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## **FOSUN PHARMA** **复星医药**

上海復星醫藥(集團)股份有限公司

**Shanghai Fosun Pharmaceutical  
(Group) Co., Ltd.\***

*(a joint stock limited company incorporated in the  
People's Republic of China with limited liability)*

**(Stock Code: 02196)**



**Shanghai Henlius Biotech, Inc.**

上海復宏漢霖生物技術股份有限公司

*(a joint stock limited company incorporated in the  
People's Republic of China with limited liability)*

**(Stock Code: 02696)**

## **Shanghai Fosun New Medicine Research Company Limited\***

*(a company incorporated in the  
People's Republic of China with limited liability)*

### **JOINT ANNOUNCEMENT (1) PROPOSED PRE-CONDITIONAL PRIVATISATION OF HENLIUS BY FOSUN NEW MEDICINE BY WAY OF MERGER BY ABSORPTION OF HENLIUS AND (2) PROPOSED WITHDRAWAL OF LISTING**

### **FULFILMENT OF PRE-CONDITION TO THE POTENTIAL SHARE ALTERNATIVE OFFER**



**Lead Financial Adviser to the Offeror**

**FOSUN INTL CAPITAL**

**Joint Financial Adviser to the Offeror**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

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

## INTRODUCTION

Reference is made to the announcement dated 24 June 2024 (the “**Joint Announcement**”) jointly issued by the Offeror, Fosun Pharma and the Company in relation to, among others, the proposed pre-conditional privatisation of the Company by the Offeror by way of merger by absorption of the Company and the proposed withdrawal of listing of the Company. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

## FULFILMENT OF PRE-CONDITION TO THE POTENTIAL SHARE ALTERNATIVE OFFER

As disclosed in the Joint Announcement, the Offeror had reserved its right to offer to all Shareholders (other than Fosun Pharma Industrial Development and Fosun Industrial) the Potential Share Alternative Offer.

The Potential Share Alternative Offer is at the Offeror’s sole discretion and is subject to the pre-condition of receiving on or between the date of the Joint Announcement and 4:00 p.m. on 10 July 2024 duly signed and dated letters of interest from intending Shareholders (other than Fosun Pharma Industrial Development and Fosun Industrial) holding, in aggregate, not less than 2% of the total number of issued Shares as at the date of the Joint Announcement (i.e. 10,869,898 Shares) (the “**Share Alternative Threshold**”), expressing their indicative interest to elect the Potential Share Alternative Offer.

As of 4:00 p.m. on 10 July 2024, the Offeror has received valid letters of interest from the intending Shareholders (other than Fosun Pharma Industrial Development and Fosun Industrial) holding, in aggregate, not less than 2% of the total number of issued Shares as at the date of the Joint Announcement, and accordingly, the Share Alternative Threshold has been met.

Notwithstanding the Share Alternative Threshold having been met, the Offeror retains a discretion to decide whether or not to make the Potential Share Alternative Offer. Should the Offeror decide to exercise its discretion to make the Potential Share Alternative Offer, the Offeror, Fosun Pharma and the Company will make a new announcement under Rule 3.5 of the Takeovers Code in due course.

**The Pre-Conditions and the Conditions to effectiveness must be satisfied before the Merger Agreement becomes effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror, Fosun Pharma, nor the Company provides any assurance that any or all Pre-Conditions or Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company.**

**Persons who are in doubt as to the action to take and the implications arising from the Merger should consult their stockbroker, bank manager, solicitor or other professional advisers (including tax adviser regarding the tax consequences of the cancellation of the H Shares and the implementation of the Merger).**

By order of the board of directors of  
**Shanghai Fosun New Medicine Research  
Company Limited\***  
**Guan Xiaohui**  
*Director*

By order of the Board  
**Shanghai Henlius Biotech, Inc.**  
**Zhang Wenjie**  
*Chairman*

By order of the board of directors of  
**Shanghai Fosun Pharmaceutical  
(Group) Co., Ltd.\***  
**Wu Yifang**  
*Chairman*

Shanghai, the PRC  
11 July 2024

*As at the date of this joint announcement, the Offeror's directors are Mr. Wu Yifang, Ms. Guan Xiaohui and Mr. Wen Deyong. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of Fosun Pharma comprises 11 directors, namely Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong as executive directors; Mr. Chen Qiyu, Mr. Xu Xiaoliang and Mr. Pan Donghui as non-executive directors; and Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson as independent non-executive directors. The directors of Fosun Pharma jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises 11 Directors, namely Mr. Zhang Wenjie as the chairman and executive director, Mr. Zhu Jun as the executive director, Mr. Chen Qiyu, Mr. Wu Yifang, Ms. Guan Xiaohui, Mr. Wen Deyong and Dr. Wang Xingli as the non-executive directors, and Mr. So Tak Young, Dr. Chan Lik Yuen, Dr. Zhao Guoping and Dr. Song Ruilin as the independent non-executive directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Offeror and the Offeror Concert Parties who is not a member of the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror in their capacity as directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

\* For identification purposes only.