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FRONTAGE HOLDINGS CORPORATION

方達控股公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1521)

CONTINUING CONNECTED TRANSACTIONS REVISION OF ANNUAL CAPS IN RELATION TO THE RENEWED SERVICES FRAMEWORK AGREEMENT

SUMMARY

Reference is made to the announcement of the Company dated 28 August 2024 in relation to the Renewed Services Framework Agreement entered into between the Company and Hangzhou Tigermed.

In view of an increasing demand of the corporation between the Group and Hangzhou Tigermed, the Board expects that the Original Annual Caps for the Renewed Services Framework Agreement will not be sufficient. On 6 August 2025, the Board resolved to revise the annual caps in relation to the continuing connected transactions of the Group providing the relevant services to be provided under the Renewed Services Framework Agreement for each of the three years ending 31 December 2027.

LISTING RULES IMPLICATIONS

As at date of this announcement, Hangzhou Tigermed is a Controlling Shareholder and therefore, is a connected person of the Company. Accordingly, the transactions contemplated under the Renewed Services Framework Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Based on the maximum Revised Sales Annual Cap, as the highest applicable percentage ratio in respect of the revenue to be received by the Group from providing the relevant services to the Tigermed Group under the Renewed Services Framework Agreement is, on an annual basis, more than 0.1% but less than 5.0% and the amount is more than HK\$3,000,000, the continuing connected transactions of the Group providing the relevant services to the Tigermed Group as described above will be subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Based on the maximum Revised Purchase Annual Cap, as the highest applicable percentage ratio in respect of the fees to be paid by the Group for the relevant services provided by the Tigermed Group under the Renewed Services Framework Agreement is, on an annual basis, more than 0.1% but less than 5.0% and the amount is more than HK\$3,000,000, the continuing connected transactions of the Group receiving the relevant services from the Tigermed Group as described above will be subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

BACKGROUND

For the purpose of the Listing Rules, the Original Annual Caps were set for each of the three years ending 31 December 2027 upon renewal of the Services Framework Agreement. As the annual expected transaction amount for each of the years ending 31 December 2025, 2026 and 2027 under the Renewed Services Framework Agreement is expected to be greater than the Original Annual Caps, on 6 August 2025, the Board resolved to revise the Original Annual Caps in relation to the relevant services to be provided under the Renewed Services Framework Agreement for each of the three years ending 31 December 2027.

The Original Annual Caps and the Revised Annual Caps in relation to the relevant services to be provided under the Renewed Services Framework Agreement are as follows:

	For the year ending 31 December 2025 (US\$'000)		For the year ending 31 December 2026 (US\$'000)		For the year ending 31 December 2027 (US\$'000)	
	Original Annual Cap	Revised Annual Cap	Original Annual Cap	Revised Annual Cap	Original Annual Cap	Revised Annual Cap
Revenue to be received from providing laboratory and bioequivalence studies services to the Tigermed Group	3,000	10,000	3,600	11,500	4,300	12,000
Fees to be paid for biometrics services, electronic data capture software services and clinical site management organization services provided by the Tigermed Group	1,200	3,000	1,500	3,500	1,700	3,600

Historical Transaction Amounts

The historical transaction amounts in respect of the relevant services referred to in the Services Framework Agreement and the Renewed Services Framework Agreement (as applicable) for each of the years ended 31 December 2023 and 31 December 2024 and the five months ended 31 May 2025 are as follows:

	For the year ended 31 December 2023 (US\$'000)	For the year ended 31 December 2024 (US\$'000)	For the five months ended 31 May 2025 (US\$'000) (Unaudited)
Revenue received from providing laboratory and bioequivalence studies services to the Tigermed Group	1,286	1,910	2,732
Fees to be paid for biometrics services, electronic data capture software services and clinical site management organization services provided by the Tigermed Group	403	455	610

Basis for Determining the Revised Annual Caps

The proposed Revised Annual Caps were estimated based on (i) the respective historical fees for the relevant services paid by the Tigermed Group to the Group and paid by the Group to the Tigermed Group, in particular the significant growth in transaction amounts for the five months ended May 31, 2025, (ii) the currently expected increased types and volume of services required by each of the Group and the Tigermed Group in the current and next years, with particular consideration given to the significant business growth attributable to recent proposals secured with one of Tigermed's clients for bioequivalence studies, which requires the Group to provide bioequivalence studies services to the Tigermed Group while purchasing clinical site management organization services from the Tigermed Group, thereby substantially increasing actual transaction amounts compared to original expectation, (iii) the anticipated increase in business synergies between the Group and the Tigermed Group in late phase (Phases II-IV) clinical studies, under which the Tigermed Group undertakes clinical trial operations and the Group provides bioanalytical services, leading to higher transaction volumes between the two groups, (iv) the expected growth and increasing growth rate of the other respective businesses of the Group and the Tigermed Group.

REASONS AND BENEFITS OF THE ADOPTION OF REVISED ANNUAL CAPS

The Group and the Tigermed Group share complementary strengths in research integrity and reliability, which will benefit clients on a large scale. In view of (i) the plans to combine such strengths and align the Group's pre-clinical operations with the Tigermed Group's late phase clinical operations to serve clients looking for full-service and high quality global drug development services on a larger scale and (ii) the goal of increasing the Group's revenue base and strengthening the Groups' position as a global leader in the CRO industry, the Board envisages that the Original Annual Caps will not be sufficient to fulfil the additional unforeseen transactions that may take place under the Renewed Services Framework Agreement for the years ending 31 December 2025, 2026 and 2027 and therefore proposes to adopt the Revised Annual Caps.

The Directors (including the independent non-executive Directors) are of the view that (i) the terms of the Renewed Services Framework Agreement and the proposed Revised Annual Caps are fair and reasonable; (ii) the provision and receipt of the services by the Group under the Renewed Services Framework Agreement is in the ordinary and usual course of business of the Group and is on the commercial terms; and (iii) the Renewed Services Framework Agreement and the proposed Revised Annual Caps are in the interests of the Group and the Shareholders as a whole.

None of the Directors has any material interest in the Renewed Services Framework Agreement and the transactions thereunder and none of the Directors has abstained from voting on the Board resolution(s) for considering and approving the same.

INFORMATION ON THE PARTIES

The Group

The Group is engaged in the provision of research, analytical and development services throughout the product discovery and development continuum. The Group provides integrated, scientifically – driven support that enables biopharmaceutical and life science companies to achieve their product development goals. In North America, China and Italy, the Group provides a comprehensive portfolio of product discovery and development services throughout the discovery and development continuum, which includes chemistry, CMC, pre-clinical research (DMPK, safety and toxicology), laboratory testing (bioanalytical and biologics, and central laboratory). In addition, in China, the Group also provides a suite of bioequivalence and related services (such as pharmacology, medical writing and regulatory support) to support our customers with their regulatory submissions.

Hangzhou Tigermed

Hangzhou Tigermed is a leading China-based provider of comprehensive biopharmaceutical research and development services, with an expanding global presence and is principally engaged in the provision of one-stop and professional clinical research services for innovative drugs, medical devices and biotechnology related products to domestic and international enterprises engaged in providing innovative drugs and medical devices. The A shares of Hangzhou Tigermed are listed on the ChiNext market of the Shenzhen Stock Exchange (stock code: 300347) and the H shares of Hangzhou Tigermed are listed on the Stock Exchange (stock code: 3347).

LISTING RULES IMPLICATIONS

As at date of this announcement, Hangzhou Tigermed is a Controlling Shareholder and therefore, is a connected person of the Company. Accordingly, the transactions contemplated under the Renewed Services Framework Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Based on the maximum Revised Sales Annual Cap, as the highest applicable percentage ratio in respect of the revenue to be received by the Group from providing the relevant services to the Tigermed Group under the Renewed Services Framework Agreement is, on an annual basis, more than 0.1% but less than 5.0% and the amount is more than HK\$3,000,000, the continuing connected transactions of the Group providing the relevant services to the Tigermed Group as described above will be subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Based on the maximum Revised Purchase Annual Cap, as the highest applicable percentage ratio in respect of the fees to be paid by the Group for the relevant services provided by the Tigermed Group under the Renewed Services Framework Agreement is, on an annual basis, more than 0.1% but less than 5.0% and the amount is more than HK\$3,000,000, the continuing connected transactions of the Group receiving the relevant services from the Tigermed Group as described above will be subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“Annual Caps”	the Purchase Annual Caps and the Sales Annual Caps
“Board”	the board of Directors
“Company”	Frontage Holdings Corporation (方達控股公司*), a company incorporated under the laws of the Cayman Islands with limited liability on 16 April 2018, whose shares are listed on the Stock Exchange
“Connected person”	has the meaning ascribed to it in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of the Company
“CRO”	contract research organization
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hangzhou Tigermed”	Hangzhou Tigermed Consulting Co., Ltd. (杭州泰格醫藥科技股份有限公司), a company established in the PRC on 15 December 2004 with its A shares being listed on ChiNext market of the Shenzhen Stock Exchange with stock code 300347 and its H shares being listed on the Stock Exchange with stock code 3347, which is one of the Controlling Shareholders
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an individual(s) or a company(ies) not connected with us within the meaning of the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC” or “China”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 17 May 2019
“Renewed Services Framework Agreement”	the services framework agreement originally entered into between the Company and Hangzhou Tigermed dated 11 May 2019, which was subsequently renewed for another term of three years ending 31 December 2027 on 28 August 2024
“Revised Annual Caps”	the Revised Purchase Annual Caps and the Revised Sales Annual Caps
“Revised Sales Annual Cap(s)”	the revised annual cap amount(s) in respect of the continuing connected transactions of the Group providing the relevant services to the Tigermed Group under the Renewed Services Framework Agreement for each of the three years ending 31 December 2027
“Revised Purchase Annual Cap(s)”	the revised annual cap amount(s) in respect of the continuing connected transactions of the Group receiving the relevant services from the Tigermed Group under the Renewed Services Framework Agreement for each of the three years ending 31 December 2027
“Services Framework Agreement”	the services framework agreement entered into between the Company and Hangzhou Tigermed dated 11 May 2019
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Tigermed Group”	Hangzhou Tigermed and its subsidiaries (excluding the Group)
“US\$”	United States Dollars, the lawful currency of the U.S.
%	per cent.

By Order of the Board
Frontage Holdings Corporation
Dr. Song Li
Chairman

Hong Kong, 7 August 2025

As at the date of this announcement, the Board comprises of Dr. Song Li, Dr. Wentao Zhang and Dr. Zhongping Lin as executive directors; Ms. Zhuan Yin and Mr. Hao Wu as non-executive directors; and Mr. Yifan Li, Mr. Erh Fei Liu and Dr. Jingsong Wang as independent non-executive directors.

* *For identification purposes only*