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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)**

**CONNECTED TRANSACTION —  
R&D COOPERATION AGREEMENT**

The Board announced that after trading hours on 4 January 2022, Uni-Bioscience Pharm, an indirect wholly-owned subsidiary of the Company, and Baocui entered into the R&D Cooperation Agreement in relation to the Project to jointly develop the New Project Materials for medical aesthetics purposes.

The transactions contemplated under the R&D Cooperation Agreement do not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, but constitutes a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under the R&D Cooperation Agreement is less than 5%, the transactions contemplated under the R&D Cooperation Agreement are subject to the announcement and reporting requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Board announced that after trading hours on 4 January 2022, Uni-Bio Science Pharm, an indirect wholly-owned subsidiary of the Company, and Baocui entered into the R&D Cooperation Agreement in relation to the Project. A summary of the principal terms of the R&D Cooperation Agreement is set out below.

**R&D COOPERATION AGREEMENT**

**Date**

4 January 2022

\* *For identification purpose only*

## **Parties**

- (1) Uni-Bioscience Pharm, an indirect wholly-owned subsidiary of the Company; and
- (2) Baocui.

## **Subject matter of the Project**

Pursuant to the R&D Cooperation Agreement, Uni-Bioscience Pharm and Baocui shall jointly run the Project principally relating to the development of the New Project Materials. The New Project Materials under the Project include:

- (1) Collagen, a recombinant human collagen product for cosmetic skin care;
- (2) Fibronectin, a recombinant human fibronectin product for cosmetic skin care;
- (3) Cosmetic peptides, recombinant expressed and purified cosmetic peptide products;
- (4) Micro-ecology, a postbiotic product for skin micro-ecological balance that is used for cosmetic skin care; and
- (5) Exosomes, an exosome product that is used for cosmetic skin care.

Uni-Bioscience Pharm and Baocui shall jointly develop the New Project Materials which will include research and development, production, and distribution and sales of the New Project Materials. The New Project Materials under the Project will be for medical aesthetics purposes and are expected to be supplied to cosmetics companies, cosmetics foundry companies and other companies that may need such new materials.

Pursuant to the R&D Cooperation Agreement, the intellectual property that may arise or derive from the Project shall be jointly owned by Uni-Bioscience Pharm and Baocui.

## **Term**

The term of the R&D Cooperation Agreement shall be for a period of 24 months from the date of the R&D Cooperation Agreement. The parties to the R&D Cooperation Agreement may within 2 months of the expiry of the term agree in writing to extend the term for a further term of 12 months, provided that the term shall only be extended once under the terms of the R&D Cooperation Agreement.

## **Costs and expected capital contribution**

Pursuant to the R&D Cooperation Agreement, the costs, expenses and expenditures incurred under the Project shall be shared by Uni-Bioscience Pharm and Baocui in equal shares in accordance with the objective of the Project. The expected total amount to be contributed by Uni-Bioscience Pharm for the Project is approximately RMB4.9 million (equivalent to approximately HK\$6.0 million) taking into account the scope and scale of the Project. The capital contribution to be contributed by the Group will be funded by the internal resources of the Group.

## **INFORMATION ON THE PARTIES TO THE R&D COOPERATION AGREEMENT**

Uni-Bioscience Pharm is an indirect wholly-owned subsidiary of the Company and principally engaged in distribution of pharmaceutical and biological products.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries: (i) Baocui is a company established in the PRC with limited liability and principally engaged in cell technology, biochemical product technology and biobased material technology research and development and medical research and testing; and (ii) Baocui is ultimately owned as to 100% by Madam Judy Lau, the mother of Mr. Leung, an executive Director and Chairman of the Board. Accordingly, Baocui is an associate of Mr. Leung and Baocui is a connected person of the Company under the Listing Rules.

## **REASONS FOR THE R&D COOPERATION AGREEMENT**

The Group is a biopharmaceutical company focusing on diabetes and related metabolic disorders, dermatology and ophthalmology. From research and development, production, manufacturing, to sales and distribution of biopharmaceutical and chemical drugs, the Group has established a fully integrated business platform serving the entire value chain.

The Group has a powerful recombinant protein and peptide development platform that can efficiently develop and deliver high-value, performance-oriented ingredients for many applications. Baocui is a cosmetic ingredient development company with extensive experience in the development of cosmetic ingredients. The two sides will jointly develop up to the New Project Materials for medical aesthetics purposes with competitive advantages (technological and cost advantages). In the event that the New Project Materials under the Project will reach the stage of actual distribution and sales, the Company will comply with the relevant Listing Rules requirements in respect of the transactions contemplated under the distribution and sales of the New Project Materials when such materialises.

The terms of the R&D Cooperation Agreement were arrived at after an arm's length negotiation between the Group and Baocui with reference to similar terms of research and cooperation agreements of biopharmaceutical products entered into by the Group and other third parties. The Board (excluding Mr. Leung but including all independent non-executive Directors) considers the transactions contemplated under the R&D Cooperation Agreement are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole and the terms of the R&D Cooperation Agreement are on normal commercial terms and fair and reasonable so far as the independent Shareholders are concerned.

## **IMPLICATIONS UNDER THE LISTING RULES**

The transactions contemplated under the R&D Cooperation Agreement do not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

As Baocui is an associate of Mr. Leung, an executive Director and Chairman of the Board, Baocui is a connected person of the Company and accordingly the transactions contemplated under the R&D Cooperation Agreement constitute a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under

the R&D Cooperation Agreement is less than 5%, the transactions contemplated under the R&D Cooperation Agreement are subject to the announcement and reporting requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Directors confirmed that, save for Mr. Leung, none of them has a material interest in the R&D Cooperation Agreement and the transactions contemplated thereunder. As such, Mr. Leung had abstained from voting on the Board resolution on proposing the R&D Cooperation Agreement 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
“Baocui”	寶萃生物科技有限公司 (Baocui Biotechnology Co., Ltd.*), a limited liability company established in the PRC
“Board”	the board of Directors
“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
“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
“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
“New Project Materials”	the materials as more particularly described in “R&D Cooperation Agreement — Subject matter of the Project” in this announcement
“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

“Project”	the project to develop the New Project Materials pursuant to the R&D Cooperation Agreement
“R&D Cooperation Agreement”	the research and development cooperation agreement dated 4 January 2022 entered into between Uni-Bioscience Pharm and Baocui in relation to the Project
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares 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
“Uni-Bioscience Pharm”	Uni-Bioscience Pharm Company Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

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

Hong Kong, 4 January 2022

*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.*

*Unless the context requires otherwise, the following exchange rates have been used for translation for the purpose of illustration only: RMB:HK\$ = 1:0.8193.*