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**ImmuneOnco Biopharmaceuticals (Shanghai) Inc.**

**宜明昂科生物醫藥技術（上海）股份有限公司**

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

**(Stock Code: 1541)**

**VOLUNTARY ANNOUNCEMENT  
TRANSFER OF EQUITY INTEREST IN A SUBSIDIARY**

**TRANSFER OF EQUITY INTEREST IN A SUBSIDIARY**

On September 13, 2024 (after trading hours of the Stock Exchange), the Company entered into the Equity Transfer Agreement with Jiaxing Changxin, pursuant to which Jiaxing Changxin agreed to acquire and the Company agreed to transfer the Target Equity, being 7.0% equity interest in the Target Company (a wholly-owned subsidiary of the Company) at the Consideration of RMB140,000. Immediately upon the Completion, the Company will hold 93.0% of the equity interest of the Target Company and the Target Company will remain as a non-wholly owned subsidiary of the Company.

**IMPLICATIONS UNDER THE LISTING RULES**

As at the date of this announcement, Jiaxing Changxin is a limited partnership managed by its executive partner, Jiaxing Hanning, which is ultimately controlled by Dr. Tian and holds approximately 0.1% partnership interest in Jiaxing Changxin. Jiaxing Changxin has two limited partners including Dr. Tian holding approximately 71.33% partnership interest and Dr. Zheng holding approximately 28.57% partnership interest in Jiaxing Changxin. Dr. Tian is the executive Director, the chief executive officer and one of the Controlling Shareholders of the Company. As such, Jiaxing Changxin is an associate of Dr. Tian and therefore a connected person of the Company under the Listing Rules, and the transaction contemplated under the Equity Transfer Agreement constitutes a connected transaction under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules are less than 5% and the total Consideration is less than HK\$3,000,000, the transaction contemplated under the Equity Transfer Agreement constitutes a de minimis connected transaction as stipulated under Rule 14A.76(1) of the Listing Rules and is fully exempt from independent Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

The Board hereby wishes to inform its Shareholders of the Equity Transfer Agreement and the transaction contemplated hereunder with a view to demonstrating and upholding transparency and good corporate governance standard.

## **THE EQUITY TRANSFER AGREEMENT**

The Board announces that on September 13, 2024, the Company entered into the Equity Transfer Agreement with Jiaxing Changxin, pursuant to which Jiaxing Changxin agreed to acquire and the Company agreed to transfer the Target Equity at the Consideration of RMB140,000.

The principal terms and conditions of the Equity Transfer Agreement are summarized below:

### **Date**

September 13, 2024 (after trading hours of the Stock Exchange)

### **Parties to the Equity Transfer Agreement**

- (i) The Company (as the transferor); and
- (ii) Jiaxing Changxin (as the transferee).

### **Subject Matter**

Pursuant to the Equity Transfer Agreement, Jiaxing Changxin agreed to acquire and the Company agreed to transfer the Target Equity, being 7.0% of the equity interest of the Target Company (a wholly-owned subsidiary of the Company).

## **Consideration**

The Consideration for the transfer of Target Equity from the Company to Jiaxing Changxin is RMB140,000.

The Consideration was determined on arm's length basis between the Company and Jiaxing Changxin, taking into account various factors, including but not limited to, (i) the registered capital of the Target Company in the amount of RMB2.0 million and the net liabilities of the Target Company as of June 30, 2024; (ii) the reasons and benefits as stated under the paragraph headed "Reasons for and Benefits of the Transfer"; and (iii) the low liquidity of the equity interest of the Target Company.

## **Conditions**

Pursuant to the Equity Transfer Agreement, Jiaxing Changxin shall make payment of the Consideration to the Company within ten business days upon the satisfaction of the following conditions:

- (i) the representations and warranties under the Equity Transfer Agreement are true, accurate and complete on the signing date of the Equity Transfer Agreement and the date of the Completion;
- (ii) all necessary permits, authorization and relevant documents for the execution of the Equity Transfer Agreement and the transfer of Target Equity contemplated thereunder having been obtained;
- (iii) completion of the procedures for all necessary registrations and filings of the transfer of the Target Equity; and
- (iv) an account has been opened by the Company to receive the Consideration and a written payment notice duly signed by the Company has been issued to Jiaxing Changxin.

## **Completion**

Subject to all necessary approvals, authorizations, consents and conditions, the Completion shall take place on the date upon which the Consideration has been fully paid by Jiaxing Changxin to the Company.

## **REASONS FOR AND BENEFITS OF THE TRANSFER**

In recognition of the contributions and efforts of Dr. Tian and Dr. Zheng devoted to the establishment and operations of the Target Company, and to incentive them to further promote the development of the Target Company, the Company has decided to transfer part of its equity interest in the Target Company to Jiaxing Changxin, which holds the equity interest in the Target Company on behalf of Dr. Tian and Dr. Zheng, at the Consideration which was determined based on arm's length negotiations and with reference to the status of the assets and business operations of the Target Company at the time of the Transfer. As the Target Company has only been established for a few months and it is in the early development stage, the Company believes that the Target Company would benefit from the additional capital, knowledge, experiences and industry insights of Dr. Tian and Dr. Zheng. Considering the positive effect of the Transfer on the operation and development of the Target Company, which will stimulate the enthusiasm of the management and business team and improve operating efficiency of the Target Company, the Transfer may cause positive impact on the development of the Group as a whole in the long run.

The Board (including the independent non-executive Directors) is of the view that (i) the terms of the Equity Transfer Agreement are fair and reasonable, (ii) the Equity Transfer Agreement is on normal commercial terms or better, and (iii) the entering into the Equity Transfer Agreement is in the interest of the Company and its Shareholders as whole.

Dr. Tian abstained from voting on the resolution to approve the Equity Transfer Agreement and the transaction contemplated thereunder. Save as disclosed above, none of the Directors have any material interest in the Equity Transfer Agreement and the transactions contemplated thereunder.

## **INFORMATION OF THE PARTIES**

### **The Company**

The Company is a joint stock company incorporated in the PRC with limited liability on June 14, 2022. The Company is a science-driven biotechnology company dedicated to the development of innovative immuno-oncology therapies.

## **Jiaxing Changxin**

Jiaxing Changxin is a limited liability partnership incorporated under the laws of the PRC August 27, 2024 as an employee shareholding platform of the Target Company, and is managed by its executive partner, Jiaxing Hanning, holding approximately 0.1% partnership interest in Jiaxing Changxin. As of the date of this announcement, Jiaxing Hanning is held by Dr. Tian and Mr. Li Song (李松) (the executive Director) as to 99.0% and 1.00%, respectively. The limited partners of Jiaxing Changxin are Dr. Tian and Dr. Zheng, a member of senior management of the Target Company, holding approximately 71.33% and 28.57% of the partnership interest in Jiaxing Changxin, respectively.

## **INFORMATION OF THE TARGET COMPANY**

The Target Company is a limited liability company incorporated under the laws of the PRC on January 4, 2024, and is a wholly-owned subsidiary of the Company as of the date of this announcement and immediately before the Completion. It is mainly engaged in development of innovative drug in metabolic and rare disease.

The net loss (both before and after taxation and extraordinary items) of the Target Company for the six months ended June 30, 2024 is approximately RMB4.5 million, and the unaudited net liabilities of the Target Company were approximately RMB2.5 million as at June 30, 2024, based on its unaudited financial information prepared in accordance with the International Financial Reporting Standards.

## **FINANCIAL EFFECTS OF THE TRANSFER AND USE OF PROCEEDS**

Immediately upon the Completion, the Target Company will be a non-wholly subsidiary of the Company, which will be owned by the Company and Jiaxing Changxin as to 93.0% and 7.0%, respectively, and the financial results of the Target Company will continue to be consolidated into the financial statements of the Group. The Transfer is accounted for as an equity transaction and it is expected that there will be no gain or loss arising from the Transfer.

The net proceeds from the Transfer, after deducting expenses attributable to the Transfer, are estimated to be approximately RMB140,000. The Company intends to apply such net proceeds as general working capital.

## IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Jiaxing Changxin is a limited partnership managed by its executive partner, Jiaxing Hanning, which is ultimately controlled by Dr. Tian and holds approximately 0.1% partnership interest in Jiaxing Changxin. Jiaxing Changxin has two limited partners including Dr. Tian holding approximately 71.33% partnership interest and Dr. Zheng holding approximately 28.57% partnership interest in Jiaxing Changxin. Dr. Tian is the executive Director, the chief executive officer and one of the Controlling Shareholders of the Company. As such, Jiaxing Changxin is an associate of Dr. Tian and therefore a connected person of the Company under the Listing Rules, and the transaction contemplated under the Equity Transfer Agreement constitutes a connected transaction under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules are less than 5% and the total Consideration is less than HK\$3,000,000, the transaction contemplated under the Equity Transfer Agreement constitutes a de minimis connected transaction as stipulated under Rule 14A.76(1) of the Listing Rules and is fully exempt from independent Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

The Board hereby wishes to inform its Shareholders of the Equity Transfer Agreement and the transaction contemplated hereunder with a view to demonstrating and upholding transparency and good corporate governance standard.

## DEFINITIONS

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

“Board”	the board of Directors
“Company”	ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (宜明昂科生物醫藥技術(上海)股份有限公司), a joint stock company incorporated in the PRC with limited liability on June 14, 2022, the H shares of which are listed on the Stock Exchange (stock code: 1541), or, where the context requires (as the case may be), its predecessor, ImmuneOnco Biopharmaceuticals (Shanghai) Co., Ltd. (宜明昂科生物醫藥技術(上海)有限公司), a limited liability company established in the PRC on June 18, 2015

“Completion”	The completion of the transfer of Target Equity from the Company to Jiaxing Changxin in accordance with the terms and conditions set out in the Equity Transfer Agreement
“connected person(s)”	has (have) the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration in the amount of RMB140,000 for the transfer of Target Equity payable by Jiaxing Changxin to the Company
“Controlling Shareholder(s)”	has (have) the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Tian”	Dr. Tian Wenzhi (田文志), the chairman of the Board, the chief executive officer, the chief scientific officer, executive Director and one of the controlling shareholders of the Company
“Dr. Zheng”	Dr. Zheng Qian (鄭茜), a member of senior management of the Target Company
“Equity Transfer Agreement”	the Equity Transfer Agreement entered into between the Company and Jiaxing Changxin dated September 13, 2024 in relation to the transfer of Target Equity
“Group”	the Company and its subsidiaries
“Jiaxing Changxin”	Jiaxing Changxin Enterprise Management L.P. (Limited Partnership) (嘉興昶新企業管理合夥企業(有限合夥)), a limited liability partnership incorporated in the PRC on August 27, 2024
“Jiaxing Hanning”	Jiaxing Hanning Enterprise Management Co., Ltd. (嘉興翰寧企業管理有限公司), a company incorporated in the PRC with limited liability on May 3, 2016, which is ultimately controlled by Dr. Tian

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“percentage ratios”	have the same meaning as ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China, and except where the context otherwise requires, references in this announcement to the PRC or Mainland China exclude Hong Kong, China, Macau, China and Taiwan, China
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	ImmuneCare Biopharmaceutical (Shanghai) Co., Ltd. (宜明凱爾生物醫藥技術(上海)有限公司), a limited liability company established under the laws of the PRC on January 4, 2024, which is a wholly-owned subsidiary of the Company
“Target Equity”	the 7.0% equity interest in the Target Company held by the Company pursuant to the Equity Transfer Agreement
“Transfer”	the transfer of the Target Equity, being the 7.0% equity interest in the Target Company, from the Company to Jiaxing Changxin pursuant to the Equity Transfer Agreement
“%”	per cent

By order of the Board  
**ImmuneOnco Biopharmaceuticals (Shanghai) Inc.**  
 宜明昂科生物醫藥技術（上海）股份有限公司  
**Tian Wenzhi**  
*Chairman and Executive Director*

Hong Kong, September 13, 2024

*As at the date of this announcement, the Board of Directors comprises (i) Dr. Tian Wenzhi, Mr. Li Song and Ms. Guan Mei as executive Directors; (ii) Dr. Xu Cong, Mr. Yu Zhihua and Mr. Yu Xiaoyong as non-executive Directors; and (iii) Dr. Zhenping Zhu, Dr. Kendall Arthur Smith and Mr. Yeung Chi Tat as independent non-executive Directors.*