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Lee's Pharmaceutical Holdings Limited

李氏大藥廠控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 950)

CONNECTED TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

On 27 March 2020, Lee's International, a wholly owned subsidiary of the Company, and COF entered into the Shareholder Loan Agreement, pursuant to which Lee's International and COF agree that Lee's International shall advance to COF a loan in the principal amount of US\$2,000,000 at an interest rate of 5% per annum. The term of the Shareholder Loan shall be one year commencing from the Advance Date.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Ms. Leelalertsuphakun Wanee, Ms. Lee Siu Fong and Dr. Li Xiaoyi are the Directors and substantial Shareholders who are connected persons of the Company. Ms. Leelalertsuphakun Wanee, Ms. Lee Siu Fong and Dr. Li Xiaoyi hold a total of approximately 62.85% of the issued ordinary and preferred shares in PCH and therefore, PCH is an associate of Ms. Leelalertsuphakun Wanee, Ms. Lee Siu Fong and Dr. Li Xiaoyi, and is a connected person of the Company.

As at the date of this announcement, COF is a non-wholly owned subsidiary of the Company which was owned as to 65% by Lee's International (a wholly owned subsidiary of the Company) and 35% by PCH, which is a connected person of the Company. As PCH exercises and controls 10% or more of the voting power of COF, COF is a connected subsidiary of the Company under the Listing Rules. Accordingly, the Shareholder Loan advanced by Lee's International to COF will constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

* For identification purpose only

The highest applicable percentage ratio for the provision of the Shareholder Loan by Lee's International does not exceed 5%. Therefore, in accordance with Rule 14A.76(2) of the Listing Rules, the provision of the Shareholder Loan by Lee's International is only subject to the reporting and announcement requirements and are exempt from the circular (including independent financial advice) and shareholders' approval requirements of the Listing Rules.

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Details of the Shareholder Loan Agreement are as follows:

SHAREHOLDER LOAN AGREEMENT

Date 27 March 2020

Parties (1) Lee's International, a wholly owned subsidiary of the Company, as lender;
and
(2) COF, as borrower.

Subject Matter

Lee's International and COF agree that Lee's International shall advance to COF the Shareholder Loan in the principal amount of US\$2,000,000 at an interest rate of 5% per annum. The term of the Shareholder Loan shall be one year commencing from the Advance Date.

Principal amount of the Shareholder Loan

US\$2,000,000

Interest rate

The rate of interest applicable to the Shareholder Loan shall be 5% per annum, which is determined with reference to the prevailing interest rate in the market.

Interest on the Shareholder Loan accrued and calculated for the period commencing on the Advance Date up to (but excluding) the Shareholder Loan Repayment Date shall be payable on the Shareholder Loan Repayment Date.

Term

Subject to early repayment as provided in the Shareholder Loan Agreement, the term of the Shareholder Loan shall be one year commencing from the Advance Date.

Repayment schedule

COF shall repay the Shareholder Loan together with all interests accrued, on the expiry date of the Shareholder Loan Term.

COF shall have the right to make early repayment on the Shareholder Loan, together with the interests accrued, at any time during the Shareholder Loan Term by giving 7 days' written notice to Lee's International, and repayment shall then be made on this earlier date as specified in such written notice.

REASONS FOR AND BENEFITS OF THE SHAREHOLDER LOAN

COF is held by the Company (through Lee's International) and is treated as an indirect non-wholly owned subsidiary of the Company and is the development arm of oncology products of the Group. The intended use of the Shareholder Loan will be the general working capital of COF Group for the development of new drugs in oncology therapeutic area and the provision of financial assistance will generate additional profit attributable to the Shareholders. As such, the Directors (including the independent non-executive Directors) are of the view that the provision of the financial assistance given by Lee's International for the benefit of COF will in turn benefit the Group. Therefore, after arm's length negotiation between COF and Lee's International (which is a shareholder of COF), Lee's International agrees to advance a shareholder loan in the principal amount of US\$2,000,000 at a market interest rate to COF for the Shareholder Loan Term. Accordingly, on 27 March 2020, Lee's International and COF entered into the Shareholder Loan Agreement on the terms set out above. The Shareholder Loan was generated from the internal resources of the Group.

The Directors (including the independent non-executive Directors) considered that the Shareholder Loan Agreement, which has been entered into after arm's length negotiation between Lee's International and COF is not in the ordinary and usual course of business of the Group but is on normal commercial terms and the terms therein are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Ms. Leelalertsuphakun Wanee, Ms. Lee Siu Fong and Dr. Li Xiaoyi, all are executive Directors and substantial Shareholders, are indirectly (through PCH) interested in the issued share capital of COF. As a result, all of Ms. Leelalertsuphakun Wanee, Ms. Lee Siu Fong and Dr. Li Xiaoyi are considered to have a material interest in the transaction contemplated under the Shareholder Loan Agreement and are required to abstain, and have abstained, from voting on the relevant Board resolutions to approve the Shareholder Loan Agreement. Save for the above, no Director has a material interest in the transaction contemplated under the Shareholder Loan Agreement and none of them is required to abstain or has abstained from, voting on the relevant Board resolutions to approve the Shareholder Loan Agreement.

INFORMATION OF LEE'S INTERNATIONAL, PCH AND COF

Lee's International was incorporated in the British Virgin Islands and its principal business activity is investment holding.

PCH is principally engaged in investment holding. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the shareholding structure of PCH is as follows:

Shareholders of PCH	Shareholding	Remark
Dr. Li Xiaoyi	43.91%	Dr. Li Xiaoyi is an executive Director.
Southern Creation Limited	15.15%	Southern Creation Limited, a company incorporated on 7 September 2015 under the laws of the British Virgin Islands and a special purpose vehicle managed and controlled by Shanghai Kuokun Asset Management Limited (" Shanghai Kuokun "). The Directors were informed by Southern Creation Limited that the shareholdings of each of Shanghai Kuokun's investors is less than 10%.
GL Instrument Investment L.P.	15.15%	GL Instrument Investment L.P. is a fund (the " Fund ") managed by its general partner, namely GL Capital Management GP II B.C. 4 Limited, and the Fund is owned as to 69% by Assicurazioni Generali, S.p.A., a company with its shares listed on the Milan Stock Exchange, and 17% by BOC Hong Kong (Holdings) Limited, a company with its shares listed on the Stock Exchange. The Directors do not have information or knowledge on the ultimate beneficial owners of Assicurazioni Generali, S.p.A. and BOC Hong Kong (Holdings) Limited.
Ms. Leelalertsuphakun Wanee	7.96%	Ms. Leelalertsuphakun Wanee is an executive Director.
Ms. Lee Siu Fong	7.95%	Ms. Lee Siu Fong is an executive Director.
Swift Focus Limited	3.03%	Swift Focus Limited is wholly owned by Dr. Li Xiaoyi, who is an executive Director.
Other investors	6.85%	The shareholdings of each of the other investors is less than 10%.
Total	100.00%	

The entire issued shares of COF is held as to 65% by LPI and 35% by PCH. COF is principally engaged in development of oncology pharmaceutical products.

GENERAL INFORMATION OF THE GROUP

The Group is a research-driven and market-oriented biopharmaceutical company focused on the PRC market. Through its operating subsidiary in the PRC, the Group develops, manufactures and markets proprietary pharmaceutical products in the PRC. It has established a sale and distribution network for pharmaceuticals covering most provinces and cities in the PRC, marketing both self-developed products and licensed products from abroad.

LISTING RULES IMPLICATIONS

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DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Advance Date”	the date when the Shareholder Loan is drawn down by COF within the Availability Period
“Availability Period”	a period of one month commencing from the date of the Shareholder Loan Agreement

“Board”	the board of Directors
“COF”	China Oncology Focus Limited, a company incorporated in the British Virgin Islands
“COF Group”	COF and its subsidiaries
“Company”	Lee’s Pharmaceutical Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its issued shares listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning as ascribed under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Lee’s International”	Lee’s Pharmaceutical International Limited, a company incorporated in the British Virgin Islands
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Loan Advance Date”	27 March 2020
“PCH”	Perfect Concept Holdings Limited, a company incorporated in Hong Kong
“percentage ratios”	has the meaning as ascribed under the Listing Rules
“PRC”	the People’s Republic of China
“Shareholder Loan”	the shareholder loan in the principal amount of US\$2,000,000 advanced by Lee’s International to COF under the Shareholder Loan Agreement
“Shareholder Loan Agreement”	the shareholder loan agreement dated 27 March 2020 entered into between Lee’s International and COF
“Shareholder Loan Repayment Date”	the date on which the Shareholder Loan is repaid in accordance with the terms of the Shareholder Loan Agreement

“Shareholder Loan Term”	the term of the Shareholder Loan, which is one year commencing from the Advance Date
“Shareholders”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By order of the Board of
Lee’s Pharmaceutical Holdings Limited
Lee Siu Fong
Chairman

Hong Kong, 27 March 2020

As at the date of this announcement, Ms. Lee Siu Fong (Chairman), Ms. Leelalertsuphakun Wanee and Dr. Li Xiaoyi are executive Directors, Mr. Simon Miles Ball is a non-executive Director, Dr. Chan Yau Ching, Bob, Mr. Lam Yat Cheong and Dr. Tsim Wah Keung, Karl are independent non-executive Directors.