (Phase IV) are the same as disclosed in the section headed “PRINCIPAL TERMS OF THE PROPOSED UNDERLYING ASSETS SALE AND PURCHASE AGREEMENT” in the announcement of the Company dated 22 November 2022.

The principal terms of the Underlying Assets Sale and Purchase Agreement (Phase V) are the same as disclosed in the section headed “PRINCIPAL TERMS OF THE PROPOSED UNDERLYING ASSETS SALE AND PURCHASE AGREEMENT” in the announcement of the Company dated 1 December 2025.

## **THE FINANCIAL IMPACTS OF THE DISPOSALS AND THE USE OF PROCEEDS**

As disclosed in the section headed “THE TRANSACTION AND PREVIOUS TRANSACTIONS” of this announcement, the aggregate sum of the face values of the accounts receivable under the Previous Transactions was RMB1,783,188,291.18, and the total amount received by GP Corp. for the disposals amounted to RMB1,769,362,728.01. The difference between the aggregated face value of the accounts receivable and the amount received (i.e., approximately RMB14 million) will be used for settling part of the financing costs and relevant tax expenses incurred under the Industry Yuanrong – Accounts Receivable Phase IV of GP Corp. Asset-backed Special Scheme; The difference between the face value of the accounts receivable and the amount received under the Transaction (i.e., approximately RMB18 million) will be used for settling part of the financing costs and relevant tax expenses incurred under the Industry Yuanrong – Accounts Receivable Phase V of GP Corp. Asset-backed Special Scheme.

As disclosed in the announcements of the Company dated 22 November 2022, the proceeds from the Previous Transactions are intended for supplementing the working capital of GP Corp.; As disclosed in the announcements of the Company dated 1 December 2025, the proceeds generated from the Transaction are intended to be applied to supplement the working capital of GP Corp. or to repay its debts.

## **INFORMATION OF GP CORP. AND INDUSTRIAL SECURITIES ASSET MANAGEMENT**

GP Corp. is a non-wholly-owned subsidiary of the Company established in the PRC which is owned as to 90.92% by the Company. GP Corp and its subsidiaries are principally engaged in the distribution and retail of a wide range of pharmaceutical products and dedicated to providing supply chain services to its upstream and downstream partners along the pharmaceutical industry value chain. It mainly provides comprehensive, integrated distribution services to hospitals and other medical institutions, distributors and retail pharmacies in the PRC.

Industrial Securities Asset Management is a company established in the PRC with limited liability and is a wholly-owned asset management subsidiary of Industrial Securities Co., Ltd. (“ISCL”). Industrial Securities Asset Management mainly engages in securities asset management. To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, (i) ISCL is a company listed on the Shanghai Stock Exchange (stock ticker: INDUSTRIALS SECURITIES) whose largest shareholder is the Department of Finance of Fujian Province (福建省財政廳) which, holds approximately 20.49% of the shares of ISCL, and (ii) Industrial Securities Asset Management and its ultimate beneficial owners were third parties independent of the Company and its connected persons on the dates of the Subject Transactions.

## **REASONS FOR AND BENEFITS OF THE SUBJECT TRANSACTIONS**

GP Corp. would utilize its accounts receivable for asset-backed securitization through transactions contemplated under the Subject Transactions, thus allowing the conversion of accounts receivable into cash assets which are of higher liquidity and in turn achieving the purpose of revitalizing its stock of assets, broaden its financing channels, and optimise its financial structure. In light of the aforesaid reasons and the terms of the Subject Transactions disclosed in this announcement, the Board is of the view that the terms of the Subject Transactions are fair and reasonable, and are in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE HONG KONG LISTING RULES**

As all the applicable percentage ratios in respect of the Transaction as calculated under Rule 14.07 of the Hong Kong Listing Rules are below 5%, the Transaction, on a standalone basis, does not constitute a notifiable transaction of the Company and is therefore exempted from all disclosure requirements under Chapter 14 of the Hong Kong Listing Rules.

Nevertheless, pursuant to Rule 14.22 of the Hong Kong Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all completed within a 12-month period or were otherwise related. As the Transaction and the Previous Transactions were all entered into between GP Corp. and Industrial Securities Asset Management within a 12-month period and were of similar nature, the Subject Transactions shall be aggregated for the purpose of calculating the relevant percentage ratios pursuant to Rule 14.22 of the Hong Kong Listing Rules.

As the highest applicable percentage ratio in respect of the Transaction upon aggregation with the Previous Transactions is higher than 5% but is lower than 25%, the Subject Transactions constitutes a disclosable transaction of the Company under Chapter 14 of the Hong Kong Listing Rules, and is subject to the reporting and announcement requirements under the Hong Kong Listing Rules but is exempt from the shareholders' approval requirements.

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

Guangzhou, the PRC, 22 May 2026

*As at the date of this announcement, the Board comprises Mr. Li Xiaojun, Mr. Chen Jiehui, 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.*