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Simcere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

**COMPLETION OF PLACING OF EXISTING SHARES
AND TOP-UP SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

**Sole Overall Coordinator, Sole Global Coordinator, Sole Bookrunner and
Placing Agent**

Morgan Stanley

Reference is made to the announcement of Simcere Pharmaceutical Group Limited (the “**Company**”) dated September 2, 2025 (the “**Announcement**”) in relation to, among other things, the Placing and the Subscription. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing and the Subscription took place on September 4, 2025 and September 10, 2025, respectively.

All conditions of the Placing have been fulfilled and completion of the Placing took place on September 4, 2025. A total of 121,000,000 Sale Shares have been successfully placed at the Placing Price of HK\$12.95 per Sale Share to not less than six Placees procured by the Placing Agent.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placees, together with their respective ultimate beneficial owners, are (i) third parties independent of the Company and its connected persons; and (ii) third parties independent of, and not acting in concert with, the Vendor, its associates and persons acting in concert with the Vendor. None of the Placees of the Sale Shares has become a substantial shareholder of the Company upon completion of the Placing.

Further, all conditions of the Subscription have been fulfilled and completion of the Subscription took place on September 10, 2025. A total of 121,000,000 Subscription Shares (equal to the number of the Sale Shares placed under the Placing) were subscribed by the Vendor at the Subscription Price of HK\$12.95 per Subscription Share, which is the same as the Placing Price. The Subscription Shares represent approximately 4.66% of the total issued Shares of the Company as enlarged by the allotment and issue of the Subscription Shares upon completion of the Subscription.

Use of Proceeds

The Company has received total net proceeds from the Subscription of approximately HK\$1,553.5 million.

The Company intends to apply the net proceeds as follows:

- (i) approximately 90% or HK\$1,398.1 million for the R&D-related expenditures, including:
 - (a) advancing clinical research in China and the United States on new drugs in the R&D stage to accelerate pipeline progress;
 - (b) supporting new indication expansions for approved innovative drugs to further enhance product value and market coverage; and
- (ii) approximately 10% or HK\$155.3 million for working capital and other general corporate purposes to maintain the daily operations and long-term development needs of the Group.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before completion of the Placing and the Subscription; (ii) immediately after completion of the Placing and before the Subscription; and (iii) immediately after the completion of the Placing and the Subscription (as of the date of this announcement) is summarized as follows:

Shareholder	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing and before the Subscription		Immediately after completion of the Placing and the Subscription (as of the date of this announcement)	
	<i>Approximate % of total issued</i>		<i>Approximate % of total issued</i>		<i>Approximate % of total issued</i>	
	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>
The Vendor ⁽¹⁾	938,431,689	37.92%	817,431,689	33.03%	938,431,689	36.15%
The concert parties of the Vendor ⁽¹⁾	837,396,979	33.84%	837,396,979	33.84%	837,396,979	32.26%
Sub-total	1,775,828,668	71.76%	1,654,828,668	66.87%	1,775,828,668	68.41%
Directors						
Mr. Wan Yushan	1,228,333	0.05%	1,228,333	0.05%	1,228,333	0.05%
Ms. Wang Xi	164,000	0.01%	164,000	0.01%	164,000	0.01%
Other core connected persons						
Futu Trustee ⁽²⁾	22,540,053	0.91%	22,540,053	0.91%	22,540,053	0.87%
Directors and chief executives of the subsidiaries of the Company ⁽³⁾	4,890,041	0.20%	4,890,041	0.20%	4,890,041	0.19%
Public Shareholders⁽⁴⁾						
Placees	—	—	121,000,000	4.89%	121,000,000	4.66%
Other public Shareholders	670,046,523	27.08%	670,046,523	27.08%	670,046,523	25.81%
Total	2,474,697,618	100.00%	2,474,697,618	100.00%	2,595,697,618	100.00%

Notes:

- (1) As of the date of this announcement, the Vendor, together with the other Ultimate Controlling Shareholders collectively held 1,775,828,668 Shares, including (i) 938,431,689 Shares directly held by the Vendor, (ii) 592,810,031 Shares and directly held by Artking Global Limited, a company controlled by the Ultimate Controlling Shareholders; and (iii) 116,259,578 Shares and 120,961,370 Shares directly held by Simcere Investments Group Limited and Fortune Fountain Investment Limited, respectively, both of which are companies controlled by Mr. REN Jinsheng. As the Ultimate Controlling Shareholders are deemed to be persons acting in concert under the Takeovers Code, each of them is deemed to be interested in the Shares held by each other by virtue of the SFO.
- (2) Futu Trustee is the trustee appointed by the Company for administration of the 2021 RSU Scheme.
- (3) Directors and chief executives of the subsidiaries of the Company represent the grantees of the RSUs granted by the Company under the 2021 RSU Scheme, who are core connected persons of the Company.
- (4) In accordance with Rule 8.08(1)(d) of the Listing Rules, the Stock Exchange has granted the Company a waiver and accepted a lower public float of 15.45% of the Company's total issued Shares.

By order of the Board
Simcere Pharmaceutical Group Limited
Mr. Ren Jinsheng
Chairman and Chief Executive Officer

Hong Kong, September 10, 2025

As of the date of this announcement, the Board comprises Mr. REN Jinsheng as the Chairman and executive Director; Mr. TANG Renhong, Mr. WAN Yushan and Ms. WANG Xi as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as the independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement 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.