

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



SciClone Pharmaceuticals (Holdings) Limited

賽生藥業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6600)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) will be held at 22/F, Central Plaza, 381 Middle Huaihai Road, Shanghai, PRC on Wednesday, 15 February 2023 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution and a special resolution of the Company, respectively:

ORDINARY RESOLUTION

“**THAT**, the conditional cash offer (the “**Offer**”) by Somerley Capital Limited on behalf of the Company to buy-back up to 77,534,791 shares of a par value of US\$0.00005 each in the issued share capital of the Company (the “**Shares**”) held by the shareholders of the Company (the “**Shareholders**”) at a price of HK\$10.06 per Share and subject to the terms and conditions as set out in the offer document despatched to the Shareholders on 27 January 2023 together with the accompanying form of acceptance (copies of which marked “A” have been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification) be approved, without prejudice and in addition to the existing authority of the Company under the general mandate to buy-back Shares granted by the Shareholders at the annual general meeting of the Company held on 19 May 2022, and that the directors of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the memorandum and articles of association of the Company) and do all such acts as such directors consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer.”

SPECIAL RESOLUTION

“**THAT**, the waiver (the “**Whitewash Waiver**”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong (the “**Codes**”) of GL Trade Investment L.P., GL Glee Investment Limited and Mr. Li Zhenfu to make a mandatory general offer for all the issued Shares other than those already owned by the GL Capital Group (the single largest shareholder of the Company) and parties acting in concert (as defined in the Codes) with it which may, but for the Whitewash Waiver, arise upon completion of the Offer be hereby approved, and that the directors of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the memorandum and articles of association of the Company) and do all such acts as such directors consider desirable, necessary or expedient to give effect to or otherwise in connection with the Whitewash Waiver.”

By order of the Board

SciClone Pharmaceuticals (Holdings) Limited

ZHAO Hong

Executive Director, Chief Executive Officer and President

Hong Kong, 27 January 2023

As at the date of this notice, the Board of the Company comprises Mr. Zhao Hong as executive Director, Mr. Li Zhenfu, Dr. Daniel Luzius Vasella, Ms. Lin Shirley Yi-Hsien, Mr. Shi Cen and Ms. Wang Haixia as non-executive Directors, and Dr. Liu Guoen, Dr. Chen Ping, Mr. Gu Alex Yushao and Ms. Wendy Hayes as independent non-executive Directors.

Registered office:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

3401A, Windsor House
311 Gloucester Road, Causeway Bay
Hong Kong

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (2) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Monday, 13 February 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (3) If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the Company's register of members in respect of the relevant shares.
- (4) For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 10 February 2023 to Wednesday, 15 February 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 February 2023.
- (5) Subject to the development of COVID-19, the Company may implement further changes and precautionary measures at short notice. Shareholders should check the Company's website at <http://www.sciclone.com> for future announcements and updates on the EGM arrangements.
- (6) References to time and dates in this notice are to Hong Kong time and dates.

* *For identification purpose only*