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SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

VOLUNTARY ANNOUNCEMENT ENTERING INTO OF A SUPPLEMENTARY AGREEMENT

Reference is made to the announcements of Sino Harbour Holdings Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 6 October 2015 and 15 December 2015 (the “**Previous Announcements**”) in relation to the entering into by the Company’s wholly owned subsidiary Sino Harbour Bio Technology Limited (漢港生物科技有限公司) (“**SH BioTech HK**”) of a strategic cooperation framework agreement and a joint venture agreement with (i) Zhejiang University of Technology Assets Operation Limited (浙江工業大學資產經營有限公司) (“**Uni Assets Ltd**”) and (ii) Irvine Pharmaceutical Services, Inc. (“**IPS**”). As disclosed in the Previous Announcements, all the relevant parties agreed to incorporate a joint venture company (the “**New Company**”) in the People’s Republic of China to enter into the pharmaceutical inspection industry.

This announcement is made by the Company on a voluntary basis to inform its shareholders and potential investors of the latest information about the Group.

SUPPLEMENTARY AGREEMENT

On 4 November 2016, SH BioTech HK has entered into a supplementary agreement (the “**Supplementary Agreement**”) with Uni Assets Ltd and IPS. Pursuant to the Supplementary Agreement, all parties agree that, among other things:-

- (1) the registered capital of the New Company will be reduced to RMB60.00 million (equivalent to approximately HK\$68.73 million) from the intended registered capital of RMB64.00 million (equivalent to approximately HK\$76.89 million) as set out in the Previous Announcements;
- (2) SH BioTech HK will be injecting a capital of RMB45.00 million (equivalent to approximately HK\$51.55 million) by cash (the “**Consideration**”) to subscribe for a 75% equity stake in the New Company, instead of the intended capital injection of RMB38.40 million (equivalent to approximately HK\$46.13 million) to subscribe for a 60% equity stake in the New Company.

30% of the Consideration (i.e. RMB13.50 million or equivalent to approximately HK\$15.46 million) will be paid up within 2 months after the New Company has been issued with the business license (the “**Issue**”). The remaining 70% of the Consideration will be paid up according to the operational need of the New Company within 4 years after the Issue;

- (3) Uni Assets Ltd will be injecting a capital of RMB3.00 million (equivalent to approximately HK\$3.44 million) by cash to subscribe for a 5% equity stake in the New Company, instead of the intended capital injection of RMB12.80 million (equivalent to approximately HK\$15.37 million) to subscribe for a 20% equity stake in the New Company. All of its consideration will be paid up within 1 year after the Issue;
- (4) IPS will be injecting its intangible assets required for the operation of the New Company in an aggregate fair value of RMB12.00 million (equivalent to approximately HK\$13.75 million) in return for a 20% equity stake of the New Company, instead of the intended capital injection in an aggregate fair value of RMB12.80 million (equivalent to approximately HK\$15.37 million) of intangible assets in return for a 20% equity stake of the New Company;
- (5) IPS guarantees that the New Company (and its facilities) shall pass the relevant U.S. Food and Drug Administration (“**FDA**”) inspection and/or audit and obtain the FDA registration within 2 years after the Issue, in order to become a FDA approved laboratory; and
- (6) the non-competition arrangements as mentioned in the Previous Announcements had been voided.

CONDITIONS OF THE SUPPLEMENTARY AGREEMENT

The Supplementary Agreement shall only be effective upon approval by Zhejiang University of Technology (浙江工業大學) (“**ZH Tech University**”). Uni Assets Ltd is an asset management company established by ZH Tech University as mentioned in the Previous Announcements.

IMPLICATIONS UNDER THE LISTING RULES

As all the applicable percentage ratios set out in Rule 14.07 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) in respect of the subscription by the Group in the New Company (the “**Subscription**”) are less than 5%, the Subscription does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

By order of the Board
Sino Harbour Holdings Group Limited
SHI Feng
Deputy Chairman and Executive Director

Hong Kong, 4 November 2016

As at the date of this announcement, the Board comprises seven Directors, including three executive Directors, namely Mr. SHI Feng (Deputy Chairman and Chief Executive Officer), Mr. WONG Lui and Ms. GAO Lan; one non-executive Director, namely Ms. CHAN Heung Ling (Chairlady); and three independent non-executive Directors, namely Mr. XIE Gang, Mr. LEE Man To and Ms. ZHANG Juan.