
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Lansen Pharmaceutical Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

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No Shareholder receiving a copy of this circular in any territory outside Hong Kong may treat the same as an invitation to participate in the Share Dividend Scheme unless in that relevant territory such invitation could lawfully be made to that Shareholder without Lansen Pharmaceutical Holdings Limited having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive Interim Dividend Shares under the Share Dividend Scheme to comply with the laws of the relevant jurisdictions including any applicable procedures or any other similar formalities.



LANSEN PHARMACEUTICAL HOLDINGS LIMITED

朗生醫藥控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 503)

**SHARE DIVIDEND SCHEME
IN RELATION TO THE INTERIM DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2022**

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SUMMARY TIMETABLE

A timetable summarising the events in relation to the Interim Dividend is set out below:

Closure of the Company's register of members for the purpose of determining Shareholders' respective entitlements to the Interim Dividend.	Thursday, 13 April 2023 to Friday, 14 April 2023
Record Date	Friday, 14 April 2023
Expected date for the share certificate for the Interim Dividend Shares	Friday, 28 April 2023
Expected commencement date of dealing in the Interim Dividend Shares.	Tuesday, 2 May 2023

Note:

1. References to time and dates in this circular are to Hong Kong time and dates

DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors;
“CCASS”	Central Clearing and Settlement System operated by Hong Kong Exchanges and Clearing Limited;
“Company”	Lansen Pharmaceutical Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Eligible Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date;
“Interim Dividend”	the interim dividend of HK\$0.05 per Share for the year ended 31 December 2022 payable wholly in the form of allotment of the Interim Dividend Shares under the Share Dividend Scheme to the Shareholders whose names appeared on the register of members of the Company on the Record Date;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Record Date”	Friday, 14 April 2023, being the date for determining the entitlement in the Interim Dividend and the Share Dividend Scheme;
“Share Dividend Scheme”	the scheme that the Interim Dividend be satisfied wholly in the form of an allotment of Shares credited as fully paid up (e.g. Interim Dividend Shares) without offering any right to Shareholders to elect to receive the Interim Dividend in cash in lieu of such allotment;
“Interim Dividend Shares”	new Shares to be allotted, issued and credited as fully paid up under the Share Dividend Scheme;
“Share(s)”	ordinary share(s) in the share capital of the Company;

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

Should there be any discrepancy between English and Chinese versions of this circular, the English version shall prevail.

LETTER FROM THE BOARD



LANSEN PHARMACEUTICAL HOLDINGS LIMITED

朗生醫藥控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 503)

Executive Managing Director:

Mr. Chen Li *(Chief Executive Officer)*

Non-executive Directors:

Mr. Wu Zhen Tao *(Chairman)*

Ms. Liu Xuezi

Independent Non-executive Directors:

Mr. Chan Kee Huen, Michael

Mr. Yeung Tak Bun, Allen

Ms. Chan Ching Har, Eliza

Dr. Zhu Xun

Registered office:

Windward 3,

Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Headquarters and principal place of
business in the PRC:*

228 Xinfeng Road

Gaoqiao Industrial Park,

Haishu District, Ningbo City

Zhejiang Province

PRC

Postal Code: 315174

20 April 2023

To the Shareholders

Dear Sir/Madam,

SHARE DIVIDEND SCHEME IN RELATION TO THE INTERIM DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2022

On 24 March 2023, the Board declared the Interim Dividend, which will be payable to Shareholders whose names appeared on the register of members of the Company on the Record Date wholly in the form of allotment of the Interim Dividend Shares under the Share Dividend Scheme without offering any right to the Shareholders to elect to receive the Interim Dividend in cash in lieu of such allotment.

LETTER FROM THE BOARD

As announced on 24 March 2023, the register of members of the Company was closed from Thursday, 13 April 2023 to Friday, 14 April 2023 (both days inclusive), during which period no transfer of Shares was registered. In order to determine entitlement to the Interim Dividend and all transfer of Shares, accompanied by the relevant share certificates, had to be lodged with the Company's share registrar by 4:30 p.m. on Wednesday, 12 April 2023.

Whilst the Company has been making return to its Shareholders in the form of cash dividend since its Listing, the Board considers that, as an alternative to cash dividend, issuing Shares, such as in the form of scrip shares, is another way to respond to and recognise the Shareholders' support. The Share Dividend Scheme will give the Shareholders an opportunity to enjoy a pro-rata increase in their investment in the Company at market value. The Board believes that, in contrast to declaring cash dividend, Interim Dividend Shares allows to the Company to share its success and growth with the Shareholders, but also at the same time to retain more cash for its long-term development.

The procedures and conditions which apply to the Share Dividend Scheme are set out in the Appendix of this circular. Please read this circular, in particular, the Appendix carefully.

If you have any queries in relation to the Share Dividend Scheme, please contact the Share Registrar at +852 3707 2600.

Yours faithfully,
By Order of the Board
Lansen Pharmaceutical Holdings Limited
Wu Zhen Tao
Chairman

APPENDIX

1. DETAILS OF THE SHARE DIVIDEND SCHEME

Under the Share Dividend Scheme, the Eligible Shareholders will receive the Interim Dividend by way of an allotment of such number of Interim Dividend Shares having an aggregate market value (“**Market Value**”) equal to, save for any adjustment for fractions, the total amount of the Interim Dividend which such Eligible Shareholder is entitled to.

1.1 Market Value

For the purpose of calculating the number of the Interim Dividend Shares to be allotted and issued under Share Dividend Scheme, the Market Value of each Interim Dividend Share is equivalent to the average closing price per Share as quoted on the Stock Exchange for the five (5) consecutive trading days from 17 March 2023 to 23 March 2023 (both days inclusive).

1.2 Basis of Allotment of Interim Dividend Shares

The number of Interim Dividend Shares which an Eligible Shareholder will receive in respect of the Interim Dividend that he/she is entitled will be calculated as follows:

$$\begin{array}{rcc} \text{Number of Interim} & & \text{HK\$0.05} \\ \text{Dividend Shares to be} & = & \text{(Interim Dividend per Share)} \\ \text{received} & = & \text{Number of Shares held} \times \frac{\text{Number of Shares held}}{\text{on the Record Date}} \times \frac{\text{HK\$0.05}}{\text{HK\$1.406}} \\ & & \text{(Market Value per Share)} \end{array}$$

The number of the Interim Dividend Shares to be issued to each Eligible Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the Interim Dividend Shares will be disregarded as the Company considers that it is not cost effective to do so after taking into account the amounts of fractional entitlements in cash and the administrative expenses that will be incurred, and the benefit thereof will be accrued to the Company.

2. CONDITION OF THE SHARE DIVIDEND SCHEME

The Share Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Interim Dividend Shares to be issued under the Share Dividend Scheme.

If the condition is not satisfied, the Share Dividend Scheme will not become effective and the Interim Dividend will not be paid whether in cash, in Interim Dividend Shares or otherwise to any of the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date.

APPENDIX

3. EFFECT OF THE SHARE DIVIDEND SCHEME

Based on 407,926,000 Shares in issue as of the Record Date, the number of the Interim Dividend Shares to be issued will be 14,506,434 Shares, representing 3.56% of the existing numbers of Shares in issue and 3.43% of the numbers of Shares in issue as enlarged by the issue of the Interim Dividend Shares.

Shareholders should note that the Interim Dividend Shares to be issued under the Share Dividend Scheme may give rise to disclosure under the provisions of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt about how these provisions may affect them as a result of the issue of the Interim Dividend Shares under the Share Dividend Scheme are recommended to seek their own professional advice.**

4. SHAREHOLDERS RESIDING OUTSIDE HONG KONG

No Shareholder receiving a copy of this circular in any territory outside Hong Kong may treat the same as an invitation to participate in the Share Dividend Scheme unless in that relevant territory such invitation could lawfully be made to that Shareholder without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. **For the avoidance of doubt, the Interim Dividend Shares are not being offered to the public.**

Based on the information made available to the Directors, there were no Overseas Shareholders whose names appeared on the register of members of the Company on the Record Date and whose addresses as shown on such register were outside of Hong Kong.

It is the responsibility of Shareholders with a registered address outside Hong Kong or otherwise residing outside Hong Kong to consult their professional advisers as to whether they are permitted to receive Interim Dividend Shares under the Share Dividend Scheme or if any governmental or other consent is required or other formalities need to be observed, the taxation consequences of their decision and whether there are any restrictions on their handling of any Interim Dividend Shares so acquired (such as the sale of them). Overseas Shareholders residing in a jurisdiction where their participation in the Share Dividend Scheme is not permitted under the law of that place will be deemed to have received this circular for information only.

5. LISTING AND DEALINGS

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Interim Dividend Shares. Subject to such approval being granted, the dealings in the Interim Dividend Shares on the Stock Exchange are expected to commence on Tuesday, 2 May 2023.

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It is expected that the share certificates for the Interim Dividend Shares will be despatched by ordinary mail to the respective Shareholders concerned at their own risk on or around Friday, 28 April 2023 to their respective addresses shown on the register of members of the Company at the close of business on the Record Date; and in case of joint holders, to the address shown the register of members of the Company in respect of such joint shareholding. The Interim Dividend Shares will, on issue, rank equally in all other respects with the existing Shares in issue on the date of allotment and issue of the Interim Dividend Shares save that they will not be eligible for the Interim Dividend.

The Interim Dividend Shares will be allotted by way of capitalisation of the Company's reserves and are not renounceable.

Subject to the granting of the listing of, and permission to deal in, the Interim Dividend Shares on the Stock Exchange, the Interim Dividend Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Interim Dividend Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange. There is no other stock exchange on which the Shares are listed or dealt in or on which listing or permission to deal is being or proposed to be sought.

6. GENERAL

The Interim Dividend Shares issued to Shareholders may be allocated in odd lots (of fewer than a board lot of 1,000 Shares). As the scale of the Share Dividend Scheme is considered not significant, no special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the Interim Dividend Shares to be issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.