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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)

**COMPLETION
OF THE 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**

Financial Adviser to the Company



SOMERLEY CAPITAL LIMITED

References are made to (i) the offer document (the “**Offer Document**”) of SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) dated 27 January 2023 in relation to the Offer and the Whitewash Waiver and (ii) the announcement of the Company dated 1 March 2023 in relation to, among other things, the close of the Offer. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

The Company announces that completion of the Offer and cancellation of the 77,534,791 Shares bought-back by the Company (“**Completion**”) took place on Friday, 10 March 2023. As a result, immediately after Completion, the total number of issued Shares was reduced from 694,456,763 to 616,921,972 Shares and the aggregate interests of the GL Capital Concert Party Group in the issued Shares were increased from approximately 28.09% to approximately 31.63%.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below shows the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion:

Name of Shareholder	Immediately prior to Completion		Immediately after Completion (Note 6)	
	Number of Shares	Approx. %	Number of Shares	Approx. %
GL Capital Concert Party Group				
GL Trade (Note 1)	133,318,370	19.20	133,318,370	21.61
GL Glee (Note 2)	61,785,690	8.90	61,785,690	10.02
Sub-total	<u>195,104,060</u>	<u>28.09</u>	<u>195,104,060</u>	<u>31.63</u>
Mr. Zhao (Note 3)	12,179,690	1.75	12,179,690	1.97
Company and its concert parties (Note 4)	207,283,750	29.85	207,283,750	33.60
Other Shareholders				
Trustee of the Post-IPO RSU Plan	6,689,963	0.96	6,689,963	1.08
Other independent Shareholders	480,483,050	69.19	402,948,259	65.32
Sub-total	<u>487,173,013</u>	<u>70.15</u>	<u>409,638,222</u>	<u>66.40</u>
Total	<u><u>694,456,763</u></u>	<u><u>100.00</u></u>	<u><u>616,921,972</u></u>	<u><u>100.00</u></u>

Notes:

- GL Trade holds 133,318,370 Shares (including 28,350,000 Shares which are held by GL Trade as a nominee for GL China, whose general partner is GL China Opportunities Carry GP Limited). GL Trade's general partner is GL Capital Management GP II B.C. I Ltd., a company incorporated in Canada which is wholly owned by GL Capital Management Limited, which is held by GL Partners Capital Management Limited as to 51% and Lion River I N.V. as to 49%. Lion River I N.V. is a company incorporated in Netherlands and is wholly owned by Assicurazioni Generali S.p.A, a company listed on Italian Stock Exchange. GL Partners Capital Management Limited is a limited liability company incorporated in the Cayman Islands and is controlled by GL China Opportunities Carry GP Limited as to 70%. GL China Opportunities Carry GP Limited is a limited liability company incorporated in the Cayman Islands and is wholly owned by Mr. Li. As such, each of GL Capital Management GP II B.C. I Ltd., GL Capital Management Limited, GL Partners Capital Management Limited, GL China Opportunities Carry GP Limited, Lion River I N.V., Assicurazioni Generali S.p.A and Mr. Li is deemed to be interested in Shares held by GL Trade.

2. GL Glee is a limited liability company incorporated in the Cayman Islands and is wholly owned by GL China Opportunities Fund L.P., a limited partnership registered in Cayman Islands whose general partner is GL Capital Management GP L.P., a limited partnership registered in Cayman Islands, whose general partner is GL Capital Management GP Limited, which is held by GL Partners Capital Management Limited as to 51% and Lion River I N.V. as to 49%. Lion River I N.V. is a company incorporated in Netherlands and is wholly owned by Assicurazioni Generali S.p.A, a company listed on Italian Stock Exchange. GL Partners Capital Management Limited is a limited liability company incorporated in the Cayman Islands and is controlled by GL China Opportunities Carry GP Limited as to 70%. GL China Opportunities Carry GP Limited is a limited liability company incorporated in the Cayman Islands and is wholly owned by Mr. Li. As such, each of GL China Opportunities Fund L.P., GL Capital Management GP L.P., GL Capital Management GP Limited, GL Partners Capital Management Limited, GL China Opportunities Carry GP Limited, Lion River I N.V., Assicurazioni Generali S.p.A and Mr. Li is deemed to be interested in Shares held by GL Glee.
3. Convergence International Holdings Ltd holds 11,979,690 Shares. Convergence International Holdings Ltd is wholly owned by Beijing Convergence Management Consulting Partnership Enterprise (Limited Partnership) (北京諾盛衡康管理諮詢合夥企業 (有限合夥)), which is in turn owned by its general partner, Juli Information Consulting (Beijing) Co., Ltd. (炬力信息諮詢 (北京) 有限公司), as to 0.000003957%, and its limited partner, Zhoushan Kangnuo Equity Investment Partnership Enterprise (Limited Partnership) (舟山康諾股權投資合夥企業 (有限合夥)), as to 99.999996043%. As Mr. Zhao is interested in 32.44% equity interests in Juli Information Consulting (Beijing)Co., Ltd. (炬力信息諮詢 (北京) 有限公司) and 40.96% partnership interests in Zhoushan Kangnuo Equity Investment Partnership Enterprise (Limited Partnership) (舟山康諾股權投資合夥企業 (有限合夥)), Mr. Zhao is deemed to be interested in Shares held by Convergence International Holdings Ltd. In addition, there are 200,000 Shares personally owned by Mr. Zhao. Mr. Zhao also holds 11,256,210 Share Options, 4,000,000 Share Options, and 600,000 RSUs granted to him under the Option Incentive Plan, the Post-IPO Option Plan and the Post-IPO RSU Plan, respectively.
4. Concert parties of the Company comprise the GL Capital Concert Party Group, Mr. Zhao, and Somerley. Somerley is the financial adviser to the Company in respect of the Offer. Accordingly, Somerley and relevant members of the Somerley Group which hold Shares (if any) are presumed to be acting in concert with the Company in accordance with class (5) of the definition of “acting in concert” in the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code and also excluding Shares held on behalf of non-discretionary investment clients of the Somerley Group). As at the date of this announcement, Somerley and relevant members of the Somerley Group did not hold any Shares on a proprietary basis.
5. Numbers may not add up to 100% due to rounding.
6. No Share Options have been exercised after the date of close of the Offer (i.e. 1 March 2023) and on or before the date of Completion (i.e. 10 March 2023).

By order of the Board
SciClone Pharmaceuticals (Holdings) Limited
ZHAO Hong
Executive Director, Chief Executive Officer and President

Hong Kong, 10 March 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*