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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)

GRANT OF SHARE OPTIONS AND GRANT OF RESTRICTED SHARE UNITS

GRANT OF SHARE OPTIONS

The board (the “**Board**”) of directors (the “**Directors**”) of SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) announces that, on June 5, 2023, the Company granted share options (the “**Share Option(s)**”) to certain eligible employees, including, among others, Mr. Zhao Hong, an executive Director and the chief executive officer of the Company and Ms. Pan Rongrong, an executive Director and the chief financial officer of the Company (the “**Grantees of Share Options**”), under the Post-IPO Option Plan adopted by the Company on January 22, 2021 to subscribe for an aggregate of 17,117,300 ordinary shares of the Company (the “**Share(s)**”).

Details of the Share Options granted are set out below:

Date of Grant: June 5, 2023 (the “**Date of Grant**”)

Exercise price of the Share Options: HK\$10.43 per Share, representing the highest of:

- a) the closing price of HK\$10.18 per Share as stated in the daily quotation sheets of the Stock Exchange on the Date of Grant;
- b) the average closing price of HK\$10.43 per Share as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant; and
- c) the nominal value of US\$0.00005 per Share.

Number of Share Options granted:	17,117,300 Share Options (each Share Option shall entitle the grantee to subscribe for one Share)
Vesting dates of the Share Options:	Subject to fulfillment of vesting conditions, 50% of the Share Options granted to each of the Grantees of Share Options shall be vested on March 31, 2024 and remaining 50% shall be vested on March 31, 2025.
Validity period of the Share Options:	Subject to the vesting dates, the Share Options will be valid until June 5, 2033 (the “ Validity Period of the Share Options ”).

Among the 17,117,300 Share Options granted above, 3,900,000 Share Options were granted to Mr. Zhao Hong, an executive Director and chief executive officer of the Company, and 460,000 Share Options were granted to Ms. Pan Rongrong, an executive Director and chief financial officer of the Company. Details of which are as follows:

Name of Grantees of Share Options	Number of Share Options granted
Mr. Zhao Hong	3,900,000
Ms. Pan Rongrong	460,000

The grant of Share Options to Mr. Zhao Hong and Ms. Pan Rongrong has been approved by the Board including the independent non-executive Directors, as required under Rule 17.04(1) of the Listing Rules, save that Mr. Zhao Hong and Ms. Pan Rongrong have abstained from approving the resolution relating to the grant of Share Options to them, respectively. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries: (i) no financial assistance has been provided by the Group to the Grantees of Share Options for the purchase of shares under the Post-IPO Option Plan; (ii) save for Mr. Zhao Hong and Ms. Pan Rongrong as disclosed above, none of the other Grantees of Share Options is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (iii) none of the Grantees of Share Options is a related entity participant or service provider (as defined under the Listing Rules), and all of the Grantees of the Share Options are either directors of the Company and/or full time employees of the Group; and (iv) none of the Grantees of the Share Options is a participant with options and awards granted and to be granted exceeding the 1% individual limit under the Listing Rules.

Vesting Period

The Post-IPO Option Plan provides that the Board may specify the vesting period of the Share Options and does not provide for any minimum vesting period. The Board and the remuneration committee of the Company consider that, taking into account that: (i) the remuneration of the Grantees of the Share Options (including that of Mr. Zhao Hong and Ms. Pan Rongrong) include the grant of share options as part of their package to incentivise their performance and to make continuous contributions to the growth and development of the Group, as well as maintaining the competitiveness of the package offered by the Company as compared with those offered by the industry peers; (ii) in respect of Mr. Zhao Hong and Ms. Pan Rongrong, their respective remuneration packages have been reviewed by the remuneration committee of the Company to be in line with the industry practice and in recognition of their leading roles and responsibilities towards the management and strategic development of the Company; and (iii) in respect of other Grantees of the Share Options, their respective remuneration packages are provided according to the internal policy of the Company with reference to their industry experience, tenure and roles with the Group, and contribution to the development and growth of the business of the Group, the grant of Share Options with vesting period less than 12 month to the Grantees of the Share Options is appropriate.

Performance Target

The vesting of each tranche of the Share Options as described above is subject to satisfaction of certain performance targets as determined by the Board at its absolute discretion, either on a case-by-case basis or generally: Group level performance: The Board will assess the performance of the Group for the relevant period, including in particular key performance indicators, such as the Group's revenue and profit of the Group as a whole and of the applicable business. Individual level performance: The Group has established a standard performance appraisal system for its employees to evaluate their performance and contribution to the Group. The Company will determine whether the Grantees of the Share Options meet the individual performance target based on their performance appraisal results for the relevant period.

Clawback Mechanism

A Share Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the period within which a Share Option may be exercised, which is to be determined and notified by the Board to each Grantee of the Share Options at the time of making an offer, and shall not expire later than the Validity Period of the Share Options;

- (ii) the expiry of any of the periods for exercising the Share Option(s); and
- (iii) the date on which the Grantee of the Share Options commits a breach of the rules of the Post-IPO Option Plan.

Reasons and Benefits of the Grant of Share Options

The purpose of the grant of Share Options is to provide incentives and rewards to Grantees of the Share Options for their contributions to and continuing efforts to promote the interests of the Company, and the grant of Share Options aligns the interests of the Grantees of the Share Options with that of the Company and the shareholders of the Company and reinforces commitment of the Grantees of Share Options to the Group. The remuneration committee of the Company is of the view that the grant of Share Options will encourage and retain the Grantees of the Share Options to make continuous contributions to the growth and development of the Group and is in the interests of the Company and the shareholders of the Company.

Miscellaneous

Subsequent to the grant of Share Options, the number of Shares available for future grant pursuant to the Post-IPO Option Plan is 30,628,836 Shares.

GRANT OF RSU

The Board further announces that, on June 5, 2023, the Company granted a total of 2,330,600 restricted share units (the “**RSUs**”) to certain eligible employees of the Company, including, among others, Mr. Zhao Hong, an executive Director and the chief executive officer of the Company and Ms. Pan Rongrong, an executive Director and the chief financial officer of the Company (the “**Grantees of RSUs**”) pursuant to the Post-IPO RSU Plan adopted by the Company on February 19, 2021.

Details of the RSUs granted are set out below:

	Number of Shares underlying the RSUs granted
Participants who are connected persons of the Company	
— Mr. Zhao Hong	600,000
— Ms. Pan Rongrong	115,000
Participants who are not connected persons of the Company	<u>1,615,600</u>
Total:	<u><u>2,330,600</u></u>

Subject to fulfillment of vesting conditions including customized performance targets of the Grantees of RSUs, 50% of the RSUs granted to each of the Grantees of RSUs shall be vested on March 31, 2024 and remaining 50% shall be vested on March 31, 2025.

The Company has appointed Maples Trustee Services (Cayman) Limited as the trustee (the “Trustee”) to assist with the administration and vesting of the RSUs. On February 10, 2021, the Company issued and allotted an aggregate of 6,689,963 Shares to the Trustee of a trust with the intent that such number of Shares would ultimately be held by SCLN ESOP Management Limited, a limited company incorporated in the British Virgin Islands and wholly owned by the Trustee. On February 11, 2021, such number of Shares were directed to SCLN ESOP Management Limited for the purpose of holding Shares under the Post-IPO RSU Plan in trust for and on behalf of grantees. No new Shares will be issued by the Company to satisfy the vesting of such RSUs.

Save as disclosed above, none of the Grantees of RSUs is a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or an associate of any of them (as defined in the Listing Rules).

Reasons and Benefits of the Grant of RSUs

The purpose of the grant of RSUs is to provide incentives and rewards to Grantees of RSUs for their contributions to and continuing efforts to promote the interests of the Company, and the grant of RSUs aligns the interests of the Grantees of RSUs with that of the Company and the shareholders of the Company and reinforces commitment of the Grantees of RSUs to the Group.

Opinion from the Board

The Directors (including the independent non-executive Directors) are of the view that the grant of the RSUs are conducted in the ordinary and usual business of the Company and are on normal commercial terms, fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole. Mr. Zhao Hong and Ms. Pan Rongrong have abstained from approving the resolution relating to the grant of RSUs to them, respectively.

Information about the Company

The Company is a global biopharmaceutical company with an integrated platform for the development and commercialization of innovative therapies for cancer and severe infection.

Listing Rules Implications

As Mr. Zhao Hong and Ms. Pan Rongrong are connected persons of the Company, the grant of RSUs to Mr. Zhao Hong and Ms. Pan Rongrong constitutes a connected transaction of the Company under the Listing Rules. Based on the closing price of HK\$10.18 per Share as stated in the daily quotation sheets of the Stock Exchange on the date of grant of the RSUs, the market value of the RSUs granted to Mr. Zhao Hong and Ms. Pan Rongrong amounts to approximately HK\$6,108,000 and HK\$1,170,700, respectively. As the highest applicable percentage ratio is less than 0.1%, the grant of the RSUs to Mr. Zhao Hong and Ms. Pan Rongrong is fully exempt from reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

“Listing Rules” Rules Governing the Listing of securities on The Stock Exchange of Hong Kong Limited

“Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board
SciClone Pharmaceuticals (Holdings) Limited
PAN Rongrong
*Executive Director, Chief Financial Officer and
Joint Company Secretary*

Hong Kong, June 5, 2023

As at the date of this announcement, the Board comprises Mr. Zhao Hong and Ms. Pan Rongrong as executive directors, Mr. Li Zhenfu, Dr. Daniel Luzius Vasella, Ms. Lin Shirley Yi-Hsien 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.

* *for identification purpose only*