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## **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 ON LOAN CAPITALISATION**

References are made to (i) the circular (the “**Circular**”) of Sinopharm Tech Holdings Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) dated 19 July 2024 in relation to, among others, (a) the Capital Reorganisation; (b) the Loan Capitalisation; (c) the grant of Connected Specific Mandate and Specific Mandate; (d) the Whitewash Waiver; and (e) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; (ii) the announcement of the Company dated 4 October 2024 in relation to the update on the Capital Reorganisation and revised expected timetable; (iii) the announcement of the Company dated 31 October 2024 in relation to the further update on the Capital Reorganisation and revised expected timetable; and (iv) the announcement of the Company dated 5 November 2024 in relation to the effective date of the Capital Reorganisation. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **COMPLETION OF CONNECTED TRANSACTIONS - LOAN CAPITALISATION INVOLVING ISSUE OF ORDINARY SHARES AND CONVERTIBLE PREFERENCE SHARES UNDER CONNECTED SPECIFIC MANDATE**

The Board is pleased to announce that all of the conditions precedent under the IAM Loan Capitalisation Agreement and the Quantum Loan Capitalisation Agreement have been fulfilled and the completion took place on 15 November 2024.

Upon the completion of IAM Loan Capitalisation Agreement, (i) 300,000,000 IAM Shares at HK\$0.1 per Ordinary Share were allotted and issued to IAM, the subscription price of which

was satisfied by offsetting HK\$30,000,000 of the IAM Debt; and (ii) 932,541,460 IAM CPSs at HK\$0.1 per CPS were allotted and issued to IAM, the subscription price of which was satisfied by offsetting the remaining balance of the IAM Debt of approximately HK\$93,254,146. Upon completion of the IAM Loan Capitalisation Agreement, the IAM Debt has been fully repaid and the Company has been released from its obligations under the IAM Debt.

Upon the completion of the Quantum Loan Capitalisation Agreement, 150,000,000 Quantum Shares at HK\$0.1 per Ordinary Share were allotted and issued to Quantum, the subscription price of which was satisfied by offsetting the full amount of the Quantum Debt. Upon completion of the Quantum Loan Capitalisation Agreement, the Quantum Debt has been fully repaid and the Company has been released from its obligations under the Quantum Debt.

### **COMPLETION OF LOAN CAPITALISATION INVOLVING ISSUE OF CONVERTIBLE PREFERENCE SHARES UNDER SPECIFIC MANDATE**

The Board is also pleased to announce that all of the conditions precedent under the Creative Big Loan Capitalisation Agreement have been fulfilled and the completion took place on 15 November 2024.

Upon the completion of the Creative Big Loan Capitalisation Agreement, 547,609,590 Creative Big CPSs at HK\$0.1 per CPS were allotted and issued to Creative Big, the subscription price of which was satisfied by offsetting the full amount of the Creative Big Debt. Upon completion of the Creative Big Loan Capitalisation Agreement, the Creative Big Debt has been fully repaid and the Company has been released from its obligations under the Creative Big Debt.

## EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) immediately before the issue of the Connected Shares; (ii) immediately after the issue of the Connected Shares; and (iii) immediately after (a) the issue of the Connected Shares and (b) the full conversion of IAM CPSs and Creative Big CPSs is as follows:

	Immediately before the issue of the Connected Shares		Immediately after the issue of the Connected Shares		Immediately after (a) the issue of the Connected Shares and (b) full conversion of IAM CPSs and Creative Big CPSs (Note 2)	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
IAM	21,694,520	11.8	321,694,520	50.7	1,254,235,980	59.3
Quantum	-	-	150,000,000	23.7	150,000,000	7.1
<i>Sub-total of IAM, Quantum and the parties acting in concert with them</i>	<i>21,694,520</i>	<i>11.8</i>	<i>471,694,520</i>	<i>74.4</i>	<i>1,404,235,980</i>	<i>66.4</i>
Creative Big	-	-	-	-	547,609,590	25.9
Best Frontier Investments Limited (“Best Frontier”) (Note 1)	27,097,574	14.8	27,097,574	4.3	27,097,574	1.3
Other public Shareholders	134,900,961	73.4	134,900,961	21.3	134,900,961	6.4
<i>Public Float</i>	<i>134,900,961</i>	<i>73.4</i> <i>(Note 3)</i>	<i>161,998,535</i>	<i>25.6</i>	<i>161,998,535</i>	<i>7.7</i> <i>(Note 4)</i>
<b>Total</b>	<b>183,693,055</b>	<b>100.0</b>	<b>633,693,055</b>	<b>100.0</b>	<b>2,113,844,105</b>	<b>100.0</b>

*Notes:*

- (1) Best Frontier is wholly and beneficially owned by Mr. CHAN Kin Ho Philip. Save for the shareholding interest in the Company, Best Frontier and Mr. CHAN Kin Ho Philip have no other relationship with the Group. Best Frontier and Mr. CHAN Kin Ho Philip are not parties acting in concert with IAM, Quantum, Mr. YAM Tak Cheung, Creative Big and Mr. CHIU Sin Nang Kenny. Best Frontier and Mr. CHAN Kin Ho Philip do not have any nominees on the Board.
- (2) Upon exercise in full of the conversion rights attaching to the IAM CPSs and Creative Big CPSs, a maximum number of 1,480,151,050 Ordinary Shares will be allotted and issued. Pursuant to the terms of the CPS, the conversion rights of CPSs must not be exercised to such an extent that the public float of the Ordinary Shares shall become less than 25% (or any given percentage as required by the GEM Listing Rules) of the issued Shares at the relevant time in breach of the Public Float Requirement. Thus, this scenario is for illustrative purpose only. Further announcement will be made upon exercise of the conversion rights of the IAM CPSs and Creative Big CPSs.
- (3) The calculation of public float has not included the shareholding of Best Frontier.
- (4) The calculation of public float has not included the shareholding of Creative Big.

## **GRANT OF WHITEWASH WAIVER**

As disclosed in the announcement of the Company dated 8 August 2024, the Executive granted the Whitewash Waiver on 6 August 2024 subject to: (i) (a) the Whitewash Waiver and (b) the Capital Reorganisation, the IAM Loan Capitalisation Agreement, and the Quantum Loan Capitalisation Agreement being separately approved by (1) at least 75% and (2) more than 50%, respectively, of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by IAM and its concert parties between the date of the Announcement and the completion of the IAM Loan Capitalisation and the Quantum Loan Capitalisation.

The aforesaid conditions have been fulfilled as at the date of this announcement.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Wednesday, 2 October 2024 pending the publication of the financial results of the Group for the year ended 30 June 2024.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

By order of the Board  
**Sinopharm Tech Holdings Limited**  
國藥科技股份有限公司  
**HO Kam Kin**  
*Executive Director*

Hong Kong, 15 November 2024

*As at the date of this announcement, the Board comprises Mr. HO Kam Kin and Ms. KWOK Shuk Yi as executive Directors, Dr. CHENG Yanjie as non-executive Director and Mr. LAU Fai Lawrence, Mr. HSU Dong An and Mr. HEUNG Pik Lun 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.*

*The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk> for a minimum period of 7 days from the date of its publication and on the website of the Company at <http://www.sinopharmtech.com.hk>.*