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FOSUN PHARMA **复星医药**

上海復星醫藥(集團)股份有限公司

**Shanghai Fosun Pharmaceutical
(Group) Co., Ltd.***

*(a joint stock limited company incorporated in the
People's Republic of China with limited liability)*

(Stock Code: 02196)



Shanghai Henlius Biotech, Inc.

上海復宏漢霖生物技術股份有限公司

*(a joint stock limited company incorporated in the
People's Republic of China with limited liability)*

(Stock Code: 02696)

**Shanghai Fosun New
Medicine Research Company Limited***

*(a company incorporated in the
People's Republic of China with limited liability)*

JOINT ANNOUNCEMENT DELAY IN DESPATCH OF COMPOSITE DOCUMENT RELATING TO PROPOSED PRE-CONDITIONAL PRIVATISATION OF HENLIUS BY FOSUN NEW MEDICINE BY WAY OF MERGER BY ABSORPTION OF HENLIUS



Lead Financial Adviser to the Offeror

FOSUN INTL CAPITAL

Joint Financial Adviser to the Offeror

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
法博資本有限公司

**Independent Financial Adviser to
the Independent Board Committee**

INTRODUCTION

Reference is made to the joint announcement dated 24 June 2024 (the “**Joint Announcement**”) issued by the Offeror, Fosun Pharma and the Company in relation to, among others, the proposed pre-conditional privatisation of the Company by the Offeror by way of merger by absorption of the Company and the proposed withdrawal of listing of the Company. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched within twenty-one (21) days of the date of the Joint Announcement, i.e. on or before 15 July 2024, or such later date as the Executive may consent to.

As stated in the Joint Announcement, the Merger Agreement is subject to the satisfaction of the Pre-Conditions, being the filing, registration or approval, as applicable, with or by (a) the National Development and Reform Commission of the PRC, (b) Ministry of Commerce of the PRC, (c) the State Administration of Foreign Exchange of the PRC, or their respective local authorities (as the case may be), and (d) the securities regulatory authorities and/or stock exchanges with relevant jurisdictions, and such other applicable governmental approvals in respect of the Merger having been obtained or completed.

Since the publication of the Joint Announcement, steps have been taken in relation to the fulfilment of the Pre-Conditions. As at the date of this joint announcement, the Pre-Conditions have not yet been fulfilled. As more time is required for the satisfaction of Pre-Conditions, an application was made to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code, and the Executive has indicated that it is minded to grant its consent to extend the latest time for the despatch of the Composite Document to (a) within 7 days of fulfilment of the Pre-Conditions or (b) 7 May 2025 (being the date which is 7 days following the Long-stop Date), whichever is earlier.

Further announcement(s) will be jointly made by the Offeror, Fosun Pharma and the Company when the Composite Document together with a notice of the EGM, a notice of the H Shareholders’ Class Meeting and proxy forms in respect of the EGM and the H Shareholders’ Class Meeting are despatched or in the event of any other changes to the expected timetable as and when appropriate in compliance with the Takeovers Code.

The Pre-Conditions and the Conditions to effectiveness must be satisfied before the Merger Agreement becomes effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror, Fosun Pharma, nor the Company provides any assurance that any or all Pre-Conditions or Conditions can be

satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company.

Persons who are in doubt as to the action to take and the implications arising from the Merger should consult their stockbroker, bank manager, solicitor or other professional advisers (including tax adviser regarding the tax consequences of the cancellation of the H Shares and the implementation of the Merger).

By order of the board of directors of
**Shanghai Fosun New Medicine Research
Company Limited***
Guan Xiaohui
Director

By order of the Board
Shanghai Henlius Biotech, Inc.
Zhang Wenjie
Chairman

By order of the board of directors of
**Shanghai Fosun Pharmaceutical
(Group) Co., Ltd.***
Wu Yifang
Chairman

Shanghai, the PRC
15 July 2024

As at the date of this joint announcement, the Offeror's directors are Mr. Wu Yifang, Ms. Guan Xiaohui and Mr. Wen Deyong. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of Fosun Pharma comprises 11 directors, namely Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong as executive directors; Mr. Chen Qiyu, Mr. Xu Xiaoliang and Mr. Pan Donghui as non-executive directors; and Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson as independent non-executive directors. The directors of Fosun Pharma jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises 11 Directors, namely Mr. Zhang Wenjie as the chairman and executive director, Dr. Zhu Jun as the executive director, Mr. Chen Qiyu, Mr. Wu Yifang, Ms. Guan Xiaohui, Mr. Wen Deyong and Dr. Wang Xingli as the non-executive directors, and Mr. So Tak Young, Dr. Chan Lik Yuen, Dr. Zhao Guoping and Dr. Song Ruilin as the independent non-executive directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Offeror and the Offeror Concert Parties who is not a member of the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror in their capacity as directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

** For identification purposes only.*