

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of contents of this announcement.*

*This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company nor anything herein forms the basis for any contract or commitment whatsoever.*



## **Sinopharm Tech Holdings Limited**

### **國藥科技股份有限公司**

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

**(Stock Code: 8156)**

## **COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS**

References are made to the announcements of Sinopharm Tech Holdings Limited (the “**Company**”) dated 20 August 2021 (the “**Announcement**”) and 23 August 2021 in relation to issuance of the convertible bonds of an aggregate principal amount of HK\$100,000,000. Terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

## **COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS**

The Board is pleased to announce that all the conditions precedent as set out in the First Subscription Agreement have been fulfilled and the completion took place on 30 August 2021. Upon the completion, the convertible bonds in the aggregate principal amount of HK\$50,000,000 (the “**First Convertible Bonds**”) were issued to the First Subscriber (the “**Subscription**”). The net proceeds from the Subscription, after deduction of expenses, are approximately HK\$50,000,000. The Company intends to use such net proceeds for the purposes as disclosed in the Announcement. None of the First Convertible Bonds is converted as at the date of this announcement

## **EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY**

To the best knowledge of the Directors and the Company, assuming that no other Shares will be issued, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after conversion in full of the Existing CBs; (iii) immediately after conversion in full of the First Convertible Bonds at the initial Conversion Price without the conversion of the Existing CBs; and (iv) immediately after conversion in full of the Existing CBs and the First Convertible Bonds at the initial Conversion Price is as follows:

	As at the date of this announcement		Immediately after conversion in full of the Existing CBs		Immediately after conversion in full of the First Convertible Bonds without the conversion of the Existing CBs		Immediately after conversion in full of the Existing CBs and the First Convertible Bonds	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Shareholders</b>								
<b>Directors</b>								
Madam Cheung Kwai Lan	4,656,000	0.11	4,656,000	0.10	4,656,000	0.10	4,656,000	0.09
Mr. Cheuk Ka Chun								
Kevin	178,000	0.00	178,000	0.00	178,000	0.00	178,000	0.00
Dr. Cheng Yanji	1,965,000	0.04	1,965,000	0.04	1,965,000	0.04	1,965,000	0.04
Mr. Chau Wai Wah								
Fred	3,800,000	0.09	3,800,000	0.08	3,800,000	0.08	3,800,000	0.08
Sub-total	10,599,000	0.24	10,599,000	0.22	10,599,000	0.22	10,599,000	0.21
Sinopharm Traditional Chinese Medicine Overseas Holdings Limited	650,000,000	14.76	650,000,000	13.51	650,000,000	14.20	650,000,000	13.05
Best Frontier Investments Limited (Note 1)	632,920,856	14.37	632,920,856	13.16	632,920,856	13.83	632,920,856	12.70
Integrated Asset Management (Asia) Limited (“Integrated Asset”) and its concert parties (Note 2)	526,283,000	11.95	931,825,986	19.37	526,283,000	11.50	931,825,986	18.70
Sub-total	1,809,203,856	41.08	2,214,746,842	46.04	1,809,203,856	39.53	2,214,746,842	44.45
First Subscriber	-	-	-	-	172,413,793	3.77	172,413,793	3.46
Public Shareholders	2,584,180,878	58.68	2,584,180,878	53.74	2,584,180,878	56.48	2,584,180,878	51.88
<b>Total</b>	<b>4,403,983,734</b>	<b>100.00</b>	<b>4,809,526,720</b>	<b>100.0</b>	<b>4,576,397,527</b>	<b>100.00</b>	<b>4,981,940,513</b>	<b>100.00</b>

**Notes:**

1. The 632,920,856 Shares were held by Best Frontier Investments Limited which was owned as to 99.89% and 0.11% by Madam Cheung Kwai Lan and Mr. Chan Tung Mei who are spouses to each other.
2. The 526,283,000 Shares were owned by Integrated Asset which was wholly-owned by Mr. YAM Tak Cheung. 8% coupon convertible bonds in aggregate amount of HK\$89,625,000 (the “Existing CBs”) for a term of six months maturing on 17 July 2017 were issued to Integrated Asset pursuant to the first amendment agreement dated 18 January 2017 approved by the Shareholders at the extraordinary general meeting of the Company held on 29 March 2017. The Company received a written consent from Integrated Asset, on which the maturity date of the Existing CBs would be extended for further six months to 17 January 2018. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Existing CBs in full. The amended conversion price was HK\$0.359 per conversion share subject to adjustment.

Pursuant to the second amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 18 April 2018, the amendments were that the maturity date of the Existing CBs was extended for six months from 17 January 2018 to 17 July 2018, and further extended to 17 January 2019 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Existing CBs in full.

Pursuant to the third amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 19 March 2019, the amendments were that the maturity date of the Existing CBs was extended for six months from 17 January 2019 to 17 July 2019, and further extended to 17 January 2020 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Existing CBs in full.

*As a result of the adjustments of the Existing CBs on 10 May 2019 upon the allotment and issue of the consideration shares to Sinopharm Traditional Chinese Medicine Overseas Holdings Limited, a maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the Existing CBs in full. The adjusted conversion price was HK\$0.34 per conversion share subject to further adjustment.*

*Pursuant to the fourth amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 25 March 2020, the amendments were that the maturity date of the Existing CBs was extended for six months from 17 January 2020 to 17 July 2020, and further extended to 17 January 2021 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the Existing CBs in full.*

*An ordinary resolution was passed at the extraordinary general meeting of the Company held on 22 March 2021 to approve the fifth amendment agreement to amend some principal terms of the Existing CBs, including to extend the maturity date of the Existing CBs for one year from 17 January 2021 to 17 January 2022. Its conversion price shall be amended from HK\$0.34 to HK\$0.221 per conversion share subject to adjustment), which can be converted into the maximum number of 405,542,986 Shares. The interest rate of the Existing CBs shall be increased to 10% per annum and paid annually (the “**Fifth Amendments**”). Save for the Fifth Amendments, all other terms and conditions of the Existing CBs shall remain unchanged.*

By Order of the Board  
**Sinopharm Tech Holdings Limited**  
國藥科技股份有限公司  
**CHAN Ting**  
Chairperson

Hong Kong, 30 August 2021

*As at the date of this announcement, the Board comprises Mr. CHAN Ting, Mr. LIAO Zhe and Mr. CHEUK Ka Chun Kevin as executive Directors, Madam CHEUNG Kwai Lan and Dr. CHENG Yanjie as non-executive Directors and Mr. LAU Fai Lawrence, Dr. LIU Ta-pei and Mr. CHAU Wai Wah Fred as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the website of the Company at [www.sinopharmtech.com.hk](http://www.sinopharmtech.com.hk).*