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**聯康集團**

Uni-Bio Science

**UNI-BIO SCIENCE GROUP LIMITED**

**聯康生物科技集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0690)**

**VARIATION OF TERMS TO  
DISCLOSEABLE AND CONNECTED TRANSACTIONS –  
TRANSACTION ARRANGEMENTS**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**

**AMASSE CAPITAL**  
**寶 積 資 本**

The Board announced that after trading hours on 11 August 2020, the parties to the WTGL SP Agreement entered into the Third Supplemental Agreement in relation to the Variation of Terms to vary certain terms of the WTGL SP Agreement pursuant to which the parties have agreed to (1) an extension of the WTGL Sale Shares Completion Long Stop Date to 31 December 2021 (or such other date as Vendor B and Purchaser B may agree in writing); (2) a definitive date for the remaining third phase payment of the WTGL Consideration; and (3) a definitive period of the rent-free period as provided under the original WTGL SP Agreement.

**IMPLICATIONS UNDER THE LISTING RULES**

At the time of the entering into of the original the WTGL SP Agreement, the transactions contemplated under the Transaction Arrangements constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules. The Transaction Arrangements and the transactions contemplated thereunder were approved by the Independent Shareholders on 25 February 2019 in accordance with the relevant Listing Rules requirements.

\* For identification purposes only

Rule 14.36 and the note under Rule 14A.35 of the Listing Rules require that if there is any material variation of its terms or material delay in the completion of the agreement in relation to notifiable transaction/connected transaction, the issuer must, where applicable, re-comply with the relevant Listing Rules. In view of the Variation of Terms constitutes a material variation of terms or material delay in the completion of the Transaction Arrangements, the EGM will be convened for the purpose of, among other matters, considering, and if thought fit, approving the Variation of Terms and the transactions contemplated thereunder. A circular containing, among other things, (i) details of the Variation of Terms and other information as required to be disclosed under the Listing Rules; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Variation of Terms and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the EGM, is expected to be despatched to the Shareholders on or before 15 September 2020.

## **BACKGROUND**

Reference is made to the Circular of the dated 8 February 2019 and the announcements of the Company dated 25 February 2019, 25 March 2019, 31 December 2019 and 22 June 2020 in relation to the Transaction Arrangements. At an extraordinary general meeting of the Company held on 25 February 2019, the relevant resolutions approving the Transaction Arrangements and the transactions contemplated thereunder have been passed by the Independent Shareholders in accordance with the relevant Listing Rules requirements. On 25 March 2019, each of the Figures Up Completion and the WTGL Land and Property Rights Completion took place.

As disclosed in the announcements of the Company dated 31 December 2019 and 22 June 2020, the parties to the WTGL SP Agreement entered into the First Supplemental Agreement and the Second Supplemental Agreement respectively, whereby the parties agreed to further extend the WTGL Sale Shares Completion Long Stop Date to 31 December 2020 (or such other date as Vendor B and Purchaser B may agree in writing) and further extend the third phase payment of the WTGL Consideration, i.e. RMB12,000,000, to (i) at the WTGL Sale Shares Completion; or (ii) on 31 December 2020 (or if such day is not a Business Day, the immediately preceding Business Day), whichever date is earlier.

After trading hours on 11 August 2020, the parties to the WTGL SP Agreement entered into the Third Supplemental Agreement in relation to the proposed Variation of Terms, which are summarised as follows:

### **THIRD SUPPLEMENTAL AGREEMENT**

#### **Date**

11 August 2020

#### **Parties**

Being the parties to the WTGL SP Agreement:

- (1) Vendor B;
- (2) Purchaser B; and
- (3) WTGL.

#### **Subject matter of the Third Supplemental Agreement**

Pursuant to the Third Supplemental Agreement, the parties to the WTGL SP Agreement agreed to the Variation of Terms as follows:

- (1) extension of the WTGL Sale Shares Completion Long Stop Date to 31 December 2021 (or such other date as Vendor B and Purchaser B may agree in writing);
- (2) last date of third phase payment of the WTGL Consideration – notwithstanding any provisions in the WTGL SP Agreement and that whether the WTGL Sale Shares Completion had taken place or not, the third phase payment of the WTGL Consideration, i.e. RMB12,000,000, shall be paid by Purchaser B to Vendor B at the latest on 31 December 2021 or if earlier, at the WTGL Sale Shares Completion; and
- (3) a definitive period of the rent-free period – under the original WTGL SP Agreement, Purchaser B has undertaken (and where applicable, shall procure WTGL B to comply with such undertaking) to Vendor B and WTGL that they shall be entitled to use, free of charge, the WTGL Land and the property on the WTGL Land for the period (“**Rent-free Period**”) commencing from the WTGL Land Use and Property Rights Completion until the end of the 12 months’ period following the completion of the WTGL Split-off and the titles of the land use rights of and property rights on the WTGL Land having been transferred to WTGL B. Pursuant to the Third Supplemental Agreement, such Rent-free Period was set to commence on the date of the WTGL Land and Property Rights Completion (i.e. 25 March 2019) and end on 31 December 2020. After such Rent-free

Period, if applicable, the parties may enter into a lease agreement for the lease of the WTGL Land in which the rental payable shall not be higher than the prevailing market price (such market price to be determined by an independent property valuer).

Save for the aforementioned changes, all terms and conditions in the WTGL SP Agreement remain unchanged and in full force and effect.

Under the Third Supplemental Agreement, the parties have further confirmed that (a) the WTGL Land Use and Property Rights Completion, that is, the completion of the disposal of the WTGL Land and Property Rights pursuant to the WTGL SP Agreement, had taken place on 25 March 2019; (b) the WTGL Split-off has been completed whereby WTGL B is the split-off entity of the surviving WTGL; and (c) the first and second phases of the WTGL Consideration, of an aggregate amount of RMB48,000,000, had been paid by Purchase B to Vendor B.

### **Condition precedent to the Third Supplemental Agreement**

The Variation of Terms shall be conditional upon the condition precedent that the Independent Shareholders having passed the necessary resolution approving the Variation of Terms and transactions contemplated under the WTGL SP Agreement (as varied and supplemented by the First Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) at the EGM.

The above condition precedent is not capable of being waived by any party to the Third Supplemental Agreement.

If the condition precedent above cannot be fulfilled on or before 31 December 2020 (or such other date as the parties may agree), the Third Supplemental Agreement shall terminate and no party shall have any claim against or liability to the other party with respect to any matter referred to in Third Supplemental Agreement save for any antecedent breaches of Third Supplemental Agreement.

### **Effective date of the Variation of Terms**

Under the Third Supplemental Agreement, the Variation of Terms shall be effective on the same day on which the condition precedent to the Third Supplemental Agreement is fulfilled (or such other date as Purchaser B and Vendor B shall agree in writing).

### **INFORMATION ON THE PARTIES TO THE THIRD SUPPLEMENTAL AGREEMENT**

Vendor B is principally engaged in investment holding and an indirect wholly-owned subsidiary of the Company.

Purchaser B is a company incorporated in BVI with limited liability which is principally engaged in investment holding. As at the date of this announcement: (1) the mother of Mr. Leung, an executive Director and Chairman of the Board, is an indirect 60% beneficial owner of Purchaser B; (2) Mr. Chen Dawei, an executive Director, is an indirect 10% beneficial owner of Purchaser B; (3) Vital Vigour, a substantial shareholder of the Company, is an associate of an indirect 15% shareholder of Purchaser B; and (4) each of Mr. Chen Dawei, the mother of Mr. Leung and a brother of Mr. Leung is a director of Purchaser B. Accordingly, Purchaser B is an associate of Mr. Leung and Purchaser B is a connected person of the Company under the Listing Rules.

WTGL is principally engaged in manufacturing and selling of biological products and a wholly-owned subsidiary of Vendor B.

## **REASONS FOR THE VARIATION OF TERMS**

The Group is principally engaged in the manufacture and sales of pharmaceutical products and operates through four segments, namely, (a) In-house Chemical Pharmaceutical Products; (b) In-house Biological Pharmaceutical Products; (c) In-house Biological Pipeline; and (d) Third-party Pharmaceutical Products. The Group's In-house Chemical Pharmaceutical Products segment is engaged in the manufacture and sales of in-house chemical pharmaceutical products, which include Pinup®, among others. The Group's In-house Biological Pharmaceutical Products segment is engaged in the manufacture and sales of in-house biological pharmaceutical products, which include GeneTime® and GeneSoft®, among others. The Group's In-house Biological Pipeline segment is engaged in the industrialisation of in-house biological pipeline, which biological pipeline products include Uni-E4 and Uni-PTH, among others. The Group's Third-party Pharmaceutical Products segment is engaged in the sales of third-party pharmaceutical products.

The Group entered into the Transaction Arrangements so as to allow the Group to streamline its business operations, rationalise asset composition and enable the Group to focus on its core business, which is the manufacturing and sales of pharmaceutical products focusing on endocrinology, ophthalmology and dermatology and supporting the launch of its products Uni-E4, Uni-PTH and Acarbose, being the three products then in their final phase of development. As set out in the Circular, the Transaction Arrangements consisted of two major components and are reproduced hereinbelow:

- (1) the Figures Up Disposal; and
- (2) the WTGL Disposal, comprising of the following arrangements, namely:
  - (i) the WTGL Land and Property Rights Completion – the WTGL Land and Property Rights, representing all the economic rights relating to the land use rights of and property rights of the buildings constructed thereon the WTGL Land, to be transferred to Purchaser B;

- (ii) the WTGL Split-off – at the same time, WTGL will undertake a split-off whereby the assets and liabilities will be taken up by two entities, namely, the surviving WTGL and WTGL B separately;
- (iii) after the completion of the WTGL Split off, the title of the land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land will be transferred to WTGL B; and
- (iv) the WTGL Sale Shares Completion – after completion of step (iv) above, all the equity interest in WTGL B will be transferred to Purchaser B.

The purpose of the arrangements under the WTGL Disposal was to allow the disposal of the WTGL Land, while all remaining assets and liabilities, including the production equipment and process of the production facilities and intellectual property rights of WTGL could be retained by the Group.

The Transaction Arrangements and the transactions contemplated thereunder were approved by the Independent Shareholders on 25 February 2019 in accordance with the relevant Listing Rules requirements. As set out in the announcement of the Company dated 25 March 2019, each of the Figures Up Completion (step (1) above) and the WTGL Land and Property Rights Completion (step (2)(i) above) took place on the same date. Further, the WTGL Split-off (step (2)(ii) above) was completed on 29 May 2019.

Shortly after the completion of the WTGL Split-off, the Group had already started the preparatory work for the transfer the title of the land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land in June 2019 by making application to the tax authority for the relevant tax concessions in connection with such disposal. Such tax concessions were obtained in August 2019 and the Group has made the application to the relevant land bureau for the transfer in September 2019. On 31 December 2019, the parties to the WTGL SP Agreement entered into the First Supplemental Agreement to extend the WTGL Sale Shares Completion Long Stop Date to 30 June 2020 (or such other date as Vendor B and Purchaser B may agree in writing), and accordingly, extend the third phase payment of the WTGL Consideration to at the WTGL Sale Shares Completion; or on 30 June 2020 (or if such day is not a Business Day, the immediately preceding Business Day). When the First Supplemental Agreement was entered into, it was expected by the parties that the remaining steps under the WTGL Disposal and the WTGL Sale Shares Completion could be completed by such then extended date.

Nonetheless, the outbreak of COVID-19 since early 2020 was unprecedented and unexpected. An infectious disease in nature, COVID-19 has spread to various regions and countries and regions and as announced on 11 March 2020, the World Health Organization has made the assessment that COVID-19 can be characterised as a pandemic. The COVID-19 outbreak has affected various provinces and regions in the PRC in which as a result of the lock-down and reallocation of resources by the PRC Government departments and regulatory authorities to tackle with the COVID-19 outbreak, there had been no material progress in the Group's

application process on the PRC governmental side for transfer of the title and land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land. As the transfer of the title and land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land has taken more time than the parties have originally expected, as disclosed in the announcement of the Company dated 22 June 2020, the parties to the WTGL SP Agreement entered into the Second Supplemental Agreement to further extend the WTGL Sale Shares Completion Long Stop Date to 31 December 2020 (or such other date as Vendor B and Purchaser B may agree in writing) and further extend the third phase payment of the WTGL Consideration to at the WTGL Sale Shares Completion; or on 31 December 2020 (or if such day is not a Business Day, the immediately preceding Business Day). Save for the extension of the WTGL Sale Shares Completion Long Stop Date and the date of the third phase payment of the WTGL Consideration, all terms and conditions in the original WTGL SP Agreement remain unchanged and in full force and effect.

As at the date of this announcement, the WTGL split off has been completed but that progress of the transfer the title of the land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land has taken much longer than the parties have expected due to the reasons as set out above. Based on the assessment of the management, as it is expected that the transfer of the land titles and property rights may happen within the second half of 2020. The Group has obtained the relevant tax concessions in connection with such transfer from the relevant tax authorities in August 2019 and to ensure that the parties involved could fully benefit from the tax concessions obtained, the equity of WTGL B should not be transferred within 12 months of transfer the title of the land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land from the surviving WTGL to WTGL B. As such, the parties to the WTGL SP Agreement had agreed to the Variation of Terms to an extension of the WTGL Sale Shares Completion Long Stop Date to allow for the “non-transfer” period as aforementioned related to the tax concession so as to minimise the tax exposure of the parties involved.

In addition, under the original WTGL SP Agreement and as set out in the Circular, the Group was granted by Vendor B the Rent-free Period which will only end upon the expiry of the 12th month following the completion of the WTGL Split-off and the titles of the land use rights of and property rights on the WTGL Land having been transferred to WTGL B. Under the parties’ originally projected timeline of the Transaction Arrangements in November 2018, the Rent-free Period was expected to be ended on or around the end of 2019 or early 2020. Due to the reasons above, extensions of the WTGL Sale Shares Completion Long Stop Date and the third phase payment of the WTGL Consideration had to be made with the entering into of the First Supplemental Agreement and the Second Supplemental Agreement, and had resulted in an unexpected prolonged time gap between the completion of the WTGL Split-off (which took place on 29 May 2019) and the transfer of the titles of the land use rights of and property rights on the WTGL Land to WTGL B (which is still under process). Henceforth, the parties to the WTGL SP Agreement entered into the Third Supplemental Agreement in relation to the Variation of Terms so as to clarify the period for the Rent-free Period in which such period was set to commence on the date of the WTGL Land and Property Rights Completion (i.e. 25 March 2019) and end on 31 December 2020 during where Vendor B and WTGL were entitled

to use, free of charge, the WTGL Land and property on the WTGL Land. In addition, for the Group's interest, a definite date for the third phase payment of the WTGL Consideration, i.e. RMB12,000,000, was agreed in the Third Supplemental Agreement to be at the latest on 31 December 2021, regardless whether the WTGL Sale Shares Completion had taken place or not. All other terms, intention and intended objectives of the in Transaction Arrangements have never been changed or modified as a result of the entering into of the Third Supplemental Agreement.

The terms of the Third Supplemental Agreement were determined after arm's length negotiations between the parties thereto. In light of the reasons above, the Directors (other than the independent non-executive Directors whose views will be formed after taking into account the advice of the Independent Financial Adviser) are of the view that the Variation of Terms and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

At the time of the entering into of the original the WTGL SP Agreement, the transactions contemplated under the Transaction Arrangements constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules. The Transaction Arrangements and the transactions contemplated thereunder were approved by the Independent Shareholders on 25 February 2019 in accordance with the relevant Listing Rules requirements.

Rule 14.36 and the note under Rule 14A.35 of the Listing Rules require that if there is any material variation of its terms or material delay in the completion of the agreement in relation to notifiable transaction/connected transaction, the issuer must, where applicable, re-comply with the relevant Listing Rules.

As Purchaser B is an associate of Mr. Leung, an executive Director and Chairman of the Board, Purchaser B is a connected person of the Company and accordingly, in view of the Variation of Terms constitutes a material variation of terms or material delay in the completion of the Transaction Arrangements, the Variation of Terms will be subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Given that (1) Purchaser B is an associate of Mr. Leung, an executive Director and Chairman of the Board; (2) Mr. Chen Dawei, an executive Director, is an indirect 10% beneficial owner of Purchaser B; and (3) an indirect 15% beneficial owner of Purchaser B is an associate of Mr. Yau Kwok Wing Tony, a non-executive Director, each of Mr. Leung, Mr. Chen Dawei and Mr. Yau Kwok Wing Tony had abstained from voting on the resolutions of the Board to approve the Variation of Terms and the transactions contemplated thereunder. Save as disclosed above, none of the other Directors had material interests in the transactions contemplated under the Acquisition and accordingly, no other Director was required to abstain on the resolutions at the Board meeting held to approve the Variation of Terms and the transactions contemplated thereunder.

## **GENERAL**

The Independent Board Committee comprising all of the independent non-executive Directors has been established to advise and provide recommendation to the Independent Shareholders on the Variation of Terms and the transactions contemplated thereunder and to advise the Independent Shareholders on how to vote.

In this connection, the Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the Variation of Terms are fair and reasonable and are in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote.

The EGM will be convened for the purpose of, among other matters, considering, and if thought fit, approving the Variation of Terms and the transactions contemplated thereunder. A circular containing, among other things, (i) details of the Variation of Terms and other information as required to be disclosed under the Listing Rules; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Variation of Terms and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the EGM, is expected to be despatched to the Shareholders on or before 15 September 2020, as additional time is required by the Company for the preparation of certain information for inclusion in the circular.

To the best knowledge of the Directors, save for (1) Mr. Leung and his associates, who together as at the date of this announcement hold 1,726,738,104 Shares representing approximately 26.87% of the issued Shares; (2) Mr. Chen Dawei and his associates, who together as at the date of this announcement hold 155,094,438 Shares representing approximately 2.41% of the issued Shares; and (3) Vital Vigour and its associates, who together as at the date of this announcement hold 873,360,000 Shares, representing approximately 13.59% of the issued Shares, each of which are required to abstain from voting on the resolutions to be proposed at the EGM, no Shareholder had a material interest in the Variation of Term and the transactions contemplated thereunder, and no other Shareholder would be required to abstain from voting at the EGM in respect of the resolutions relating to the Variation of Term and the transactions contemplated thereunder.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors

“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Circular”	the circular of the Company dated 8 February 2019 in relation to the Transaction Arrangements
“Company”	Uni-Bio Science Group Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Variation of Terms and the transactions contemplated thereunder
“Figures Up”	Figures Up Trading Limited, a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company immediately prior to the Figures Up Completion
“Figures Up Completion”	completion of the Figures Up Disposal, which took place on 25 March 2019
“Figures Up Disposal”	the disposal of all the issued shares of Figures Up pursuant to the Figures Up SP Agreement, further particulars of which are set out in the Circular
“Figures Up SP Agreement”	the share transfer agreement dated 16 November 2018 entered into between Uni-Bio Science Healthcare Limited and Greater Bay (R&D) Capital Limited in relation to the Figures Up Disposal, further particulars of which are set out in the Circular
“First Supplemental Agreement”	the supplemental agreement dated 31 December 2019 entered into between the parties to the WTGL SP Agreement, further particulars of which are set out in the announcement of the Company dated 31 December 2019

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board (which comprises all the independent non-executive Directors) established to advise the Independent Shareholders with regard to the Variation of Terms
“Independent Financial Adviser”	Amasse Capital Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for the purpose of advising the Independent Board Committee and the Independent Shareholders as to the Variation of Terms
“Independent Shareholders”	Shareholders other than Mr. Leung, Mr. Chen Dawei and Vital Vigour, and those who are involved in or interested in the Transaction Arrangements, and their respective associates and, as the case may be, the Variation of Terms
“Independent Third Party”	third party independent of the Company and the connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Leung”	Mr. Kingsley Leung, an executive Director and the Chairman of the Board
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Purchaser B”	Greater Bay Capital Limited, a company incorporated in BVI with limited liability
“RMB”	Renminbi, the lawful currency of the PRC

“Second Supplemental Agreement”	the supplemental agreement dated 22 June 2020 entered into between the parties to the WTGL SP Agreement, further particulars of which are set out in the announcement of the Company dated 22 June 2020
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Supplemental Agreement”	the supplemental agreement dated 11 August 2020 entered into between the parties to the WTGL SP Agreement
“Transaction Arrangements”	the transactions contemplated under the Figures Up SP Agreement and the WTGL SP Agreement, further particulars of which are set out in the Circular
“US\$”	United States Dollars, the lawful currency of the United States of America
“Variation of Terms”	the proposed variation of terms to the WTGL SP Agreement pursuant to the Third Supplemental Agreement as set out in the section headed “Third Supplemental Agreement – Subject matter of the Third Supplemental Agreement” in this announcement
“Vendor B”	Zethanel Properties Limited, a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“Vital Vigour”	Vital Vigour Limited, a company incorporated in the Cayman Islands with limited liability and a substantial shareholder of the Company as at the date of this announcement
“WTGL”	深圳市華生元基因工程發展有限公司 (Shenzhen Watsin Genetech Limited*), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
“WTGL B”	深圳市同創生物工程有限公 (Shenzhen Tongchuang Biological Engineering Co., Ltd.*) a company established and separated from WTGL pursuant to the WTGL Split-off

“WTGL Consideration”	the aggregate consideration payable for the WTGL Land and Property Rights and the WTGL Sale Shares under the WTGL SP Agreement, further particulars of which are set out in the Circular
“WTGL Disposal”	the disposal of the WTGL Land and Property Rights and the WTGL Sale Shares by Vendor B to Purchaser B pursuant to the WTGL SP Agreement, further particulars of which are set out in the Circular
“WTGL Land”	a land parcel located at Nanshan district, Shenzhen, the PRC with a total site area of 8,129 square metres, registered under the name of WTGL as at the date of this announcement
“WTGL Land and Property Rights”	all the economic rights relating to the land use rights of the WTGL Land and property rights of the buildings constructed on the WTGL Land
“WTGL Land and Property Rights Completion”	completion of the disposal of the WTGL Land and Property Rights pursuant to the WTGL SP Agreement, which took place on 25 March 2019
“WTGL Sale Shares”	all the equity interest in WTGL B as at the date of the WTGL Sale Shares Completion
“WTGL Sale Shares Completion”	completion of the disposal of the WTGL Sale Shares pursuant to the WTGL SP Agreement
“WTGL Sale Shares Completion Long Stop Date”	the last date of which all the conditions precedent to the WTGL Sale Shares Completion shall be fulfilled to proceed to WTGL Sale Shares Completion under the WTGL SP Agreement
“WTGL SP Agreement”	the share transfer agreement dated 16 November 2018 (as varied and supplemented by, as the case may be, the First Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) entered into between Vendor B, Purchaser B and WTGL in relation to the WTGL Disposal, further particulars of which are set out in the Circular and this announcement
“WTGL Split-off”	the split-off (分立) undertaken by WTGL whereby the assets and liabilities will be taken up by two entities, namely, the surviving WTGL and WTGL B separately, which was completed on 29 May 2019

“%”

per cent.

On behalf of the Board  
**Uni-Bio Science Group Limited**  
**Kingsley Leung**  
*Chairman*

Hong Kong, 11 August 2020

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Kingsley Leung (Chairman), Mr. Chen Dawei (Vice-Chairman) and Mr. Zhao Zhi Gang; one non-executive Director, Mr. Yau Kwok Wing Tony; and three independent non-executive Directors, namely, Mr. Chow Kai Ming, Mr. Ren Qimin and Mr. Ma Qingshan.*