萬隆控股集團有限公司
Ban Loong Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 30)

UPDATES IN RELATION TO THE CONVERTIBLE BONDS ISSUED TO YUNNAN BAIYAO GROUP ON 30 OCTOBER 2020

This announcement is made by the Company pursuant to Rules 13.09 and 13.24A of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the Announcements and Circular. On 30 October 2020, Shanghai Trust, on behalf of Yunnan Baiyao Group, subscribed the Convertible Bonds in the aggregate principal amount of HK$500,000,000. Pursuant to the Subscription Agreement and the Supplemental Subscription Agreements, the Maturity Date of the Convertible Bonds will fall on 31 October 2022. As at the date of this announcement, the Convertible Bonds have not been redeemed or converted and the Company is in negotiations with Yunnan Baiyao Group to extend the maturity date of the Convertible Bonds to 30 October 2024.

On 31 October 2022, Yunnan Baiyao Group issued a Waiver Confirmation to the Company, pursuant to which, Yunnan Baiyao Group:

(i) agreed to waive the Company's obligation to proceed with the Automatic Conversion;

(ii) confirmed that the Company will not be required to redeem the Convertible Bonds in full on the Maturity Date; and

(iii) confirmed that the Company will not be in breach of any terms and conditions of the Subscription Agreement and Supplemental Subscription Agreements due to the situation set out in paragraphs (i) and (ii) above.

The Waiver Confirmation will be valid for a period of two months from the Maturity Date or until the Company has complied with all the relevant Listing Rules in relation to the proposed extension of Maturity Date, whichever is earlier. Should the Company and Yunnan Baiyao Group agreed to enter into a supplemental agreement to extend the Maturity Date, it is expected to constitute a connected transaction of the Company under the Listing Rules. The Company will make further announcement(s) and comply with other relevant provisions of the Listing Rules if the extension of the Maturity Date is materialized.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:00 a.m. on 21 June 2022 and will remain suspended.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings as respectively ascribed below:

"Announcements"	the announcements of the Company dated 14 October 2019, 4 November 2019, 18 November 2019, 2 December 2019, 16 December 2019, 31 December 2019, 31 January 2020, 14 February 2020, 28 February 2020, 31 March 2020, 3 May 2020, 31 July 2020, 31 August 2020, 10 September 2020, 29 October 2020 and 30 October 2020 in relation to the Subscription
"Automatic Conversion"	Unless the Convertible Bonds are previously redeemed or converted pursuant to their terms, all outstanding principal of the Convertible Bonds shall be automatically converted into Conversion Shares
"Board"	the board of Directors
"Circular"	the circular of the Company dated 11 September 2020 in relation to the Subscription
"Company"	Ban Loong Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange with stock code: 30
"Conversion Shares"	the Shares to be allotted and issued by the Company upon the exercise of the conversion rights attaching to the Convertible Bonds

"Convertible Bonds"	the convertible bonds issued by the Company to Yunnan Baiyao Group in the aggregate principal amount of HK$500,000,000 pursuant to the Subscription
"Director(s)"	the director(s) of the Company
"Group"	collectively, the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Maturity Date"	31 October 2022, being the initial maturity date of the Convertible Bonds pursuant to the Subscription Agreement and the Supplemental Subscription Agreements
"PRC" or "China"	The People's Republic of China
"Shanghai Trust"	Shanghai International Trust Corp.,Ltd.*(上海國際信託有限公司)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription for the Convertible Bonds by Yunnan Baiyao Group
"Subscription Agreement"	the subscription agreement entered into on 14 October 2019 (after trading hours) between the Company and Yunnan Baiyao Group, in relation to the Subscription
"Subscription Price"	HK$500,000,000, being the subscription price for the Convertible Bonds
"Supplemental Subscription Agreement I"	the supplemental agreement to the Subscription Agreement entered into on 31 December 2019 (after trading hours) between the Company and Yunnan Baiyao Group in relation to the Subscription, pursuant to which the Long Stop Date was extended to 28 February 2020 (or such later date as the Company and Yunnan Baiyao Group may agree)

"Supplemental Subscription Agreement II"	the supplemental agreement to the Subscription Agreement entered into on 28 February 2020 (after trading hours) between the Company and Yunnan Baiyao Group in relation to the Subscription, pursuant to which the Long Stop Date was extended to 30 April 2020 (or such later date as the Company and Yunnan Baiyao Group may agree)
"Supplemental Subscription Agreement III"	the supplemental agreement to the Subscription Agreement entered into on 30 April 2020 (after trading hours) between the Company and Yunnan Baiyao Group in relation to the Subscription, pursuant to which the Long Stop Date was extended to 31 July 2020 (or such later date as the Company and Yunnan Baiyao Group may agree)
"Supplemental Subscription Agreement IV"	the supplemental agreement to the Subscription Agreement entered into on 31 July 2020 (after trading hours) between the Company and Yunnan Baiyao Group in relation to the Subscription, pursuant to which the Long Stop Date was extended to 31 October 2020 (or such later date as the Company and Yunnan Baiyao Group may agree)
"Supplemental Subscription Agreement V"	the supplemental agreement to the Subscription Agreement entered into on 10 September 2020 (after trading hours) between the Company and Yunnan Baiyao Group in relation to the Subscription, pursuant to which, among others, the aggregate principal amount and the Subscription Price was lowered from HK$730,000,000 to HK$500,000,000
"Supplemental Subscription Agreement VI"	the supplemental agreement to the Subscription Agreement entered into on 28 October 2020 (after trading hours) between the Company and Yunnan Baiyao Group in relation to the Subscription, pursuant to which, among others, the appointment of Shanghai Trust as trustee of Yunnan Baiyao Group to subscribe and hold the Convertibles Bonds on behalf of Yunnan Baiyao Group
"Supplemental Subscription Agreements"	Supplemental Subscription Agreement I, Supplemental Subscription Agreement II, Supplemental Subscription Agreement III, Supplemental Subscription Agreement IV, Supplemental Subscription Agreement V and Supplemental Subscription Agreement VI
"Waiver Confirmation"	The letter of confirmation issued by Yunnan Baiyao Group to the Company on 31 October 2022

"Yunnan Baiyao Group"	Yunnan Baiyao Group Co., Ltd. (雲南白藥集團股份有 限公司), a joint stock company established in the PRC with limited liability and the subscriber under the Subscription
"%"	per cent

By Order of the Board
Ban Loong Holdings Limited
Tang Ming
Executive Director
&
Chief Executive Officer

Hong Kong, 31 October 2022

As at the date of this announcement, the executive Directors are Mr. Dong Ming (Chairman), Mr. Tang Ming (chief executive officer), Mr. Yin Pinyao and Mr. Liu Zhouyang; the non-executive Directors are Mr. Qian Yinghui and Mr. Huang Bin; and the independent non-executive Directors are Ms. Wong Chui San, Susan, Mr. Leung Ka Kui, Johnny and Mr. Jiang Zhi.

* *for identification purpose only*