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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 — EXTENSION OF LOANS

Reference is made to the announcements of the Company dated 31 May 2024 and 29 November 2024 in relation of the advance and, where appropriate, novation of certain loans.

As at the date of this announcement, the Loans, which are loans due from certain connected persons to the Lender, a wholly-owned subsidiary of the Company, are outstanding. Under the existing terms, the Loans will mature gradually starting from 5 August 2025 to 30 September 2025.

Pursuant to the Extension Agreements, amongst other matters, the maturity dates of each of the Loans has been extended to 31 December 2025.

By virtue of the relationship between the parties as elaborated below, each of the Borrowers is a connected person of the Company and accordingly the transactions contemplated under the Extension Agreements 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 extension of the Loans exceeds 0.1% but is less than 5%, the extension of the maturity dates of the Loans is 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

Reference is made to the announcements of the Company dated 31 May 2024 and 29 November 2024 in relation of the advance and, where appropriate, novation of certain loans.

As at the date of this announcement, the Loans, which are loans due from certain connected persons to the Lender, a wholly-owned subsidiary of the Company, are outstanding. Under the existing terms, the Loans will mature gradually starting from 5 August 2025 to 30 September 2025.

The Board announces that on 28 July 2025, the Lender entered into the DG Extension Agreement with Dongguan Taili and Guangzhou Taili; and the GZ Extension Agreement with Guangzhou Taili respectively, pursuant to which the parties have agreed to, amongst other matters, extend the maturity dates of each of the Loans to 31 December 2025. Details of the Extension Agreements are set out below.

THE EXTENSION AGREEMENTS

DG Extension Agreement

Date	:	28 July 2025
Parties	:	(1) the Lender as the lender; (2) Dongguan Taili as the borrower; and (3) Guangzhou Taili as the security provider.
Principal amount as at the date of the DG Extension Agreement	:	Loan A: RMB7,150,000; and Loan B: RMB1,350,000.
Extended maturity date	:	31 December 2025
Interest	:	3.1% per annum, with effect from the day immediately following the respective original maturity date of Loan A (i.e. from 19 September 2025) and Loan B (i.e. from 6 August 2025).
Repayment	:	The Borrower shall repay and/or settle the full amount of Loan A and Loan B and all interest accrued thereon under the DG Extension Agreement on the extended maturity date.
Security	:	Loan A and Loan B shall continue to be secured by a pledge over two invention patents owned by Guangzhou Taili.

Loan A and Loan B had been funded by the internal resources of the Group.

As confirmed by the parties in the DG Extension Agreement, the interests accrued on Loan A and Loan B up to their respective original maturity dates have been paid in full to the Lender in advance prior to the date of the DG Extension Agreement.

GZ Extension Agreement

Date	:	28 July 2025
Parties	:	(1) the Lender as the lender; and (2) Guanzhou Taili as the borrower.
Principal amount as at the date of the GZ Extension Agreement	:	Loan C: RMB1,000,000; and Loan D: RMB3,141,013.24
Extended maturity date	:	31 December 2025
Interest	:	3.1% per annum, with effect from the day immediately following the original maturity date of Loan C (i.e. from 6 August 2025) and Loan D (i.e. from 1 October 2025).
Repayment	:	The Borrower shall repay and/or settle the full amount of Loan C and Loan D and all interest accrued thereon under the DG Extension Agreement on the extended maturity date.
Security	:	Loan C and Loan D shall continue to be secured by a pledge over two invention patents owned by Guangzhou Taili.

Loan C and Loan D had been funded by the internal resources of the Group.

Prior to the date of the GZ Extension Agreement, Guangzhou Taili has repaid part of the principal amount of Loan D, reducing its amount from RMB5,800,000 to RMB3,141,013.24 prior to the date of the GZ Extension Agreement while the principal amount of Loan C has remained as RMB1,000,000. As confirmed by the parties in the GZ Extension Agreement, the interests accrued on both Loan C and Loan D up to their respective original maturity dates has been paid in full to the Lender in advance prior to the date of the GZ Extension Agreement.

The terms of the Extension Agreements (including the interest rate) were arrived at by the parties after arm's length negotiations and, with reference to the prevailing loan prime rate announced by the People's Bank of China. The Directors (including the independent non-executive Directors) consider that the terms of the Extension Agreements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

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, to 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) Dongguan Taili is the holding company of Guangzhou Taili and each them is a limited liability company established in the PRC and principally engaged in the research and development of pharmaceuticals; and (ii) each of Dongguan Taili and Guangzhou Taili 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% ultimately controlled 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, each of Dongguan Taili and Guangzhou Taili is an associate of Mr. Leung who is a connected person of the Company, and thus each of Dongguan Taili and Guangzhou Taili is a connected person of the Company under the Listing Rules.

REASONS FOR AND BENEFITS OF THE EXTENSION OF LOAN

The Loans have been applied by the Borrowers for the research and development and operation purposes. Given that (i) the Group will receive interest for the Loans at an interest rate in short term which is similar or more favorable than the loan prime rate announced by the People's Bank of China; and (ii) the Group has sufficient cashflow notwithstanding the extension of the Loans, the Directors (including the independent non-executive Directors) consider that the extension of the maturity dates of the Loans, although not in the ordinary course of business of the Company, is on normal commercial terms or better and the terms of the Loans 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

By virtue of the relationship between the parties as elaborated above, each of the Borrowers is a connected person of the Company and accordingly the transactions contemplated under the Extension Agreements 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 extension of the Loans exceeds 0.1% but is less than 5%, the extension of the maturity of the Loans is 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 Extension 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 held for approving the Extension 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
"Borrowers"	collectively, Guangzhou Taili and Dongguan Taili
"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
"Dongguan Taili"	東莞太力生物工程有限公司 (Dongguan Taili Biotech Co., Limited*), a limited liability company established in the PRC, a connected person
"Extension Agreements"	collectively, (i) the agreement dated 28 July 2025 made between the Lender, Dongguan Taili and Guangzhou Taili to, amongst other matters, extend the maturity date of each of Loan A and Loan B to 31 December 2025 ("**DG Extension Agreement**"); and (ii) the agreement dated 28 July 2025 made between the Lender and Guangzhou Taili to, amongst other matters, extend the maturity date of each of Loan C and Loan D to 31 December 2025 ("**GZ Extension Agreement**")
"Group"	the Company and its subsidiaries

"Guangzhou Taili"	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, a connected person
"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
"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"	the loan in the principal amount of RMB7,150,000, originally bearing interest at the interest rate of 3.65% per annum and maturing on 18 September 2025 which is owed by Dongguan Taili to the Lender as at the date of the DG Extension Agreement
"Loan B"	the loan in the principal amount of RMB1,350,000, originally bearing interest at the interest rate of 3.65% per annum and maturing on 5 August 2025 which is owed by Dongguan Taili to the Lender as at the date of the DG Extension Agreement
"Loan C"	the loan in the principal amount of RMB1,000,000, originally bearing interest at the interest rate of 3.65% per annum and maturing on 5 August 2025 which is owed by Guangzhou Taili to the Lender as at the date of the GZ Extension Agreement
"Loan D"	the loan in the principal amount of RMB3,141,013.24, originally bearing interest at the interest rate of 3.45% per annum and maturing on 30 September 2025 which is owed by Guangzhou Taili to the Lender as at the date of the GZ Extension Agreement
"Loans"	collectively, Loan A, Loan B, Loan C and Loan D
"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

"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

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

Hong Kong, 28 July 2025

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 (Chief executive) and Dr. Wen Yalei (Chief Operating Officer); two non-executive Directors, Mr. Yau Kwok Wing Tony and Ms. Zhang Qing; and three independent non-executive Directors, namely, Mr. Chow Kai Ming, Mr. Ren Qimin and Mr. Ma Qingshan.

* *For identification purpose only*