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PuraPharm

PURAPHARM CORPORATION LIMITED

培力農本方有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1498)

COMPLETION OF (1) DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE PATENT LICENCE AGREEMENT INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER THE SPECIFIC MANDATE; AND (2) DISCLOSEABLE TRANSACTION IN RELATION TO THE SUBSCRIPTION OF NEW SHARES BY THE SUBSCRIBER UNDER SPECIFIC MANDATE

References are made to the announcement of PuraPharm Corporation Limited (the "**Company**") dated 25 July 2025 and the circular of the Company dated 3 October 2025 (the "**Circular**") in relation to among other things, (i) discloseable and connected transaction in relation to the Patent Licence Agreement involving the issue of 93,488,372 Consideration Shares under the specific mandate; and (ii) discloseable transaction in relation to the Subscription of 46,512,000 Subscription Shares by the Subscriber under the specific mandate. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

LICENCE AGREEMENT COMPLETION

The Company is pleased to announce that all of the conditions under the Patent Licence Agreement have been fulfilled and the Licence Agreement Completion took place on 30 October 2025 in accordance with the terms and conditions of the Patent Licence Agreement.

Pursuant to the Patent Licence Agreement, an aggregate of 93,488,372 Consideration Shares have been allotted and issued at the Issue Price of HK$0.43 per Consideration Share to the Licensor. The 93,488,372 Consideration Shares represent approximately 23.61% of the issued share capital of the Company immediately before the Licence Agreement Completion and the Subscription Completion and approximately 17.45% of the issued share capital of the Company as enlarged by the allotment and issue of both the Consideration Shares and the Subscription Shares.

SUBSCRIPTION COMPLETION

The Company is pleased to announce that all of the conditions under the Subscription Agreement have been fulfilled and the Subscription Completion took place on 30 October 2025 in accordance with the terms and conditions of the Subscription Agreement.

A total of 46,512,000 Subscription Shares have been successfully subscribed by the Subscriber at the Subscription Price of HK$0.43 per Subscription Share. The 46,512,000 Subscription Shares represent approximately 11.75% of the entire issued share capital of the Company immediately before Licence Agreement Completion and Subscription Completion and approximately 8.68% of the issued share capital of the Company as enlarged by the allotment and issue of both the Consideration Shares and the Subscription Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before the Licence Agreement Completion and the Subscription Completion, and (ii) immediately upon the Licence Agreement Completion and the Subscription Completion:

	Immediately before the Licence Agreement Completion and the Subscription Completion		**Immediately after the Completion of the Licence Agreement Completion and the Subscription Completion**(5)(6)	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Chan and his associates				
Mr. Chan	40,108,267	10.13%	40,108,267	7.48%
PuraPharm Corporation Limited (1)(2)	76,349,750	19.29%	76,349,750	14.25%
Fullgold Development Limited(7)	81,929,000	20.69%	81,929,000	15.29%
Gold Sparkle Limited(4)	19,576,080	4.94%	19,576,080	3.65%
Ms. Man(3)	8,226,050	2.08%	8,226,050	1.54%
Sub-total	226,189,147	57.13%	226,189,147	42.21%
The Licensor	–	–	93,488,372	17.45%
Dr. Tsoi Kam Biu, Alvin (executive Director)	2,527,000	0.64%	2,527,000	0.47%
Mr. Leung Lim Kin, Simon (independent non-executive Director)	18,000	0.011%	18,000	0.003%
Shares under Share Award Scheme	844,335	0.21%	844,335	0.16%
Public Shareholders				
The Subscriber	–	–	46,512,000	8.68%
Other Shareholders	166,318,793	42.01%	166,318,793	31.04%
Total	395,897,275	100%	535,897,647	100%

Notes

(1) Mr. Chan and Ms. Man beneficially own 50% and 50% of the issued share capital of Joint Partners Investments Limited, which in turn wholly owns the entire issued share capital of PuraPharm Corporation Limited which is a company incorporated in the British Virgin Islands.

(2) PuraPharm Corporation Limited is wholly owned by Joint Partners Investments Limited. By virtue of the SFO, Joint Partners Investments Limited is deemed to be interested in the Shares held by PuraPharm Corporation Limited.

(3) Ms. Man is the spouse of Mr. Chan. By virtue of the SFO, Ms. Man is deemed to be interested in the Shares held by Mr. Chan.

(4) Mr. Chan beneficially owns the entire issued share capital of Gold Sparkle Limited, which in turn owns 19,576,080 Shares. By virtue of the SFO, Mr. Chan is deemed to be interested in the Shares held by Gold Sparkle Limited.

(5) All interests are calculated based on the total Shares in issue immediately upon Licence Agreement Completion and Subscription Completion, being 535,897,647 Shares.

(6) The Patent Licence Agreement and the Subscription Agreement are inter-conditional, and the Licence Agreement Completion and the Subscription Completion will be conducted on the same Business Day.

(7) Mr. Chan beneficially owns the entire issued share capital of Fullgold Development Limited ("**Fullgold**"), which in turn owns 81,929,000 Shares. By virtue of the SFO, Mr. Chan is deemed to be interested in the Shares held by Fullgold.

By order of the Board of
PuraPharm Corporation Limited
Chan Yu Ling, Abraham
Chairman

Hong Kong, 30 October 2025

As at the date of this announcement, the executive Directors are Mr. Chan Yu Ling, Abraham, Ms. Man Yee Wai, Viola and Dr. Tsoi Kam Biu, Alvin; the non-executive Director are Mr. Leung Stephen Kwok Keung and Mr. Dong Zimeng; and the independent non-executive Directors are Dr. Hung Ting On, John, Dr. Leung Lim Kin, Simon and Prof. Tsui Lap Chee.