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Hansoh Pharmaceutical Group Company Limited

翰森製藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3692)

GRANT OF RESTRICTED SHARE UNITS UNDER THE POST-IPO RSU SCHEME

This announcement is made pursuant to Rule 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of Hansoh Pharmaceutical Group Company Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) announces that on April 27, 2023 (the “**Date of Grant**”), the Company granted restricted share units (the “**RSUs**”) representing a total of 20,304,400 shares of the Company to 685 grantees (the “**Grantee(s)**”) under the Company’s Post-IPO RSU Scheme adopted on May 27, 2019 (the “**RSU Scheme**”), subject to acceptance of the Grantees.

The details of the RSUs granted are set out below:

Date of Grant: April 27, 2023

Grantees: 685 grantees, of which

- (i) directors of the Company: 2, Ms. Sun Yuan and Mr. Lyu Aifeng, both are executive directors of the Company; and
- (ii) employees of the Group: 683.

Total number of RSUs to be granted:	The total number of RSUs granted to the Grantees representing 20,304,400 shares of the Company, of which <ul style="list-style-type: none"> (i) directors of the Company: 1,300,000 shares were granted to Ms. Sun Yuan, and 600,000 shares were granted to Mr. Lyu Aifeng; and (ii) employees of the Group: a total of 18,404,400 shares.
Purchase price for the Grant of RSUs:	HK\$2.84
Closing price of the Shares on the Grant Date:	HK\$14.34 per Share
Vesting commencement date of the RSUs granted:	For the above grants, the vesting commences on April 29, 2023 (the “ Vesting Commencement Date ”).
Vesting period of the RSUs:	Approximately 34% shall vest on the first anniversary of the Vesting Commencement Date and the remaining approximately 33% and approximately 33% shall vest on the second and third anniversary of the Vesting Commencement Date, respectively.
Performance target:	Subject to certain performance indicators and other requirements set out in the grant letter entered into between the Grantee and the Company, including based on the Company’s annual results and the Grantee’s individual annual performance.
Clawback mechanism:	<ul style="list-style-type: none"> (i) Non-vesting events include vetoes due to defined compliance issues, EHS issues, significant quality incidents, etc.; and (ii) Other lapse and cancellation arrangements for the RSUs under the RSU Scheme (e.g. the Company’s results are not achieved, the Grantee’s individual performance is not met, or the Grantee’s employment is terminated).
Financial assistance:	There are no arrangements for the above grants to provide financial assistance to the Grantees to facilitate the purchase of the RSUs.

Save for Ms. Sun Yuan and Mr. Lyu Aifeng, both are executive directors of the Company, each of the Grantees above is neither (i) a Director, a chief executive, a substantial shareholder of the Company, or an associate of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider. None of the grant will be subject to approval by the Company's shareholders.

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of RSUs to Ms. Sun Yuan and Mr. Lyu Aifeng had been approved by the independent non-executive directors. The grant would not result in the share options and awards granted and to be granted to the Grantee in the 12-month period up to and including the date of such grant in aggregate to exceed 1% individual limit for the purpose of Rule 17.03D of the Listing Rules.

After the Grant of RSUs above, RSUs representing up to an aggregate of 49,348,454 shares of the Company will be available for future grants.

The Company's RSU Scheme was adopted before the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 to the extent required by the transitional arrangements for the existing share schemes.

By Order of the Board
Hansoh Pharmaceutical Group Company Limited
Zhong Huijuan
Chairlady

Hong Kong, April 27, 2023

As at the date of this announcement, the Board comprises Ms. Zhong Huijuan as chairlady and executive director, Mr. Lyu Aifeng and Ms. Sun Yuan as executive directors, and Mr. Lin Guoqiang, Mr. Chan Charles Sheung Wai and Ms. Yang Dongtao as independent non-executive directors.