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KELUN-BIOTECH
科伦博泰

Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.

四川科倫博泰生物醫藥股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6990)

DISCLOSEABLE TRANSACTION SUBSCRIPTION FOR STRUCTURED DEPOSITS

INTRODUCTION

The Board hereby announces that on April 22, 2024 and July 5, 2024, the Company entered into the BOCOM Structured Deposit Agreement I and the BOCOM Structured Deposit Agreement II, pursuant to which the Company agreed to subscribe for two structured deposits from BOCOM in the principal amount of RMB170 million and RMB200 million, respectively. As at the date of this announcement, the aggregate outstanding principal amount of the structured deposits acquired from BOCOM is RMB370 million.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) of the aggregate outstanding amount of the structured deposits maintained at BOCOM as at the date of this announcement exceeds 5% but is less than 25%, the subscription for the BOCOM Structured Deposits contemplated under the BOCOM Structured Deposit Agreements constitutes a discloseable transaction of the Company under the Listing Rules, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. The subscription of the structured deposit pursuant to the BOCOM Structured Deposit Agreement I did not constitute any notifiable transaction at the relevant time as the applicable percentage ratios calculated pursuant to Chapter 14 of the Listing Rules in respect of such subscription was below 5%.

INTRODUCTION

The Board hereby announces that on July 5, 2024, the Company entered into the BOCOM Structured Deposit Agreement II, pursuant to which the Company agreed to subscribe for a structured deposit in the principal amount of RMB200 million from BOCOM. As at the date of this announcement, the aggregate outstanding principal amount of the structured deposits maintained at BOCOM is RMB370 million.

THE BOCOM STRUCTURED DEPOSIT AGREEMENTS

Prior to the BOCOM Structured Deposit Agreement II, the Company entered into the BOCOM Structured Deposit Agreement I with BOCOM for the subscription of a structured deposit in the principal amount of RMB170 million on April 22, 2024, which did not constitute a notifiable transaction or connected transaction of the Company at the relevant time. The principal terms of the BOCOM Structured Deposit Agreements are set out as follows:

The BOCOM Structured Deposit Agreement I

Date of agreement	April 22, 2024
Parties	(1) the Company; and (2) BOCOM
Name of the Structured Deposit	BOCOM Yuntong Fortune 89-day Fixed-Term Structured Deposit (bullish gold-linked) (交通銀行蘊通財富定期型結構性存款89天(掛鈎黃金看漲))
Type of the Structured Deposit	Principal-guaranteed with floating return
Principal amount of the subscription	RMB170 million
Commencement date	April 24, 2024
Maturity date	July 22, 2024
Term of the Structured Deposit	89 days
Expected annualized floating rate of return	1.65%, 2.80% or 3.00% per annum BOCOM guarantees a minimum annualized rate of return of 1.65%.
Subject linked	The a.m. benchmark price of Shanghai Gold published on the Shanghai Gold Exchange
Early termination	The Company has no right of early termination under the BOCOM Structured Deposit Agreement I. BOCOM has the right to early terminate the BOCOM Structured Deposit Agreement I, provided that it shall publish an information announcement on its official website or at its branches prior to the date of early termination.
Redemption and Payment	The Company has no right to redeem the structured deposit during its term. The principal and the actual return of the structured deposit will be paid in one lump sum upon its maturity or early termination by BOCOM.

The BOCOM Structured Deposit Agreement II

Date of agreement	July 5, 2024
Parties	(1) the Company; and (2) BOCOM
Name of the Structured Deposit	BOCOM Yuntong Fortune 182-day Fixed-Term Structured Deposit (bullish exchange rate-linked) (交通銀行蘊通財富定期型結構性存款182天(掛鈎匯率看漲))
Type of the Structured Deposit	Principal-guaranteed with floating return
Principal amount of the subscription	RMB200 million
Commencement date	July 8, 2024
Maturity date	January 6, 2025
Term of the Structured Deposit	182 days
Expected annualized floating rate of return	1.65%, 2.70% or 2.90% per annum BOCOM guarantees a minimum annualized rate of return of 1.65%.
Subject linked	The exchange rate of JPY against USD (as shown on the Bloomberg BFIX page)
Early termination	The Company has no right of early termination under the BOCOM Structured Deposit Agreement II. BOCOM has the right to early terminate the BOCOM Structured Deposit Agreement II, provided that it shall publish an information announcement on its official website or at its branches prior to the date of early termination.
Redemption and Payment	The Company has no right to redeem the structured deposit during its term. The principal and the actual return of the structured deposit will be paid in one lump sum upon its maturity or early termination by BOCOM.

The Directors are of the view that the consideration of the subscription of the BOCOM Structured Deposits were determined on the basis of arm's length commercial terms. The BOCOM Structured Deposits were subscribed for by the Company by using the idle own funds of the Group and without using the proceeds from the initial public offering of the Company or the placing of new H shares of the Company which was completed on May 16, 2024.

INFORMATION ON THE PARTIES

The Company is a biopharmaceutical company, principally engaged in the R&D, manufacturing and commercialization of novel drugs in oncology, immunology and other therapeutic areas.

BOCOM is a state-owned joint-stock commercial bank incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 601328) and The Stock Exchange of Hong Kong Limited (stock code: 3328). BOCOM is principally engaged in the provision of corporate and personal banking and financial services. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BOCOM and its ultimate beneficial owner are third parties independent of the Company and its connected persons as of the date of this announcement.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION FOR THE BOCOM STRUCTURED DEPOSITS

The Directors are of the view that taking into account, among others, (i) the nature of the principal-guaranteed BOCOM Structured Deposits with floating return, (ii) the expected rate of return, and (iii) the short-term nature of the BOCOM Structured Deposits, the subscription for the BOCOM Structured Deposits by using the idle own funds of the Group will have higher returns on deposits than those generally available from commercial banks and is conducive to improving the efficiency of the use of the Group's idle funds. The Directors believe that the terms of the BOCOM Structured Deposit Agreements are fair and reasonable and in the interests of the Company's shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) of the aggregate outstanding amount of the structured deposits maintained at BOCOM as at the date of this announcement exceeds 5% but is less than 25%, the subscription for the BOCOM Structured Deposits contemplated under the BOCOM Structured Deposit Agreements constitutes a discloseable transaction of the Company under the Listing Rules, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. The subscription of the structured deposit pursuant to the BOCOM Structured Deposit Agreement I did not constitute any notifiable transaction at the relevant time as the applicable percentage ratios calculated pursuant to Chapter 14 of the Listing Rules in respect of such subscription was below 5%.

DEFINITIONS

“Board”	the board of directors of the Company
“BOCOM”	Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 601328) and The Stock Exchange of Hong Kong Limited (stock code: 3328)
“BOCOM Structured Deposit Agreement I”	the structured deposit product agreement entered into between the Company and BOCOM on April 22, 2024, the principal terms of which are set out in the section headed “The BOCOM Structured Deposit Agreements” of this announcement

“BOCOM Structured Deposit Agreement II”	the structured deposit product agreement entered into between the Company and BOCOM on July 5, 2024, the principal terms of which are set out in the section headed “The BOCOM Structured Deposit Agreements” of this announcement
“BOCOM Structured Deposit Agreements”	the BOCOM Structured Deposit Agreement I and BOCOM Structured Deposit Agreement II
“BOCOM Structured Deposits”	collectively, the structured deposits issued by BOCOM in accordance with the terms of the BOCOM Structured Deposit Agreements
“Company”	Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (四川科倫博泰生物醫藥股份有限公司), a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 6990)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“JPY”	Japanese Yen, the lawful currency of Japan
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall not include Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“USD”	U.S. dollar, the lawful currency of the United States of America
“%”	per cent

By order of the Board
Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.
LIU Gexin
Chairman of the Board and Non-executive Director

Hong Kong, July 5, 2024

As at the date of this announcement, the Board comprises Mr. LIU Gexin as the chairman of the Board and non-executive Director, Dr. GE Junyou as executive Director, Mr. LIU Sichuan, Mr. LAI Degui, Mr. FENG Hao, Mr. ZENG Xuebo and Mr. LI Dongfang as non-executive Directors, and Dr. ZHENG Qiang, Dr. TU Wenwei, Dr. JIN Jinping, and Dr. LI Yuedong as independent non-executive Directors.