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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 — PROVISION OF LOAN

On 18 September 2023, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to (1) provide the Borrower with a Loan in a principal amount of RMB7.15 million for a term of 24 months commencing from 19 September 2023; and (2) extend the Previous Loan in a principal amount of RMB2.35 million to a term of 24 months commencing from the date of drawdown, to facilitate the research and development and operations of the Borrower.

Each of the advance of the Loan and the Previous Loan (whether standalone or in aggregate) did 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.

As the Loan, the Previous Loan (as extended) were granted to the Borrower within a 12-month period prior to and inclusive of the date of the Loan Agreement, each of the Loan and the Previous Loan (as extended) were aggregated as a series of transactions pursuant to Rule 14A.81 of the Listing Rules. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the making of the Loan and the Previous Loan (as extended), in aggregate, exceeds 0.1% but is less than 5%, the Loan and the Previous Loan (as extended), in aggregate, are subject to the announcement and reporting requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board announces that on 18 September 2023, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to (1) provide the Borrower with a Loan in a principal amount of RMB7.15 million for a term of 24 months commencing from 19 September 2023; and (2) extend the Previous Loan in a principal amount of RMB2.35 million to a term of 24 months commencing from the date of drawdown, details of which are set out below.

THE LOAN AGREEMENT

Date	:	18 September 2023
Parties	:	(1) the Lender as the lender; and (2) the Borrower as the borrower.
Principal amount	:	RMB7,150,000.
Maturity date	:	a date falling on the 24th month from 19 September 2023.
Interest	:	3.65% per annum.
Purpose	:	The Loan shall be applied by the Borrower for the research and development and operations of the Borrower.
Repayment	:	The Borrower shall repay and/or settle the full amount of the Loan and the interest accrued thereon on the maturity date.
Security	:	The Loan shall be secured by the Borrower providing the Lender a pledge on two invention patents owned by the Borrower.

The Loan to be granted under the Loan Agreement to the Borrower will be funded by the internal resources of the Group.

The terms of the Loan Agreement (including the interest rate) were arrived at by the parties after arm's length negotiation, with reference to the prevailing market interest rates and the amount of the Loan. The Directors (including the independent non-executive Directors) consider that the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

THE PREVIOUS LOAN AND EXTENSION

On 3 August 2023, the Lender and the Borrower had entered into a loan agreement pursuant to which the Lender granted to the Borrower a loan in the principal amount of RMB2,350,000 at the interest rate of 3.65% per annum for a period of six months commencing from the drawdown date of 6 August 2023 (“**Previous Loan**”). The Previous Loan shall be applied by the Borrower for the research and development and operations of the Borrower and the full amount of the Previous Loan and the interest accrued thereon to be repaid and/or settled on the maturity date. The Previous Loan to the Borrower was funded by the internal resources of the Group.

Pursuant to the Loan Agreement, the Lender and the Borrower agreed to extend (“**Previous Loan Extension**”) the maturity date of the Previous Loan by 18 months to 5 August 2025 and the outstanding principal amount and the accrued interest in respect of the Previous Loan (as extended) shall be repaid and/or settled to the Lender on the extended maturity date of the Previous Loan.

INFORMATION OF THE PARTIES

The Group

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

The Lender

The Lender is a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company principally engaged in the research and development, manufacture and sales of chemical and biological products.

The Borrower

To the best of the Directors’ knowledge, information and belief having made all reasonable enquires: (i) the Borrower is a limited liability company established in the PRC and principally engaged in the research and development of pharmaceuticals; and (ii) the Borrower is an indirect subsidiary of Deer Biotherapeutics Limited, a company incorporated in the BVI with limited liability which is principally engaged in investment holding. As at the date of this announcement, Deer Biotherapeutics Limited is owned (a) as to approximately 50.5% by Mr. Leung, an executive Director and Chairman of the Board, and his family members; (b) as to 12.24% by Tontec International Limited, an associate of FUTEK Investments Limited, a substantial shareholder of the Company holding approximately 13.46% of the shares of the Company which is ultimately beneficially owned as to 50% by Mr. Yau Kwok Wing Tony, a non-executive Director; (c) as to 8.16% indirectly by Mr. Chen Dawei, an executive Director; (d) as to 12.24% by Fengde Healthcare Fund Limited, a company beneficially owned as to 60% by Ms. Wu Xiaobing and 40% by Ms. Wan Fangli; (e) as to 8.69% under the employee share ownership plan of Deer Biotherapeutics Limited; and (f) as to the remaining shares by various individuals, each of which is an Independent Third Party, each holding not more than 4.5% of the shares of

Deer Biotherapeutics Limited. Accordingly, the Borrower is an associate of Mr. Leung who is a connected person of the Company, and thus the Borrower is a connected person of the Company under the Listing Rules.

REASONS FOR AND BENEFITS OF THE PROVISION OF LOAN

The Loan and the Previous Loan were to applied by the Borrower for its research and development and operations. Given that (i) the Group will receive interest for the Loan and the Previous Loan at an interest rate in short term which is similar or more favorable than the interest rate of fixed deposits offered by commercial banks in the PRC; (ii) the Group has sufficient cashflow and will fund the Loans with its internal resources; and (iii) there is no material negative impact to the operations and financial performance of the Group for granting the Loan and the Previous Loan, the Directors (including the independent non-executive Directors) consider that the provision of the Loan and the Previous Loan, although not in the ordinary course of business of the Company, is on normal commercial terms or better and the terms of the Loan and the Previous Loan and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Each of the advance of the Loan and the Previous Loan (whether standalone or in aggregate) did not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

By virtue of the relationship between the parties as elaborated above, the Borrower is a connected person of the Company and accordingly the transactions contemplated under the Loan and the Previous Loan (whether standalone or in aggregate) constitute a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules.

Each of the advance of the Previous Loan and the Previous Loan Extension by itself constituted a fully exempted connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

As the Loan and the Previous Loan (as extended) were granted to the Borrower within a 12-month period prior to and inclusive of the date of the Loan Agreement, each of the Loan and the Previous Loan (as extended) were aggregated as a series of transactions pursuant to Rule 14A.81 of the Listing Rules. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the making of the Loan and the Previous Loan (as extended), in aggregate, exceeds 0.1% but is less than 5%, the Loan and the Previous Loan (as extended), in aggregate, are subject to the announcement and reporting requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors confirmed that, save for Mr. Leung, Mr. Chen Dawei and Mr. Yau Kwok Wing Tony, none of them has a material interest in the Loan Agreement and the transactions contemplated thereunder. As such, Mr. Leung, Mr. Chen Dawei and Mr. Yau Kwok Wing Tony had abstained from voting on the resolution at the Board meeting on proposing the Loan Agreement and the transactions contemplated thereunder.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors of the Company
“Borrower”	廣州太力生物醫藥科技有限公司 (Guangzhou Taili Biomedical Technology Co., Limited*), a limited liability company established in the PRC
“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
“Independent Third Party”	a third party independent of the Company and the connected persons of the Company
“Lender”	北京博康健基因科技有限公司 (Beijing Genetech Pharmaceutical Co., Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan of RMB7,150,000 granted by the Lender to the Borrower pursuant to the Loan Agreement
“Loan Agreement”	the supplemental loan agreement dated 18 September 2023 entered into between the Lender and the Borrower in relation to the provision of the Loan and the Previous Loan Extension
“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
“Previous Loan”	a loan of RMB2,350,000 granted by the Lender to the Borrower as more particularly described in the section headed “The Previous Loan and Extension” in this announcement
“Previous Loan Extension”	the extension of the Previous Loan pursuant to the Loan Agreement as more particularly described in the section headed “The Previous Loan and Extension” in this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

Unless the context requires otherwise, the following exchange rates have been used for translation for illustration purpose only: HK\$:RMB = 1.0672:1.

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

Hong Kong, 18 September 2023

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Kingsley Leung (Chairman), Mr. Chen Dawei (Vice-Chairman), Mr. Zhao Zhi Gang and Ms. Zhang Yanfen; 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.

* *For identification purpose only*