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*(Incorporated in the Cayman Islands as an exempted company with limited liability)*

**(Stock code: 1873)**

## **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO MAJOR TRANSACTION**

Reference is made to the announcement of Viva Biotech Holdings (the “**Company**”) dated June 11, 2023 in relation to, among others, the major transaction of the deemed disposal of equity interest in a subsidiary (the “**Announcement**”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcement.

The Board wishes to provide further information in relation to the Equity Investment and the Repurchase Obligation under the Equity Transfer and Capital Injection Agreement and the Shareholders Agreement.

As disclosed in the Announcement, on June 10, 2023, the Company (together with certain subsidiaries) and Mr. Mao entered into the Equity Transfer and Capital Injection Agreement, the Shareholders Agreement and other Transaction Documents with the Investors, pursuant to which the Investors have conditionally agreed to:

- (1) inject RMB547,718,457 (equivalent to approximately US\$77.34 million) in aggregate into VIVA Shanghai, of which US\$8,234,671 will be accounted as paid-in registered capital of VIVA Shanghai, while the balance will be accounted as its capital reserve. In particular, (i) HLC SPV will subscribe for registered capital of US\$1,490,754 for a consideration of US\$14,000,875; (ii) Qingdao Hongyi will subscribe for registered capital of US\$775,163 for a consideration of RMB51,558,950; (iii) Daxue Investments will subscribe for registered capital of US\$4,775,003 for a consideration of RMB317,603,131; and (iv) True Light P will subscribe for registered capital of US\$1,193,751 for a consideration of RMB79,400,783; and
- (2) acquire US\$7,736,700 of the registered capital of VIVA Shanghai from Viva Investment for a consideration of RMB514,596,543 (equivalent to approximately US\$72.66 million) in aggregate. In particular, (i) HLC SPV will acquire registered capital of US\$1,400,605 for a consideration of US\$13,154,206; (ii) Qingdao Hongyi will acquire registered capital of US\$728,287 for a consideration of RMB48,441,050; (iii) Daxue Investments will acquire registered capital of US\$4,486,247 for a consideration of RMB298,396,869; and (iv) True Light P will acquire registered capital of US\$1,121,561 for a consideration of RMB74,599,217.

Immediately after completion of the Equity Investment, the Investors will be interested in approximately 24.21% of the enlarged registered capital of VIVA Shanghai in aggregate, and the Group's interest in VIVA Shanghai will be diluted from 100% to approximately 75.79%. According to Rule 14.29 of the Listing Rules, the relevant dilution is considered to be a deemed disposal of the Company's interest in a subsidiary. VIVA Shanghai remains as a subsidiary of the Company upon completion of the Equity Investment.

Pursuant to the Shareholders Agreement, the Investors shall demand VIVA Shanghai, Viva Biotech and the Company to repurchase the equity interest held by the Investors in VIVA Shanghai (the "**Repurchase Obligation**") upon any of the following circumstances (together, the "**Circumstances**"):

- (1) VIVA Shanghai fails to complete the Qualified IPO on or before December 31, 2026;
- (2) VIVA Shanghai is not acquired or merged by others on or before December 31, 2026, where the consideration for such merger or acquisition is not less than 1.5 times of the post-money valuation subsequent to the Equity Investment;
- (3) there is a change in de facto controller of the Company, Viva Biotech or VIVA Shanghai;
- (4) there is substantial impediment to the Qualified IPO due to the failure of Mr. Mao, Ms. Min ZHOU and/or Ms. Jun MAO in discharging their undertakings provided in the Transaction Documents;
- (5) there is material breach of any of the undertakings, representations and warranties under the Transaction Documents by Mr. Mao, VIVA Shanghai, Viva Biotech and/or the Company, resulting in material losses suffered by the Target Group or the Investors, leading to the Investors' failure to realize its investment purpose; and
- (6) any other shareholders of VIVA Shanghai demand the relevant obligor to repurchase or acquire any equity interest held by it in VIVA Shanghai pursuant to any agreement between it and VIVA Shanghai or Viva Biotech or applicable laws.

Pursuant to the written confirmation of the parties to the Shareholders Agreement, the Company is of the view that upon occurrence of the Circumstances, which will render it impossible to realize the investment purpose of the Investors, the Investors must issue the repurchase notice in accordance with the Shareholders Agreement, and VIVA Shanghai, Viva Biotech and/or the Company must perform such repurchase obligation within 90 days after the Investors issue such notice. As such, the Repurchase Obligation is not an option under Rule 14.72(1) of the Listing Rules but an obligation for which the Company has to perform at the time when any of the Circumstances occurs, and it will not be regarded as a "transaction" under Chapter 14 or Chapter 14A of the Listing Rules or subject to further approval from the Shareholders.

Saved as disclosed above, all other information as set out in the Announcement remains unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Announcement.

By Order of the Board  
**VIVA BIOTECH HOLDINGS**  
**MAO Chen Cheney**  
*Chairman and Chief Executive Officer*

Hong Kong, July 27, 2023

*As of the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Mao Chen Cheney (Chairman), Mr. Wu Ying and Mr. Ren Delin; a Non-executive Director, namely, Mr. Wu Yuting; and three Independent Non-executive Directors, namely, Mr. Fu Lei, Ms. Li Xiangrong and Mr. Wang Haiguang.*