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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the joint announcement issued by Silver Pegasus Investment Limited (the “**Offeror**”) and the Company dated 28 March 2024 (the “**Joint Announcement**”) in respect of, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act; (ii) the option incentive plan approved and adopted by the Company on 24 June 2018 (the “**Option Incentive Plan**”); (iii) the post-IPO share option scheme adopted by Shareholders’ resolution on 22 January 2021 (the “**Post-IPO Option Plan**”); and (iv) the announcements of the Company pursuant to Rule 3.8 of the Takeovers Code published on 1 April 2024, 2 April 2024, 3 April 2024, 8 April 2024, 12 April 2024, 15 April 2024, 17 April 2024, 18 April 2024, 19 April 2024, 22 April 2024, 23 April 2024, 26 April 2024, 30 April 2024, 6 May 2024, 7 May 2024, 8 May 2024, 10 May 2024, 13 May 2024, 14 May 2024, 16 May 2024, 17 May 2024, 20 May 2024, 22 May 2024, 23 May 2024 and 24 May 2024. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that on 27 May 2024:

1. 300,000 Share Options granted under the Option Incentive Plan had been exercised pursuant to the rules of the Option Incentive Plan; and
2. 8,000 Share Options granted under the Post-IPO Option Plan had been exercised pursuant to the rules of the Post-IPO Option Plan.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue and outstanding as at the date of this announcement are as follows:

- (a) following the issue of 300,000 and 8,000 new Shares as a result of the exercise of Share Options granted under the Option Incentive Plan and the Post-IPO Option Plan respectively as set out above, a total of 629,827,132 Shares in issue; and
- (b) immediately following the exercise of Share Options as set out above, a total of 66,956,932 Share Options in issue (comprising (i) a total of 16,337,000 Share Options (all of which are vested) entitling the holders to receive 16,337,000 existing Shares from the Option Trustee under the Option Incentive Plan; (ii) a total of 20,094,842 Share Options (all of which are vested) entitling the holders to subscribe for 20,094,842 new Shares under the Option Incentive Plan; and (iii) a total of 30,525,090 Share Options (21,508,790 of which are vested) entitling the holders to subscribe for 30,525,090 new Shares under the Post-IPO Option Plan).

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities, on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities, should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNINGS

Shareholders and potential investors should be aware that the implementation of the Proposal, the Scheme and the Option Offer is subject to the Conditions being fulfilled or waived (including the approval of the Rollover Arrangements as a special deal under Rule 25 of the Takeovers Code), as applicable, and thus the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not be implemented. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
SciClone Pharmaceuticals (Holdings) Limited
ZHAO Hong
Executive Director, Chief Executive Officer and President

Hong Kong, 27 May 2024

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.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *for identification purpose only*