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INNOVATIVE PHARMACEUTICAL BIOTECH LIMITED

領航醫藥及生物科技有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 399)

CONNECTED TRANSACTION — ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

PROPOSED ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that on 27 July 2023 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the Convertible Bonds in the principal amount of HK\$55,500,000.

Assuming the exercise in full of the conversion rights attaching to the Convertible Bonds at the Conversion Price of HK\$0.211 per Conversion Share (subject to adjustments), a maximum number of 263,033,175 Conversion Shares will be allotted and issued, representing approximately 17.96% of the issued share capital of the Company as at the date of this announcement and approximately 15.23% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares (assuming that there will be no change in the issued share capital of the Company from the date of this announcement and up to conversion of the Convertible Bonds in full at the initial Conversion Price). The Conversion Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the SGM.

The Subscription Price in the amount of HK\$55,500,000 payable by the Subscriber under the Subscription Agreement shall be satisfied by way of offsetting in full on a dollar-to-dollar basis against the outstanding aggregate principal amount payable by the Company to the Subscriber under the Shareholder's Loans in the amount of HK\$55,500,000.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Subscriber is the substantial shareholder of the Company holding (through himself and his controlled corporation) 330,970,810 Shares, representing approximately 22.60% of the total issued share capital of the Company. Accordingly, the Subscription constitutes a connected transaction of the Company and is subject to the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The Independent Board Committee will be established to make recommendation to the Independent Shareholders regarding the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Convertible Bonds. The Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Subscription Agreement, including the terms of the Convertible Bonds are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The SGM will be held and convened for the purpose of considering and, if thought fit, approving the Subscription and the grant of the Specific Mandate. The Subscriber and his associates are required to abstain from voting on the resolutions in respect of the Subscription at the SGM. To the best of the Directors' information, belief and knowledge, having made all reasonable enquiry, save for the Subscriber and his associates, no other Shareholders have any material interest in the Subscription and the grant of the Specific Mandate. None of the Directors has material interest in the Subscription and is required to abstain from voting on the resolutions in respect of the Subscription, the Subscription Agreement and the transactions contemplated thereunder.

A circular containing, amongst other things, (i) further information of the Subscription; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Subscription; (iii) the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription; and (iv) a notice of the SGM, is expected to be despatched to the Shareholders on or before 30 August 2023 in accordance with the Listing Rules.

Completion of the Subscription is subject to fulfillment of the conditions precedent under the Subscription Agreement as set out in this announcement. Accordingly, the Subscription may or may not proceed. Holders of securities of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company.

PROPOSED ISSUE OF THE CONVERTIBLE BONDS

The Board is pleased to announce that on 27 July 2023 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the Convertible Bonds in the principal amount of HK\$55,500,000.

Subscription Agreement

The principal terms of the Subscription Agreement are set out below.

Date: 27 July 2023

Parties: (i) the Company, as the issuer; and
(ii) the Subscriber, as the subscriber

Subscription

The Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the Convertible Bonds in the principal amount of HK\$55,500,000.

Conditions precedent

The obligations of the Company and the Subscriber to effect Completion shall be conditional upon:

- (i) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder have been obtained;
- (ii) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder have been obtained;
- (iii) the Listing Committee of the Stock Exchange granting the approval for the listing of and permission to deal in the Conversion Shares to be allotted and issued upon exercise of the conversion rights attached to the Convertible Bonds, and such approval remains valid and effective;
- (iv) the passing by the Independent Shareholders who are entitled to vote and not required to be abstained from voting under the Listing Rules at the SGM of the necessary resolution(s) to approve the Subscription Agreement and the transactions contemplated thereunder;
- (v) none of the warranties given by the Company under the Subscription Agreement having been breached in any material respect (or if capable of being remedied, has not been remedied), or is misleading or untrue in any material respect; and
- (vi) none of the warranties given by the Subscriber under the Subscription Agreement having been breached in any material respect (or if capable of being remedied, has not been remedied), or is misleading or untrue in any material respect.

The conditions set out in (i), (ii), (iii) and (iv) above are incapable of being waived. The Subscriber may at any time by notice in writing to the Company waive condition (v) above. The Company may at any time by notice in writing to the Subscriber to waive condition (vi). If any of the conditions precedent above are not fulfilled (or waived, as the case may be) on or before the Long Stop Date, the Subscription Agreement shall cease and determine and no party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Subscription Agreement save in respect of any antecedent breach of any obligation thereof.

Completion

Subject to fulfillment or waiver (as the case may be) of the conditions set out in the paragraph headed “Conditions precedent” above, Completion shall take place on a date falling on the third Business Day or such other day as agreed by the Company and the Subscriber.

The Convertible Bonds

The principal terms of the Convertible Bonds to be issued under the Subscription Agreement are set out as follows:

Issuer: The Company

Subscriber: the Subscriber

Principal amount: HK\$55,500,000

Issue price: 100% of the principal amount of the Convertible Bonds.

Interest: The Convertible Bonds shall bear an interest from (and including) the date of issue at the rate of 0% per annum on the outstanding principal amount of the Convertible Bonds.

Maturity Date(s): The tenth anniversary of the date of issue of the Convertible Bonds, provided that if such date is not a Business Day, the Business Day immediately after such date (the “**Maturity Date**”)

- Conversion right and limitation: The holder(s) of the Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions thereunder, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Convertible Bonds registered in its name into the Conversion Shares provided further that (i) any conversion shall be made in amounts of not less than a whole multiple of HK\$500,000 on each conversion save that if at any time the aggregate outstanding principal amount of the Convertible Bonds is less than HK\$500,000, the whole (but not part only) of the outstanding principal amount of the Convertible Bonds may be converted; (ii) the exercise of the Conversion Rights attached to the Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules; and (iii) the conversion of such portion of the principal amount of the Convertible Bonds will not trigger a mandatory offer obligation under Rule 26 of The Hong Kong Code on Takeovers and Mergers on the part of the bondholder(s) which exercised the Conversion Rights and parties acting in concert with it
- Conversion price: The initial Conversion Price for the Convertible Bonds shall be HK\$0.211 per Conversion Share, subject to adjustments as hereafter described

Conversion shares: Based on the principal amount of the Convertible Bonds of HK\$55,500,000, the Convertible Bonds are convertible into 263,033,175 Conversion Shares at the initial Conversion Price of HK\$0.211 per Conversion Share (subject to adjustments), provided that the maximum number of Conversion Shares issuable upon conversion of the Convertible Bonds shall be subject to the threshold of (i) 263,033,175 Shares (or such other number of Shares under an afresh approval as the Listing Committee of the Stock Exchange may be granted as to the listing thereof, and permission to deal therein, upon further application to be made on the part of the Company in the event of any adjustment of Conversion Price) (the “**Listing Approval Threshold**”); or (ii) such number of Shares which may be permissible to be issued under the specific mandate of the Company granted to the Directors at the SGM (the “**Convertible Bonds Specific Mandate Threshold**”), whichever is lower. If there is any event occurred (including but not limited to the dilutive events as stated in the terms and conditions of the Convertible Bonds) which leads to the number of Conversion Shares issuable under the Convertible Bonds to exceed the Listing Approval Threshold or the Convertible Bonds Specific Mandate Threshold (whichever is lower), then the bondholder(s) shall be entitled to convert the Convertible Bonds into such number of Conversion Shares subject to the Listing Approval Threshold or the Convertible Bonds Specific Mandate Threshold (as appropriate) based on the adjusted Conversion Price and any outstanding remaining principal amount of the Convertible Bonds shall be redeemed by the Company on the Maturity Date in cash in accordance with the terms of the Convertible Bonds.

Based on the initial Conversion Price of HK\$0.211 per Conversion Share, a maximum number of 263,033,175 Conversion Shares will be allotted and issued upon exercise of the Conversion Rights attaching to the Convertible Bonds in full, which represent: (i) approximately 17.96% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 15.23% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares (assuming that there will be no change in the issued share capital of the Company from the date of this announcement and up to conversion of the Convertible Bonds in full at the initial Conversion Price).

The maximum aggregate nominal value of the Conversion Shares is HK\$2,630,331.75.

Conversion period: The period commencing from the issue date of the Convertible Bonds up to 4:00 p.m. (Hong Kong time) on the day immediately prior to and exclusive of the Maturity Date

Transferability: Subject to compliance with the Listing Rules, the Convertible Bonds may be transferred or assigned in whole or in part in integral multiples of HK\$500,000 by the holder(s) of the Convertible Bonds to any party, save and except that the Convertible Bonds shall not be transferred to a connected person of the Company unless with the prior written consent of the Company.

Adjustment events: The Conversion Price shall from time to time be subject to adjustment upon occurrence of the following events:

- (a) an alteration to the nominal amount of the Shares by way of consolidation, sub-division, or reclassification;
- (b) an issue (other than in lieu of cash dividend and other than issue that would amount to capital distribution) of any Shares credited as fully paid to the Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (c) a capital distribution (in cash or specie and whether on a reduction of capital or otherwise) to the Shareholders or grant to the Shareholders rights to acquire for cash assets of the Group;
- (d) an offer of Shares to the Shareholders for conversion by way of rights, or grant, to Shareholders of any options or warrants to subscribe for Shares, at a price which is less than 90% of the market price on the date of the announcement of the terms of the offer or grant;
- (e) (aa) an issue of securities wholly for cash or for reduction of liabilities or for acquisition of asset which by their terms are convertible into or exchangeable for or carry rights of conversion for Shares, and the total effective consideration per Share initially receivable for such securities is less than 90% of the market price on the date of the announcement of the terms of issue of such securities;

- (bb) modification of the rights of conversion or exchange or subscription attached to any such securities as are mentioned in section (aa) of this paragraph (e), so that the total effective consideration per Share initially receivable for such securities shall be less than 90% of the market price on the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;
- (f) an issue of any Shares wholly for cash or for reduction of liabilities at a price per Share which is less than 90% of the market price on the date of the announcement of the terms of such issue; and
- (g) an issue of any Shares for the acquisition of asset at a total effective consideration per Share which is less than 90% of the market price at the date of the announcement of the terms of such issue.

Ranking of
Conversion
Shares:

The Conversion Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the relevant conversion date including the right to all dividends or other distributions, paid or made on or after the relevant conversion date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the relevant conversion date.

Early redemption at
the option of the
Company:

The Company shall be entitled at its sole discretion, by giving not less than seven (7) days' notice to the holder(s) of the Convertible Bonds, propose to the holder(s) to redeem the outstanding Convertible Bonds (in multiples of HK\$500,000 or such lesser amount as may represent the entire principal amount thereof) an amount equivalent to 100% of the principal amount of such outstanding Convertible Bonds at any time after the date of issue of the Convertible Bonds up to and including the date falling seven (7) days immediately before the maturity date of the Convertible Bonds.

Voting rights:

The holder(s) of the Convertible Bonds shall not have any right to attend or vote in any general meeting of the Company.

Security:

The obligations of the Company under the Convertible Bonds are unsecured.

Listing: Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares. No application will be made for a listing of the Convertible Bonds on the Stock Exchange or any other stock exchange.

Conversion Shares

Assuming full conversion of the Convertible Bonds at the Conversion Price of HK\$0.211 per Conversion Share (subject to adjustments), a maximum number of 263,033,175 Conversion Shares will be allotted and issued, representing approximately 17.96% of the issued share capital of the Company as at the date of this announcement and approximately 15.23% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares (assuming that there will be no change in the issued share capital of the Company from the date of this announcement and up to conversion of the Convertible Bonds in full at the initial Conversion Price).

The Conversion Shares will be issued pursuant to the Specific Mandate proposed to be sought from the Independent Shareholders at the SGM.

Conversion Price

The initial Conversion Price of HK\$0.211 per Conversion Share represents:

- (i) the closing price of HK\$0.211 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;
- (ii) a premium of approximately 4.66% over the average closing price of approximately HK\$0.202 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement; and
- (iii) a premium of approximately 5.08% over the average closing price of approximately HK\$0.201 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to the date of the Subscription Agreement.

The initial Conversion Price was arrived at after arm's length negotiations between the Company and the Subscriber taking into account (i) the existing capital market conditions in Hong Kong; and (ii) the recent closing prices of the Shares as quoted on the Stock Exchange up to and including the date of the Subscription Agreement.

INFORMATION OF THE PARTIES TO THE SUBSCRIPTION AGREEMENT

The Company is an investment holding company. The Group is principally engaged in the trading of beauty equipment and products and research, development and commercialisation of the oral insulin product.

The Subscriber is Dr. Mao Yu Min. As at the date of this announcement, the Subscriber is the substantial shareholder of the Company holding (through himself and his controlled corporation) 330,970,810 Shares, representing approximately 22.60% of the total issued share capital of the Company. Accordingly, the Subscriber is a connected person of the Company under the Listing Rules.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Subscription Price in the amount of HK\$55,500,000 payable by the Subscriber under the Subscription Agreement shall be satisfied by way of offsetting in full on a dollar-to-dollar basis against the outstanding aggregate principal amount payable by the Company to the Subscriber under the Shareholder's Loans in the amount of HK\$55,500,000.

The Subscriber had been supporting and financing the operations of the Group through the provision of the Shareholder's Loans to the Group. In view of the above, the Board and the Subscriber have reviewed and explored different approaches to settle the Shareholder's Loans and considered the issue of the Convertible Bonds to be the most viable option as the principal amount of the Shareholder's Loans will be fully settled upon the exercise in full of the conversion rights of the Convertible Bonds without requiring any cash outflow on the Company and the issue of the Convertible Bonds would not have an immediate dilution effect on the shareholding of the existing Shareholders.

The Directors (excluding the independent non-executive Directors who will form an opinion after taking into account the recommendation of the Independent Financial Adviser) is of the view that the terms of the Subscription Agreement are on normal commercial terms and the issue of the Convertible Bonds are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is the shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately upon full conversion of the Convertible Bonds at the initial Conversion Price, assuming there being no other change in the issued share capital and shareholding structure of the Company from the date of this announcement and up to the date of full conversion of the Convertible Bonds:

Shareholders	As at the date of this announcement		Immediately upon full conversion of the Convertible Bonds at the initial Conversion Price (assuming there being no other change in the issued share capital and shareholding structure of the Company from the date of this announcement and up to the date of full conversion of the Convertible Bonds)	
	Number of Shares	Approx. % of shareholding	Number of Shares	Approx. % of shareholding
Director				
Mr. Tang Rong	396,200	0.03	396,200	0.02
Substantial shareholders				
The Subscriber	323,200,000	22.07	586,233,175	33.94
China United Gene Investment Holdings Limited (<i>Note 1</i>)	7,770,810	0.53	7,770,810	0.45
Mr. Chau Yiu Ting	328,600,000	22.44	328,600,000	19.02
Public Shareholders	804,226,014	54.93	804,226,014	46.57
Total	1,464,193,024	100	1,727,226,199	100

Notes:

- China United Gene Investment Holdings Limited is owned as to 60.0% by Best Champion Holdings Limited. Best Champion Holdings Limited is owned as to 33.5%, 33.5% and 33.0% by United Gene Holdings Limited, Ease Gold Investments Limited and Victory Trend Limited, respectively. United Gene Holdings Limited is wholly owned by the Subscriber. Ease Gold Investments Limited is wholly owned by Dr. Xie Yi. Victory Trend Limited is wholly owned by Good Links Limited, which is in turn owned as to 50% by Dr. Mao Yumin and as to 50% by Dr. Xie Yi.
- Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save for the Share Subscription, the completion of which is subject to the fulfilment of the conditions precedent under the subscription agreement therein and has not taken place as at the date of this announcement, the Company has not carried out any equity fund raising activities during the past 12 months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Subscriber is the substantial shareholder of the Company holding (through himself and his controlled corporation) 330,970,810 Shares, representing approximately 22.60% of the total issued share capital of the Company. Accordingly, the Subscription constitutes a connected transaction of the Company and is subject to the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The Independent Board Committee will be established to make recommendation to the Independent Shareholders regarding the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Convertible Bonds. The Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Subscription Agreement, including the terms of the Convertible Bonds are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The SGM will be held and convened for the purpose of considering and, if thought fit, approving the Subscription and the grant of the Specific Mandate. The Subscriber and his associates are required to abstain from voting on the resolutions in respect of the Subscription at the SGM. To the best of the Directors' information, belief and knowledge, having made all reasonable enquiry, save for the Subscriber and his associates, no other Shareholders have any material interest in the Subscription and the grant of the Specific Mandate. None of the Directors has material interest in the Subscription and is required to abstain from voting on the resolutions in respect of the Subscription, the Subscription Agreement and the transactions contemplated thereunder.

A circular containing, amongst other things, (i) further information of the Subscription; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Subscription; (iii) the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription; and (iv) a notice of the SGM, is expected to be despatched to the Shareholders on or before 30 August 2023 in accordance with the Listing Rules.

Completion of the Subscription Agreement is subject to fulfillment of the conditions precedent under the Subscription Agreement as set out in this announcement. Accordingly, the Subscription may or may not proceed. The Amendment of Terms is conditional upon fulfillment of the conditions precedent under the Deed of Amendment. Accordingly, the transactions contemplated under the Deed of Amendment may or may not materialise. Holders of securities of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

Unless the context requires otherwise, capitalised terms used in this announcement shall have the following meaning:

“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no.8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Innovative Pharmaceutical Biotech Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 399)
“Completion”	completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Conversion Price”	the conversion price per Conversion Share (subject to adjustments) of HK\$0.211
“Conversion Rights”	the rights of the Bondholder(s) to convert the principal amount outstanding under the Convertible Bonds registered in its name into Conversion Shares subject to the terms and conditions of the Conditions

“Conversion Share(s)”	263,033,175 Share(s) to be allotted and issued upon exercise of the Conversion Rights
“Convertible Bonds”	the 0% coupon convertible bonds due on the Maturity Date in the principal amount of HK\$55,500,000 to be issued by the Company to the Subscriber in accordance with the terms of the Subscription Agreement
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Company, comprising all the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in respect of the Subscription
“Independent Financial Adviser”	the independent financial adviser to be appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscription
“Independent Shareholders”	Shareholders other than those who are required by the Listing Rules to abstain from voting on the resolutions approving the Subscription and the grant of the Specific Mandate
“Independent Third Party”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 October 2023 or such other date as may be agreed by the Company and the Subscriber in writing

“Maturity Date”	The tenth anniversary of the date of issue of the Convertible Bonds, provided that if such date is not a Business Day, the Business Day immediately after such date, being the maturity date of the Convertible Bonds
“SGM”	the special general meeting of the Company to be convened and held by the Company to consider and, if thought fit, approve, among other things, the Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Subscription”	the conditional subscription of 292,830,000 Shares by Zenyth Capital Limited pursuant to the subscription agreement dated 26 July 2023 with estimated net proceeds of approximately HK\$58,000,000 intended for general working capital use of the Group. For details, please refer to the announcement of the Company dated 26 July 2023
“Shareholder’s Loans”	the shareholder’s loans granted by the Subscriber to the Company in the aggregate principal amount of HK\$55,500,000
“Specific Mandate”	the specific mandate for the allotment and issue of the Conversion Shares to be granted to the Directors by the Independent Shareholders at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Dr. Mao Yu Min
“Subscription”	the subscription of the Convertible Bonds pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 27 July 2023 and entered into between the Company and the Subscriber in relation to the subscription of the Convertible Bonds

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent

By order of the Board
Innovative Pharmaceutical Biotech Limited
Tang Rong
Executive Director

Hong Kong, 27 July 2023

As at the date of this announcement, the Board comprises Ms. Jiang Nian (chairman & non-executive Director), Mr. Gao Yuan Xing (executive Director), Mr. Tang Rong (executive Director), Mr. Cheng Tak Yiu (executive Director), Ms. Xiao Yan (non-executive Director), Ms. Wu Yanmin (non-executive Director), Ms. Chen Weijun (independent non-executive Director), Mr. Chen Jinzhong (independent non-executive Director) and Mr. Wang Rongliang (independent non-executive Director).