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GENOR BIOPHARMA HOLDINGS LIMITED

嘉和生物藥業(開曼)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6998)

- (1) VERY SUBSTANTIAL ACQUISITION – PROPOSED MERGER BETWEEN THE MERGER SUB AND THE TARGET INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE;**
- (2) REVERSE TAKEOVER INVOLVING THE NEW LISTING APPLICATION;**
- (3) APPLICATION FOR WHITEWASH WAIVER;**
- (4) SPECIAL DEAL IN RELATION TO THE RETENTION PLAN OF THE SHAREHOLDER PERSONNEL;**
- (5) PROPOSED CHANGE OF COMPANY NAME;**
- (6) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY; AND**
- (7) PROPOSED ADOPTION OF THE ONE-OFF SHARE OPTION PLAN**

FILING OF THE NEW LISTING APPLICATION

Reference is made to the announcement of Genor Biopharma Holdings Limited (the “**Company**”) dated 7 October 2024 (the “**Announcement**”) in relation to, among other things, the Proposed Merger, the New Listing Application, the Whitewash Waiver, the Retention Plan of the Shareholder Personnel, the Proposed Change of Company Name, the proposed increase in authorised share capital of the Company and the proposed adoption of the One-off Share Option Plan (collectively, the “**Transactions**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Company would like to inform the Shareholders and potential investors that, on 15 April 2025, the Company has, through its joint sponsors, submitted the New Listing Application to the Stock Exchange.

A redacted form of the application proof of the listing document for the New Listing Application (the “**Application Proof**”) is expected to be available for viewing and downloading on the website of the Stock Exchange (www.hkexnews.hk). The Application Proof contains, among other things, certain business and financial information relating to the Group, the Target Group and the Enlarged Group. Shareholders and potential investors shall note that the Application Proof is in draft form only and the information contained in it is incomplete and is subject to change which may be material. The Application Proof does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities. No investment decision shall be based on the information contained in the Application Proof.

As disclosed in the announcement of the Company dated 25 February 2025, the time for despatch of the Circular has been extended to on or before 30 June 2025.

Further announcement(s) will be made by the Company in relation to the captioned matters as and when appropriate.

WARNING

Shareholders and potential investors should note that the Merger Closing is subject to the fulfillment or waiver (as the case may be) of the Merger Conditions Precedent. In addition, the Listing Committee of the Stock Exchange may or may not approve the New Listing Application to be made by the Company. In the event that approval of the New Listing Application is not granted, the Merger Agreement will not become unconditional and the Proposed Merger will not proceed.

The Executive may or may not grant the Whitewash Waiver. It is one of the Merger Conditions Precedent that the Whitewash Waiver has been granted. In the event that the Whitewash Waiver is not granted by the Executive or the Whitewash Waiver and the Proposed Merger are not approved by the Independent Shareholders at the EGM, the Merger Agreement will not become unconditional and the Proposed Merger will not proceed.

As the Merger Closing may or may not take place, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

By order of the Board
Genor Biopharma Holdings Limited
Mr. Weng Chengyi
Executive Director and Chief Financial Officer

Hong Kong, 15 April 2025

As at the date of this announcement, the Board comprises seven (7) Directors, namely Mr. Weng Chengyi (Chief Financial Officer) as an executive Director; Dr. Lyu Dong, Mr. Yu Tieming and Mr. Liu Yi as non-executive Directors; and Ms. Cui Bai, Mr. Fung Edwin and Mr. Chen Wen as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Target Group, Mr. Ni and parties acting in concert with Mr. Ni) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Target Group, Mr. Ni and parties acting in concert with Mr. Ni) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the board of the Target comprises three (3) three directors, namely Mr. Ni Xin, Ms. Zhai Jing and Dr. Wang David Guowei.

The directors of the Target jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group, Mr. Ni and parties acting in concert with Mr. Ni) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group, Mr. Ni and parties acting in concert with Mr. Ni) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Mr. Ni accepts full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group and the Target Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Group and the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.