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Sinco Pharmaceuticals Holdings Limited

兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 6833)

CONTINUING CONNECTED TRANSACTION IN RELATION TO THE AMENDMENT TO THE TERM OF THE GUARANTEE AGREEMENT

Financial adviser to the Company



**DILIGENT
CAPITAL**

Diligent Capital Limited

THE AMENDMENT TO THE TERM OF THE GUARANTEE AGREEMENT

On 22 June 2026, Mr. Huang and the Company entered into the Side Letter, pursuant to which the Company and Mr. Huang agreed to revise the payment terms of the Guarantee Fees from annual to quarterly payments.

Save as disclosed above, all other terms and conditions of the Guarantee Agreement shall remain unchanged, and the Guarantee Agreement shall remain in full force, validity, and effect in accordance with the terms set out therein.

LISTING RULES IMPLICATION

Mr. Huang is the former executive Director and former chairman of the Board. As at the date of this announcement, Mr. Huang is a controlling shareholder of the Company, beneficially holding approximately 51.65% of the issued share capital of the Company. Therefore, Mr. Huang is a connected person of the Company in accordance with Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Guarantee Agreement (as amended by the Side Letter) constitute a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

The entering into of the Side Letter constitutes a material variation to the terms of the Guarantee Agreement. Pursuant to Rule 14A.54(2) of the Listing Rules, if the Company proposes to effect a material change to the terms for continuing connected transactions, it is required to re-comply with the provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

As all applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the annual caps for the transactions contemplated under the Guarantee Agreement (as amended by the Side Letter) exceed 0.1%, and all applicable percentage ratios are less than 5%, the entering into of the Side Letter and the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Mr. Huang Zhijian, being the son of Mr. Huang, are considered to have material interest in the Guarantee Agreement (as amended by the Side Letter) and has abstained from voting on the Board resolution for approving the Side Letter. Save as mentioned above, no other Directors have a material interest in the Guarantee Agreement (as amended by the Side Letter) and are required to abstain from voting on the relevant Board resolutions.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

THE AMENDMENT TO THE TERM OF THE GUARANTEE AGREEMENT

References are made to the Announcements. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those given to them in the Announcements.

In accordance with the Guarantee Agreement, Mr. Huang has agreed to provide guarantees to the Company and any designated subsidiaries for their obligations related to loan facilities from financial institutions. This commitment will remain in effect from the date of the Guarantee Agreement until 30 September 2027. In recognition of the guarantees provided by Mr. Huang, the Group will compensate him with Guarantee Fees for the guaranteed liabilities. The annual Guarantee Fees will be capped at RMB15,000,000 and will be payable annually.

The Side Letter

On 22 June 2026, Mr. Huang and the Company entered into the Side Letter, pursuant to which the Company and Mr. Huang agreed to revise the payment terms of the Guarantee Fees from annual to quarterly payments.

Any outstanding balance of Guarantee Fees accrued from the effective date of the Guarantee Agreement until 30 June 2026 will be paid in full by the Company to Mr. Huang on 30 June 2026. The Guarantee Fees for the first quarter following the effective date of the Side Letter (i.e., from 1 July 2026 to 30 September 2026) will be due and payable on 30 September 2026. After this date, Guarantee Fees will be payable on the last day of each calendar quarter.

Save as disclosed above, all other terms and conditions of the Guarantee Agreement shall remain unchanged, and the Guarantee Agreement shall remain in full force, validity, and effect in accordance with the terms set out therein.

REASONS AND BENEFITS OF ENTERING INTO THE SIDE LETTER

Prior to entering the Side Letter, the Directors considered that revising the payment terms would (i) enhance risk allocation and monitoring by permitting more frequent assessment of the guarantees and the Group's exposure; and (ii) better align payment timing with interest receipts, loan repayments, and covenant assessments related to the underlying facilities. In light of these considerations, the Directors believe that entering into the Side Letter is in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATION

Mr. Huang is the former executive Director and former chairman of the Board. As at the date of this announcement, Mr. Huang is a controlling shareholder of the Company, beneficially holding approximately 51.65% of the issued share capital of the Company. Therefore, Mr. Huang is a connected person of the Company in accordance with Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Guarantee Agreement (as amended by the Side Letter) constitute a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

The entering into of the Side Letter constitutes a material variation to the terms of the Guarantee Agreement. Pursuant to Rule 14A.54(2) of the Listing Rules, if the Company proposes to effect a material change to the terms for continuing connected transactions, it is required to re-comply with the provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

As all applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the annual caps for the transactions contemplated under the Guarantee Agreement (as amended by the Side Letter) exceed 0.1%, and all applicable percentage ratios are less than 5%, the entering into of the Side Letter and the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Mr. Huang Zhijian, being the son of Mr. Huang, are considered to have material interest in the Guarantee Agreement (as amended by the Side Letter) and has abstained from voting on the Board resolution for approving the Side Letter. Save as mentioned above, no other Directors have a material interest in the Guarantee Agreement (as amended by the Side Letter) and are required to abstain from voting on the relevant Board resolutions.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Announcements”	the announcements issued by the Company on 30 September 2024 and 15 October 2024 in relation to the Guarantee Agreement
“Board”	the board of Directors
“Company”	Sinco Pharmaceuticals Holdings Limited (兴科蓉医药控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 6833)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantee Agreement”	the guarantee agreement dated 30 September 2024, entered into between the Company and Mr. Huang, for the provision of guarantees provided by Mr. Huang to the Company or any of its designated subsidiaries
“Guarantee Fees”	the guarantee fees payable by the Company to Mr. Huang in accordance with the terms of the Guarantee Agreement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time
“Mr. Huang”	Mr. Huang Xiangbin (黄祥彬), the former chairman of the Board and executive Director, and the Company’s controlling shareholder
“PRC”	the People’s Republic of China

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Side Letter”	The side letter entered into between Mr. Huang and the Company, dated 22 June 2026, to revise the payment terms of the Guarantee Fees from annual to quarterly payments
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Sinco Pharmaceuticals Holdings Limited
Huang Zhijian
Chairman and Executive Director

Sichuan, the PRC, 22 June 2026

As at the date of this announcement, the executive Directors are Mr. Huang Zhijian and Mr. Lei Shifeng; the non-executive Director is Ms. Jing Huan; and the independent non-executive Directors are Mr. Lau Ying Kit, Mr. Wang Qing, Mr. Liu Wenfang, and Mr. Bai Zhizhong.

For the purpose of this announcement, unless otherwise specified, the conversion of RMB into HK\$ is based on the approximate exchange rate of RMB1 = HK\$1.16. The exchange rate is adopted for illustration purposes only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this rate or any other rate at all.