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Shanghai Henlius Biotech, Inc.
上海復宏漢霖生物技術股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2696)

GRANTS OF OPTIONS AND RSUS

A. INTRODUCTION

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

On 29 August 2025, the Board resolved to make the Grants of a total of 67,500 Options to 4 Participants pursuant to the Share Option Scheme and a total of 87,500 RSUs to 8 Participants pursuant to the RSU Scheme.

B. GRANTS OF OPTIONS UNDER THE SHARE OPTION SCHEME

On 29 August 2025, the Board resolved to make the Grants of a total of 67,500 Options to 4 Participants pursuant to the Share Option Scheme. The terms of the Grants of Options are as follows:

Date of grant	:	29 August 2025
Category of grantees and number of Options granted	:	4 Employee Participants (excluding Directors): a total of 67,500 Options (which represents the right to subscribe for 67,500 H Shares, representing approximately 0.0124% of the total number of Shares in issue (excluding any treasury shares) as at the date of this announcement)
Consideration (i.e. Grant Price) for the Options granted	:	Nil
Exercise price of the Options granted	:	HK$80.12 per H Share, which is the highest of: (i) the closing price of the H Shares of HK$77.90 per H Share as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (ii) the average closing price of the H Shares of HK$80.12 per H Share as stated in the daily quotations sheets of the Stock Exchange for the five (5) Business Days immediately preceding the date of grant; and (iii) the nominal value of an H Share, which is RMB1.00.

Closing price of the H Shares on the date of grant	:	HK$77.90 per H Share
Exercise period of the Options granted	:	Commencing from the relevant vesting date of the relevant batch up to and until the expiry of ten (10) years from the date of grant
Vesting period and performance targets of the Options granted	:	Subject to the terms of the relevant Offer Letters and the Share Option Scheme, among the Options granted to each Grantee, (i) the vesting of 80% of the Options granted (the "**Options Linked to Annual Performance Target**") is subject to the satisfaction of the performance targets relating to the key performance indicators, including financial key performance indicators and R&D key performance indicators, of the Company's annual business performance for the relevant years and the Grantee's achievement of the agreed standard or above for the relevant years in the Company's annual appraisal; and (ii) the vesting of 20% of the Options granted (the "**Options Linked to Market Capitalisation Target**") is subject to the satisfaction of the performance targets relating to the Company's market capitalisation for the relevant years and the Grantee's achievement of the agreed standard or above for the relevant years in the Company's annual appraisal. Options Linked to Annual Performance Target shall vest as follows:

Batch	Percentage of Options to be Vested	Vesting Date
One	25% of the Options Linked to Annual Performance Target	The first anniversary of the date of grant (i.e. 29 August 2026)
Two	25% of the Options Linked to Annual Performance Target	The second anniversary of the date of grant (i.e. 29 August 2027)
Three	25% of the Options Linked to Annual Performance Target	The third anniversary of the date of grant (i.e. 29 August 2028)
Four	25% of the Options Linked to Annual Performance Target	The fourth anniversary of the date of grant (i.e. 29 August 2029)

Options Linked to Market Capitalisation Target shall vest as follows:

Batch	Percentage of Options to be Vested	Vesting Date
One	25% of the Options Linked to Market Capitalisation Target	The first anniversary of the date of grant (i.e. 29 August 2026)
Two	25% of the Options Linked to Market Capitalisation Target	The second anniversary of the date of grant (i.e. 29 August 2027)
Three	25% of the Options Linked to Market Capitalisation Target	The third anniversary of the date of grant (i.e. 29 August 2028)
Four	25% of the Options Linked to Market Capitalisation Target	The fourth anniversary of the date of grant (i.e. 29 August 2029)

Subject to the satisfaction of the vesting condition in respect of the relevant Grantee's individual performance at the Company's annual appraisal as mentioned above, if on or before the relevant vesting date, the vesting condition in respect of the Company's market capitalisation above is not met, the corresponding batch of Options Linked to Market Capitalisation Target may be deferred for vesting for one year to the next anniversary of the original vesting date. If, in the case of such deferral, such vesting condition in respect of the Company's market capitalisation is still not met by such next anniversary date, the corresponding batch of Options Linked to Market Capitalisation Target will automatically lapse on such next anniversary date and shall not be exercisable and/or vest, unless otherwise determined at the sole discretion of the Board (or the Scheme Administrator as authorised by the Board).

Clawback mechanism : Subject to otherwise provided under the Share Option Scheme, the Board (or the Scheme Administrator as authorised by the Board) may, at its sole discretion, determine the clawback mechanism of any Option or the extension of the vesting period of an Option, if any of the following events (among others) occurs, regardless of whether such event is due to the action (or omission) of any Grantee:

(a) there is a material misstatement in the audited financial statements of the Company that requires a restatement;

(b) where the grant or exercise of any Option is linked to any performance targets and the Board (or the Scheme Administrator as authorised by the Board) is of the opinion that there occur any circumstances that show or lead to any of the prescribed performance targets having been assessed or calculated in a materially inaccurate manner;

(c) in the reasonable opinion of the Board (or the Scheme Administrator as authorised by the Board), a Grantee has violated the terms of the Share Option Scheme or the terms of the grant of Option(s) as set out in the Offer Letter; or

(d) where the Company is required to exercise a clawback in accordance with the Applicable Laws (including without limitation the Listing Rules) and/or pursuant to a request from any regulatory authority (including without limitation the Stock Exchange).

Under the above circumstances, the Board (or the Scheme Administrator as authorised by the Board) may (but is not obliged to) by notice in writing to the Grantee concerned clawback such number of Options (to the extent not being exercised) granted as the Board (or the Scheme Administrator as authorised by the Board) may consider appropriate. The Options that are clawed back shall be regarded as lapsed and the Options so clawed back will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit (including any refreshed limit, where applicable).

Financial assistance : There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Grantees to facilitate his/her purchase of H Shares under the Grants of Options under the Share Option Scheme.

C. GRANTS OF RSUS UNDER THE RSU SCHEME

On 29 August 2025, the Board resolved to make the Grants of a total of 87,500 RSUs to 8 Participants pursuant to the RSU Scheme. The terms of the Grants of RSUs are as follows:

Date of grant	:	29 August 2025
Category of grantees and number of RSUs granted	:	A total of 87,500 RSUs, comprising: (i) 4 Employee Participants (excluding Directors): a total of 67,500 RSUs (which represents the contingent right to receive 67,500 Restricted Shares, representing approximately 0.0124% of the total number of Shares in issue (excluding any treasury shares) as at the date of this announcement); (ii) Mr. Tak Young So (an independent non-executive Director): 5,000 RSUs (which represents the contingent right to receive 5,000 Restricted Shares, representing approximately 0.0009% of the total number of Shares in issue (excluding any treasury shares) as at the date of this announcement); (iii) Dr. Lik Yuen Chan (an independent non-executive Director): 5,000 RSUs (which represents the contingent right to receive 5,000 Restricted Shares, representing approximately 0.0009% of the total number of Shares in issue (excluding any treasury shares) as at the date of this announcement); (iv) Dr. Ruilin Song (an independent non-executive Director): 5,000 RSUs (which represents the contingent right to receive 5,000 Restricted Shares, representing approximately 0.0009% of the total number of Shares in issue (excluding any treasury shares) as at the date of this announcement); and (v) Mr. Yihao Zhao (an independent non-executive Director): 5,000 RSUs (which represents the contingent right to receive 5,000 Restricted Shares, representing approximately 0.0009% of the total number of Shares in issue (excluding any treasury shares) as at the date of this announcement).
Consideration (i.e. Grant Price) for the RSUs granted	:	Nil
Purchase price (i.e. Vesting Price) of the RSUs granted	:	RMB1.00 per Restricted Share

Closing price of the H Shares on the date of grant		HK$77.90 per H Share
Vesting period and performance targets of the RSUs for grantees who are Employee Participants (excluding Directors)	:	Subject to the terms of the relevant Offer Letters and the RSU Scheme, among the RSUs granted to each Grantee, (i) the vesting of 80% of the RSUs granted (the "**RSUs Linked to Annual Performance Target**") is subject to the satisfaction of the performance targets relating to the key performance indicators, including financial key performance indicators and R&D key performance indicators, of the Company's annual business performance for the relevant years and the Grantee's achievement of the agreed standard or above for the relevant years in the Company's annual appraisal; and (ii) the vesting of 20% of the RSUs granted (the "**RSUs Linked to Market Capitalisation Target**") is subject to the satisfaction of the performance targets relating to the Company's market capitalisation for the relevant years and the Grantee's achievement of the agreed standard or above for the relevant years in the Company's annual appraisal.

RSUs Linked to Annual Performance Target shall vest as follows:

Batch	**Percentage of RSUs to be Vested**	**Vesting Date**
One	25% of the RSUs Linked to Annual Performance Target	The first anniversary of the date of grant (i.e. 29 August 2026)
Two	25% of the RSUs Linked to Annual Performance Target	The second anniversary of the date of grant (i.e. 29 August 2027)
Three	25% of the RSUs Linked to Annual Performance Target	The third anniversary of the date of grant (i.e. 29 August 2028)
Four	25% of the RSUs Linked to Annual Performance Target	The fourth anniversary of the date of grant (i.e. 29 August 2029)

RSUs Linked to Market Capitalisation Target shall vest as follows:

Batch	Percentage of RSUs to be Vested	Vesting Date
One	25% of the RSUs Linked to Market Capitalisation Target	The first anniversary of the date of grant (i.e. 29 August 2026)
Two	25% of the RSUs Linked to Market Capitalisation Target	The second anniversary of the date of grant (i.e. 29 August 2027)
Three	25% of the RSUs Linked to Market Capitalisation Target	The third anniversary of the date of grant (i.e. 29 August 2028)
Four	25% of the RSUs Linked to Market Capitalisation Target	The fourth anniversary of the date of grant (i.e. 29 August 2029)

Subject to the satisfaction of the vesting condition in respect of the relevant Grantee's individual performance at the Company's annual appraisal as mentioned above, if on or before the relevant vesting date, the vesting condition in respect of the Company's market capitalisation above is not met, the corresponding batch of RSUs Linked to Market Capitalisation Target may be deferred for vesting for one year to the next anniversary of the original vesting date. If, in the case of such deferral, such vesting condition in respect of the Company's market capitalisation is still not met by such next anniversary date, the corresponding batch of RSUs Linked to Market Capitalisation Target will automatically lapse on such next anniversary date and shall not be vest, unless otherwise determined at the sole discretion of the Board (or the Scheme Administrator as authorised by the Board).

Vesting period and performance targets of the RSUs for grantees who are independent non-executive Directors : Subject to the terms of the relevant Offer Letters and the RSU Scheme, the RSUs granted to the independent non-executive Directors shall not be subject to any performance targets and shall vest by batch as follows:

Batch	Percentage of RSUs to be Vested	Vesting Date
One	33% of the RSUs	The first anniversary of the date of grant (i.e. 29 August 2026)
Two	33% of the RSUs	The second anniversary of the date of grant (i.e. 29 August 2027)
Three	34% of the RSUs	The third anniversary of the date of grant (i.e. 29 August 2028)

Please refer to the section headed "Reasons for and Benefits of the Grants" below for the views of the remuneration committee of the Board on why performance targets are not necessary for the RSUs granted to the independent non-executive Directors and how the grants align with the purpose of the RSU Scheme.

Clawback mechanism : Subject to otherwise provided under the RSU Scheme, the Board (or the Scheme Administrator as authorised by the Board) may, at its sole discretion, determine the clawback mechanism of any RSU or the extension of the vesting period of an RSU, if any of the following events (among others) occurs, regardless of whether such event is due to the action (or omission) of any Grantee:

(a) there is a material misstatement in the audited financial statements of the Company that requires a restatement;

(b) where the grant or vesting of any RSU is linked to any performance targets and the Board (or the Scheme Administrator as authorised by the Board) is of the opinion that there occur any circumstances that show or lead to any of the prescribed performance targets having been assessed or calculated in a materially inaccurate manner;

(c) in the reasonable opinion of the Board (or the Scheme Administrator as authorised by the Board), a Grantee has violated the terms of the RSU Scheme or the terms of the grant of RSU(s) as set out in the Offer Letter; or

(d) where the Company is required to exercise a clawback in accordance with the Applicable Laws (including without limitation the Listing Rules) and/or pursuant to a request from any regulatory authority (including without limitation the Stock Exchange).

Under the above circumstances, the Board (or the Scheme Administrator as authorised by the Board) may (but is not obliged to) by notice in writing to the Grantee concerned clawback such number of RSUs (to the extent not being vested) granted as the Board (or the Scheme Administrator as authorised by the Board) may consider appropriate. The RSUs that are clawed back shall be regarded as lapsed and the RSUs so clawed back will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit (including any refreshed limit, where applicable).

Financial assistance : There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Grantees to facilitate his/her purchase of H Shares under the Grants of RSUs under the RSU Scheme.

D. REASONS FOR AND BENEFITS OF THE GRANTS

The Board considers that the grantees under the Grants have made and/or will make significant contributions to the Group. With their efforts, the Group has achieved major breakthroughs in various key areas, including the orderly progress of global clinical development and drug registrations as well as commercialization of pipeline products, a diversified innovative pipeline focusing on advanced fields built, the increased deepening of the "Go Global" strategy and the steady progress in international production capacity construction. In addition, such rewards will further align the interests of such grantees with the interests of the Group, encouraging such grantees to make continued contributions for the long-term development goals of the Group which is also in line with the purpose of the Share Option Scheme and the RSU Scheme. Therefore, the Board is of the view that it is essential to provide incentive rewards to such grantees.

The remuneration committee of the Board (with each of Dr. Ruilin Song and Dr. Lik Yuen Chan having abstained from voting in respect of the proposed Grant of RSUs to himself) is of the view that it is appropriate to grant RSUs to the independent non-executive Directors without any performance target for the following reasons: (i) issuers generally should not grant equity-based remuneration with performance-related elements to independent non-executive directors under the recommended best practice E.1.9 of Appendix C1 of the Listing Rules; and (ii) a fixed number of RSUs were granted to each of the independent non-executive Directors to recognise and/or encourage his continued effort for bringing in fresh perspectives, objective insights and independent judgment to the Board and the Board committees which he serves as a member, which would contribute to the sustainable development of the Company's business and align with the purpose of the RSU Scheme.

In view of the above, the Board (including all the independent non-executive Directors, with each of the independent non-executive Directors having abstained from voting in respect of the Grant of RSUs to himself) is of the view that the terms of the Grants are fair and reasonable, the Grants also align the grantees' long-term interests with those of the Shareholders and are in the interest of the Company and its Shareholders as a whole.

E. NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Subsequent to the Grants, the number of H Shares available for future grants under the Scheme Mandate Limit will be 29,380,588 H Shares, among which, the number of H Shares available for future grant under the Service Provider Sublimit will be 8,002,422 H Shares.

F. LISTING RULE IMPLICATIONS

The Grants of RSUs to the independent non-executive Directors have been reviewed and approved by the Board (including all the independent non-executive Directors, with each of the independent non-executive Directors having abstained from voting in respect of the Grant of RSUs to himself).

Save as disclosed above, to the best knowledge of the Directors, as of the date of this announcement, none of the grantees under the Grants is (i) a Director, chief executive or substantial shareholder of the Company or an associate of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; or (iii) a related entity participant or service provider (as defined under the Listing Rules) with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares (excluding treasury shares).

G. DEFINITIONS

Unless the context otherwise requires, the following expressions shall have the following meanings:

"Applicable Laws"	all applicable laws, regulations, ordinances or requirements of the relevant regulatory authorities including without limitation the Company Law of the PRC, the Securities Law of the PRC, the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), the Listing Rules and the relevant provisions of the articles of association of the Company (as amended from time to time)
"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities, and excluding Saturdays, Sundays and any other days when banks in the PRC and Hong Kong are closed for business
"Company"	Shanghai Henlius Biotech, Inc., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 2696)
"Director(s)"	the director(s) of the Company
"Eligible Person"	(a) an Employee Participant, (b) a Related Entity Participant, or (c) a Service Provider Participant who has contributed or may contribute to the development and growth of the Group, subject to the eligibility criteria as provided in the Share Option Scheme and/or the RSU Scheme; however, no individual who is resident in a place where (x) the grant, acceptance, vesting or exercise of an Option pursuant to the Share Option Scheme or (y) the grant, acceptance or vesting of an RSU pursuant to the RSU Scheme (as the case may be) is not permitted under the laws and regulations in such place or where (in the sole opinion of Board or the Scheme Administrator without the need to assign a reason therefor) compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual shall be entitled to participate in the Share Option Scheme or the RSU Scheme and such individual shall therefore be excluded therefrom
"Employee Participant"	any PRC or non-PRC director (including executive, non-executive and independent non-executive director) and employee (whether full-time or part-time) of the Company or any of its subsidiaries, and including any person who are granted Options and/or RSUs as an inducement to enter into employment contracts with the Company or any of its subsidiaries
"Grant Price"	the consideration payable by the Grantee on acceptance of an Offer

"Grants"	the grants of a total of 67,500 Options and 87,500 RSUs on 29 August 2025 pursuant to the Share Option Scheme and the RSU Scheme, respectively
"Grantee"	any Eligible Person who accepts an Offer in accordance with the terms of the Share Option Scheme or the RSU Scheme
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign share(s) in the Company's ordinary share capital, with a nominal value of RMB1.00 each, which were listed on the Stock Exchange and traded in Hong Kong dollars
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Offer"	an offer of Options under the Share Option Scheme and/or RSUs under the RSU Scheme
"Offer Letter"	a letter issued by the Company to each Participant in respect of an Offer in such form as the Board (or the Scheme Administrator) may from time to time determine
"Option(s)"	a right to subscribe for such number of H Shares pursuant to the Share Option Scheme
"Participant"	any Eligible Person who is approved for participation in the Share Option Scheme and/or the RSU Scheme and who has been granted any Option pursuant to the Share Option Scheme and/or RSU pursuant to the RSU Scheme
"PRC"	the People's Republic of China, and for the purpose of this announcement only, excluding Hong Kong, Macau and Taiwan regions of the PRC
"R&D"	research and development
"Related Entity"	the holding companies, fellow subsidiaries or associated companies of the Company, and a member of the Related Entity means any of the aforementioned entities
"Related Entity Participant"	any director or employee (whether full-time or part-time employees) of any member of the Related Entity
"Restricted Share(s)"	the H Share(s) underlying the RSU(s) granted to a Grantee

"RMB"	Renminbi, the lawful currency of the PRC
"RSU Scheme"	the 2025 H Share RSU Scheme of the Company which were approved and adopted at the 2025 second extraordinary general meeting of the Company held on 21 July 2025
"RSU(s)"	restricted share unit(s), being contingent rights to receive such number of Restricted Shares awarded pursuant to the RSU Scheme
"Scheme Administrator"	the committee of the Board or person(s) to which the Board has delegated its authority (as applicable) to administer the Share Option Scheme and/or the RSU Scheme
"Scheme Mandate Limit"	the total number of H Shares which may be issued in respect of all Options to be granted under the Share Option Scheme, all RSUs to be granted under the RSU Scheme and all options and awards to be granted under any other share scheme(s) of the Company, which shall not exceed 43,479,588 H Shares (being 8% of the total number of Shares in issue (excluding any treasury shares) as at the date of adoption of the Share Option Scheme and RSU Scheme)
"Service Provider Participant"	persons providing services to the Group on a continuing or recurring basis akin to those of the employees of the Group in the Group's ordinary and usual course of business which are in the interests of the long term growth of the Group as determined by the Board (or the Scheme Administrator), including consultants, advisors and/or contractors who provide advisory services, consultancy services, and/or other professional services to any member of the Group in connection with the R&D, manufacturing, product commercialization, or in areas relating to the Group's principal business activities that are being carried out by the Group from time to time, or on areas that are desirable and necessary from a commercial or strategic perspective and help maintain or enhance the competitiveness of the Group by way of introducing new business opportunities and/or applying their specialized skills and/or knowledge in the abovementioned fields, but excluding placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity
"Service Provider Sublimit"	the total number of H Shares which may be issued in respect of all Options to be granted under the Share Option Scheme, all RSUs to be granted under the RSU Scheme and all options and awards to be granted under any other share scheme(s) of the Company to the Service Provider Participants, which shall not exceed 8,152,422 H Shares (being 1.5% of the total number of Shares in issue (excluding any treasury shares) as at the date of adoption of the Share Option Scheme and RSU Scheme)

"Share Option Scheme"	the 2025 H Share Option Scheme of the Company which were approved and adopted at the 2025 second extraordinary general meeting of the Company held on 21 July 2025
"Share(s)"	ordinary share(s) with nominal value of RMB1.00 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vesting Price"	the purchase price per H Share payable by a Grantee to the Company on the vesting of an RSU, which can be nil
"%"	per cent

On behalf of the Board
Shanghai Henlius Biotech, Inc.
Wenjie Zhang
Chairman

Hong Kong, 29 August 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Wenjie Zhang as the chairman and non-executive director, Dr. Jun Zhu as the executive director, Mr. Qiyu Chen, Mr. Yuqing Chen, Ms. Xiaohui Guan, Dr. Yi Liu and Dr. Xingli Wang as the non-executive directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Ruilin Song and Mr. Yihao Zhang as the independent non-executive directors.