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GL Capital Group
德福資本

Silver Pegasus Investment Limited

(Incorporated in the Cayman Islands with limited liability)



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)

JOINT ANNOUNCEMENT

- (1) PROPOSAL FOR THE PRIVATISATION OF
SCICLONE PHARMACEUTICALS (HOLDINGS) LIMITED
BY SILVER PEGASUS INVESTMENT LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES ACT)**
- (2) PROPOSED WITHDRAWAL OF LISTING OF
SCICLONE PHARMACEUTICALS (HOLDINGS) LIMITED**
- (3) SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENTS**

NON-BINDING LETTER OF SUPPORT

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to (i) the announcement jointly published by Silver Pegasus Investment Limited (the “**Offeror**”) and SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) dated 28 March 2024 in relation to, 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; and (ii) the scheme document jointly published by the Offeror and the Company dated 24 May 2024 in relation to, among other things, the Proposal, the Scheme, the Option Offer and the Rollover Arrangements (the “**Scheme Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

On 29 May 2024, the Offeror has received a non-binding letter of support (the “**Non-binding Letter of Support**”) from Pentwater Capital Management Europe LLP (“**Pentwater**”), in respect of 29,250,000 Shares (representing approximately 4.64% of the issued share capital of the Company and approximately 8.51% of the issued share capital of the Company held by the Disinterested Shareholders respectively as at the date of this announcement, and all the Shares held by Pentwater as at the date of this announcement), confirming its intention to vote in favour of the resolutions proposed at the Court Meeting and the EGM to approve and implement the Proposal, the Scheme and the Rollover Arrangements.

The Non-binding Letter of Support indicates Pentwater’s support of, and intention to vote in favour of the resolutions proposed at the Court Meeting and the EGM to approve and implement the Proposal, the Scheme and the Rollover Arrangements, but is provided instead of an irrevocable undertaking to enable Pentwater to maintain a level of liquidity during the Offer Period, such that Pentwater has flexibility to sell some or all of the Shares held by it during the Offer Period. The Non-binding Letter of Support is not intended to create legally binding obligations on Pentwater to vote in favour of the resolutions proposed at the Court Meeting and the EGM to approve and implement the Proposal, the Scheme and the Rollover Arrangements.

Warning: 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. Shareholders and potential investors are reminded to carefully read

the Scheme Document, the letter of advice from the Independent Financial Adviser and the letter from the Independent Board Committee contained therein before making a decision. 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 of directors of
Silver Pegasus Investment Limited
LI Zhenfu
Director

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

Hong Kong, 29 May 2024

As at the date of this announcement, the sole director of the Offeror is Mr. Li Zhenfu.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Directors (other than Mr. Li Zhenfu)) 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.

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 relating to the Group 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*