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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)

**CONDITIONAL CASH OFFER BY
SOMERLEY CAPITAL LIMITED ON BEHALF OF
SCICLONE PHARMACEUTICALS (HOLDINGS) LIMITED
TO BUY-BACK UP TO 77,534,791 SHARES
AT HK\$10.06 PER SHARE**

AND

APPLICATION FOR WHITEWASH WAIVER

DESPATCH OF OFFER DOCUMENT

Financial Adviser to the Company



SOMERLEY CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee



Opus

**Capital Limited
創富融資有限公司**

INTRODUCTION

Reference is made to (i) the announcement of SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) dated 6 January 2023 in relation to, among other things, the Offer and the Whitewash Waiver; and (ii) the offer document dated 27 January 2023 issued by the Company in relation to, among other things, the Offer and the Whitewash Waiver (the “**Offer Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document containing, among other things, (i) information relating to the Offer and the Whitewash Waiver; (ii) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offer and the Whitewash Waiver; (iii) a letter from Opus Capital, the Independent Financial Adviser, containing its opinion and recommendation to the Independent Board Committee as to whether the Offer and the Whitewash Waiver are fair and reasonable and as to acceptance and voting; and (iv) a notice of the EGM, together with the accompanying form of proxy and Form of Acceptance, has been despatched to the Shareholders on 27 January 2023 in accordance with the Codes.

EXPECTED TIMETABLE

The EGM will be convened at 22/F, Central Plaza, 381 Middle Huaihai Road, Shanghai, PRC at 10:00 a.m. on Wednesday, 15 February 2023 for considering and, if thought fit, approving the resolutions in respect of the Offer and the Whitewash Waiver.

The timetable set out below is indicative only and may be subject to change. Any changes to the timetable will be announced by the Company.

Despatch of the Offer Document, notice of the EGM,
form of proxy and Form of Acceptance Friday, 27 January 2023

Latest time for lodging transfer of Shares to qualify
for attendance at the EGM 4:30 p.m. on
Thursday, 9 February 2023

Closure of the Register (both dates inclusive) Friday, 10 February 2023
to Wednesday, 15 February 2023

Latest time for lodging form of proxy for the EGM 10:00 a.m. on
Monday, 13 February 2023

EGM.	10:00 a.m. on Wednesday, 15 February 2023
Announcement of results of the EGM and whether the Offer has become unconditional.	no later than 7:00 p.m. on Wednesday, 15 February 2023
Latest time for lodging the Form of Acceptance and latest time for determining Shareholders' entitlement to participate in the Offer based on the records of the Register (<i>Notes 1 to 3</i>)	4:00 p.m. on Wednesday, 1 March 2023
Closing date of the Offer	Wednesday, 1 March 2023
Record Date	Wednesday, 1 March 2023
Announcement of results of the Offer to be posted on the Stock Exchange's website	no later than 7:00 p.m. on Wednesday, 1 March 2023
Latest date for despatch of cheques to the Accepting Shareholders and (if applicable) despatch of share certificate for those Shares tendered but not bought-back under the Offer (<i>Note 4</i>)	Friday, 10 March 2023

Notes:

1. Dealings in the Shares after Monday, 27 February 2023 will not be settled under the rules of the Stock Exchange prior to the Record Date.
2. The Executive has agreed, subject to the approval of the Independent Shareholders for the Offer and the Whitewash Waiver at the EGM by way of poll, to waive any obligation of GL Trade, GL Glee and Mr. Li to make a general offer which might result from completion of the Offer. Assuming that the resolutions relating to the Offer and the Whitewash Waiver will be approved by the Independent Shareholders and the Offer has become unconditional on Wednesday, 15 February 2023, being the date of the EGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended.
3. In order to accept the Offer, Qualifying Shareholders are required to submit to the Registrar the duly completed Form of Acceptance in accordance with the instructions as set out in the Offer Document and the Form of Acceptance (which instructions form part of the terms and conditions of the Offer) at or before 4:00 p.m. on Wednesday, 1 March 2023.

4. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholders) will be made by the Company within 7 business days (as defined in the Takeovers Code) after the close of the Offer.

All references to time and dates contained in this announcement refer to Hong Kong time and dates.

WARNING: Shareholders and potential investors should note that the Offer is subject to all of the Conditions being fulfilled and, therefore, may or may not become unconditional. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

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 announcement, the Board 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *for identification purpose only*