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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**

**EFFECTIVE DATE OF THE SCHEME  
RESULTS OF THE OPTION OFFER  
WITHDRAWAL OF LISTING  
OF SCICLONE PHARMACEUTICALS (HOLDINGS) LIMITED  
PAYMENT UNDER THE SCHEME AND THE OPTION OFFER  
AND  
CHANGE IN BOARD LOT SIZE**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



## **INTRODUCTION**

Reference is made to (i) the composite scheme document jointly issued by SciClone Pharmaceuticals (Holdings) Limited (the “**Company**”) and Silver Pegasus Investment Limited (the “**Offeror**”) dated 24 May 2024 in relation to, among other things, the Proposal, the Scheme, the Option Offer and the Rollover Arrangements (the “**Scheme Document**”); (ii) the announcement jointly issued by the Company and the Offeror dated 19 June 2024 in relation to, among other things, the results of the Court Meeting and the EGM (the “**Poll Results Announcement**”); and (iii) the announcement jointly issued by the Company and the Offeror dated 2 July 2024 in relation to, among other things, the sanction of the Scheme by the Grand Court (the “**Sanction Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

Unless otherwise expressly stated, all references to dates and times contained in this announcement refer to Hong Kong dates and times.

## **EFFECTIVE DATE OF THE SCHEME**

As set out in the Sanction Announcement, the Scheme was sanctioned (without modification) by the Grand Court on Friday, 28 June 2024 (Cayman Islands time).

A copy of the order of the Grand Court sanctioning the Scheme was delivered to the Registrar of Companies in the Cayman Islands for registration on Wednesday, 3 July 2024 (Cayman Islands time).

All of the Conditions as set out in the section headed “3. Conditions of the Proposal” in Part VII — Explanatory Memorandum of the Scheme Document were fulfilled, and the Scheme became effective on Wednesday, 3 July 2024 (Cayman Islands time).

## **RESULTS OF THE OPTION OFFER**

The Option Offer closed at 4:30 p.m. on Wednesday, 3 July 2024.

As at 4:30 p.m. on Wednesday, 3 July 2024 (being the latest time and date for lodging the Form of Acceptance in relation to the Option Offer), the Company has received valid acceptances of the Option Offer in respect of (i) 19,844,842 Subject Share Options (representing 100% of the total number of outstanding Subject Share Options granted under the Option Incentive Plan); and (ii) 29,753,160 Subject Share Options (representing 100% of the total number of outstanding Subject Share Options granted under the Post-IPO Option Plan).

The Option Offer has not been revised or extended.

Any Share Options granted under the Option Incentive Plan or the Post-IPO Option Plan that are not exercised on or prior to the Latest Option Exercise Date or (if applicable) cancelled pursuant to the acceptance of the Option Offer (other than, in respect of Share Options granted under the Option Incentive Plan, the right to receive payment of the “see-through” price from the Option Trustee) have automatically lapsed upon the Scheme became effective. Optionholders who have not accepted the Option Offer by 4:30 p.m. on Wednesday, 3 July 2024 will not receive the Option Offer Price from the Offeror.

## **OPTION OFFER BECOMES UNCONDITIONAL**

The Option Offer is conditional upon the Scheme becoming effective. Accordingly, the Option Offer became unconditional on Wednesday, 3 July 2024 (Cayman Islands time).

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

It is expected that the listing of the Shares on the Stock Exchange will be withdrawn with effect from 4:00 p.m. on Friday, 5 July 2024.

## **PAYMENT OF THE CANCELLATION PRICE UNDER THE SCHEME AND THE OPTION OFFER PRICE UNDER THE OPTION OFFER**

Cheques for the payment of the Cancellation Price payable under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event on or before Friday, 12 July 2024.

Payments in respect of the Option Offer Price will be made to the Company as the agent of the Optionholders, by cheque(s), or at the election of the Offeror, by wire transfer within seven business days (as defined in the Takeovers Code) of the Effective Date. The Company will make payments in respect of the Option Offer Price to the respective Optionholders by wire transfer.

## CHANGE IN BOARD LOT SIZE

As disclosed in the Poll Results Announcement, the board lot size of the Shares will be changed from 500 Shares to 800,000 Shares with effect from Wednesday, 3 July 2024, subject to the Scheme becoming effective. As the Scheme has become effective, the change in board lot size has become effective.

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, 4 July 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 and Ms. Lin Shirley Yi-Hsien 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*