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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in SciClone Pharmaceuticals (Holdings) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
PROPOSED ADOPTION OF THE THIRD AMENDED  
AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of SciClone Pharmaceuticals (Holdings) Limited to be held at 22/F, Centra Plaza, 381 Middle Huaihai Road, Shanghai, PRC on Friday, June 28, 2024 at 3:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, June 26, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sciclone.com>).

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

\* For identification purpose only

April 30, 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 22/F, Central Plaza, 381 Middle Huaihai Road, Shanghai, PRC on Friday , June 28, 2024 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Company”	SciClone Pharmaceuticals (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Last Annual General Meeting”	the annual general meeting of the Company held on Thursday, May 25, 2023
“Latest Practicable Date”	April 23, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	March 3, 2021, being the date on which the Shares first becoming listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	proposed amendments to the existing amended and restated articles of association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Third Amended and Restated Articles of Association”	The third amended and restated articles of association of the Company with the Proposed Amendments proposed to be adopted by the Shareholders at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of US\$0.00005 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhao Hong (*Chief Executive Officer*)  
Ms. Pan Rongrong (*Chief Financial Officer and  
Company Secretary*)

*Registered Office:*

P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Non-executive Directors:*

Mr. Li Zhenfu (*Chairman*)  
Dr. Daniel Luzius Vasella  
Ms. Lin Shirley Yi-Hsien  
Ms. Wang Haixia

*Principal Place of Business in Hong Kong:*

3401A, Windsor House  
311 Gloucester Road  
Causeway Bay  
Hong Kong

*Independent Non-executive Directors:*

Dr. Liu Guoen  
Dr. Chen Ping  
Mr. Gu Alex Yushao  
Ms. Wendy Hayes

April 30, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
PROPOSED ADOPTION OF THE THIRD AMENDED  
AND RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, June 28, 2024.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with the Articles of Association, Ms. Pan Rongrong, Dr. Daniel Luzius Vasella, Ms. Wang Haixia and Dr. Liu Guoen shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. Dr. Liu Guoen has given confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

The current general mandate granted to the Directors to repurchase Shares pursuant to the Last Annual General Meeting will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 62,848,163 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

The current general mandate granted to the Directors to issue Shares pursuant to the Last Annual General Meeting will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 125,696,326 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

#### **5. PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes to amend the Articles of Association for the purpose of, among others, (i) updating and bringing the Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023, and (ii) making other consequential and housekeeping amendments to the Articles of Association. Details of the Proposed Amendments are set out in Appendix III to this circular.

The Company has been advised by its legal advisers that the Proposed Amendments conform to the requirements of the Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Board proposes to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to adopt the Third Amended and Restated Articles of Association. The proposed adoption of the Third Amended and Restated Articles of Association is subject to the passing of a special resolution at the Annual General Meeting, and will become effective upon the approval by the Shareholders at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### **6. ANNUAL GENERAL MEETING, CLOSURE OF REGISTER OF MEMBERS AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 20 to 25 of this circular.

For determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Tuesday, June 25, 2024 to Friday, June 28, 2024, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, June 24, 2024.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sciclone.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, June 26, 2024. (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries,

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## LETTER FROM THE BOARD

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confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **8. RECOMMENDATION**

The Directors consider that the proposed re-election of retiring Directors who offered themselves re-election, granting of the Share Repurchase Mandate and the Issuance Mandate and amendments to the existing amended and restated articles of association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**SciClone Pharmaceuticals (Holdings) Limited**

**Li Zhenfu**

*Chairman*

The following are details of the Directors who will be re-elected at the Annual General Meeting.

**(1) Ms. Pan Rongrong, Executive Director**

Ms. Pan Rongrong (“**Ms. Pan**”), aged 46, is an executive Director, the vice president, chief financial officer, and company secretary of the Company. Prior to joining our Group in November 2018, Ms. Pan worked at PricewaterhouseCoopers Zhong Tian CPAs Limited Company (普華永道中天會計師事務所有限公司) from July 2002 to November 2018 with last position as a partner, and served as an associate of auditing department of Arthur Andersen LLP (安達信華強會計師事務所) from August 2001 to June 2002. Ms. Pan has served as an independent non-executive Director and chairwoman of the Audit Committee of Yidu Tech Inc. (Hong Kong Stock Exchange: 2158) (醫渡科技有限公司) since January 2021.

Ms. Pan obtained her bachelor’s degree in economics from Shanghai International Studies University (上海外國語大學) in July 1998 in Shanghai, the PRC, and her master’s degree in accounting from Fudan University (復旦大學) in July 2001 in Shanghai, the PRC. She is a member of China Certified Public Accountant Association.

Save as disclosed above, Ms. Pan has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries. She does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Pan has entered into a service contract with the Company under which she agreed to act as an executive Director for a period of three years with effect from May 25, 2023. The service contract may be terminated by not less than three months’ notice in writing served by either party on the other. Ms Pan is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Pan was deemed to be interested in 4,378,167 Shares representing approximately 0.70% of the Shares issued by the Company. Save as disclosed above, Ms. Pan was not interested or deemed to be interested in any Shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Under the service contract entered into between Ms. Pan and the Company, Ms. Pan is entitled to receive an annual salary of RMB3,687,000, which is subject to revision determined by the Remuneration Committee with reference to the operation results of the Group and the performance of Directors.

**(2) Dr. Daniel Luzius Vasella, Non-Executive Director**

Dr. Daniel Luzius Vasella (“**Dr. Vasella**”), aged 70, is our non-executive Director. Dr. Vasella has over 40 years of experience in the medical and pharmaceutical industry. Prior to joining our Group, from December 1996 to February 2010, Dr. Vasella was chief executive officer and from February 1999 to February 2013, he served as the chairman of the board of Novartis International AG (New York Stock Exchange: NVS and Six Swiss Exchange: NOVN). Dr. Vasella served as a director of XBiotech Inc. (NASDAQ: XBIT) from November 2014 to January 2018.

Dr. Vasella has served as an independent non-executive director of PepsiCo, Inc. (NASDAQ: PEP) since February 2002 and an independent non-executive director of American Express Company (New York Stock Exchange: AXP) since July 2012. Dr. Vasella was appointed as Economic Advisor to Governor of Guangdong Province, the PRC by the governor of Guangdong Province, the PRC in November 2003. He also served as chairman of the International Business Leaders’ Advisory Council for the Mayor of Shanghai (IBLAC) in 2004 and 2005.

Dr. Vasella obtained the FMH Specialty certification in internal medicine in November 1985; he pursued his psychodynamic and psychotherapy training at the University of Bern and Freud-Institut Zürich from September 1978 to May 1988, the Program of Management Development certification from Harvard Business School in December 1989; the certified coach qualification from Der Deutsche Bundesverband Coaching (DBVC) in Germany in June 2014; and the certified coach qualification from “The Leadership Circle” in September 2016.

Dr. Vasella received Ordem Cruzeiro do Sul from President of Brazil, in 2000, Harvard Business School’s Alumni Achievement Award from Harvard Business School, in October 2003, first international award for responsible capitalism 2003 by the archbishop of canterbury, the most Rev & Rt Hon Dr Rowan Williams PC FBA in December 2003, was entitled the foreign honorary membership of American Academy of Arts and Sciences in 2008, and Prix Pasteur from the Institut

Pasteur, in France in 2007. Dr. Vasella was adjudged the winner of Golden Peacock Leadership Award for Corporate Social Responsibility 2010 by the chairman of the Golden Peacock Global Awards in September 2010.

Dr. Vasella obtained his Swiss medical diploma from the University of Bern in December 1979, in Bern, the Switzerland, and his doctor of medicine degree from the University of Bern in October 1980, in Bern, Switzerland. He also received an honorary doctorate degree by the University of Basel, Switzerland.

Save as disclosed above, Dr. Vasella has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Dr. Vasella has signed an appointment letter with the Company for a term of three years with effect from the Listing Date. He is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. Vasella was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the appointment letter, Dr. Vasella is entitled to receive an annual salary of RMB658,000.

### **(3) Ms. Wang Haixia, Non-Executive Director**

Ms. Wang Haixia (“**Ms. Wang**”), aged 50, is our non-executive Director. Ms. Wang is currently the deputy chief executive officer of Bank of China Group Investment Limited (中銀集團投資有限公司, “BOCGI”), one of our substantial Shareholders. Prior to joining BOCGI, Ms. Wang held various positions within Bank of China Limited (中國銀行股份有限公司) (Hong Kong Stock Exchange: 3988 and Shanghai Stock Exchange: 601988) since March 1993, including the senior product manager and deputy general manager of the E-finance Department from May 2015 to August 2019, and the deputy general manager of Digital Platform Center of Personal Digital Banking Product Department from August 2019 to August 2020. Ms. Wang has served as a non-executive director of Phoenix Media Investment (Holdings) Limited (Hong Kong Stock Exchange: 2008) since March 2021.

Ms. Wang obtained her bachelor’s degree in marketing from Shandong University (山東大學) in July 1995 and master’s degree in business administrative from Renmin University of China (中國人民大學) in March 1999.

Save as disclosed above, Ms. Wang has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries. She does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Wang has entered into an appointment letter with the Company for a term of three years with effect from June 16, 2021. Ms. Wang is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Ms. Wang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the appointment letter, Ms. Wang will not be entitled to any remuneration for acting as a non-executive Director.

#### **(4) Dr. Liu Guoen, Independent Non-Executive Director**

Dr. Liu Guoen (“**Dr. Liu**”), aged 66, is our independent non-executive Director. He is a member of Nomination Committee of the Company. Dr. Liu has served as the Dean of Peking University Institute for Global Health and Development since 2020 (北京大學全球健康發展研究院院長), a MOH Yangtze River Scholar Professor of Economics (教育部長江學者特聘教授) at National School of Development of Peking University (北京大學國家發展研究院) since 2013, and the director of PKU China Center for Health Economic Research (北京大學中國衛生經濟研究中心) since 2006. Dr. Liu has served as an independent non-executive director of MicroPort Scientific Coporation (微創醫療科學有限公司) (Hong Kong Stock Exchange: 0853) since September 2010.

Dr. Liu graduated from mathematics, physics and chemistry department of Southwest Minzu University (西南民族大學) in 1982, in Sichuan Province, the PRC, and obtained his master’s degree in statistics from Southwestern University of Finance and Economics (西南財經大學) in 1985, in Sichuan Province, the PRC, and his doctoral degree in economics from the City University of New York in 1991.

Save as disclosed above, Dr. Liu has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Dr. Liu has signed an appointment letter with the Company for a term of three years with effect from the Listing Date. He is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. Liu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Under the appointment letter, Dr. Liu is entitled to receive an annual salary of RMB658,000.

Save as disclosed above, there is no information which is discloseable nor the above Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 628,481,632 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 628,481,632 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 62,848,163 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

The company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.



**4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	12.38	9.91
May	12.14	10.10
June	11.50	9.87
July	11.00	9.80
August	10.86	9.14
September	10.06	9.11
October	10.72	8.75
November	13.76	9.95
December	15.28	12.36
<b>2024</b>		
January	14.56	10.26
February	14.06	10.52
March	16.10	12.78
April ( <i>up to the Latest Practicable Date</i> )	18.28	17.50

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Li Zhenfu was deemed to be interested in 195,104,060 Shares representing approximately 31.04% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. Li would be increased to approximately 34.49% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.

- (1) By adding the following definition immediately after the definition of “Company’s Website”:

“**Corporate Communication**” has the same meaning as in the Listing Rules.

- (2) By inserting the words “and the Listing Rules” after the words “set out in this Article” in Article 4.8.
- (3) By deleting the word “herein” after “by the Company as” and inserting the words “in Article 30.1” at the end of Article 6.3.
- (4) By deleting Article 6.5 entirely and renumbering Articles 6.6 to 6.13 to Articles 6.5 to 6.12.
- (5) By deleting the word “6.10” and inserting the words “6.9” after the words “provisions of Article” in Article 9.1.
- (6) By deleting Article 30.1 in its entirety and replacing it with the following:

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another);
- (c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;
- (d) by placing it on the Company’s Website and the Exchange’s website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

- (7) By deleting Articles 30.4 to 30.8 in its entirety and replacing it with the following:

30.4 Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and
- (e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

- (8) By renumbering Articles 30.9 to 30.12 to Articles 30.5 to 30.8.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) will be held at 22/F, Central Plaza, 381 Middle Huaihai Road, Shanghai, PRC on Friday, June 28, 2024 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2023.
2.
  - (a) To re-elect Ms. Pan Rongrong as an executive director of the Company.
  - (b) To re-elect Dr. Daniel Luzius Vasella as a non-executive director of the Company.
  - (c) To re-elect Ms. Wang Haixia as a non-executive director of the Company.
  - (d) To re-elect Dr. Liu Guoen as an independent non-executive director of the Company.
  - (e) To authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as the auditor and to authorize the board of directors to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (ii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the existing amended and restated articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated April 30, 2024 (the “**Circular**”); and the third amended and restated articles of association of the Company in the form produced to the annual general meeting, a copy of which has been produced to the annual general meeting marked “**A**” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of the annual general meeting and that any one of the directors or the company secretary of the Company be and is hereby authorised to do all things that he or she shall, in his or her absolute discretion, deem necessary or expedient to implement the adoption of the third amended and restated articles of association of the Company.”

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

Hong Kong, April 30, 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Wednesday, June 26, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, June 25, 2024 to Friday, June 28, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, June 24, 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, 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.*