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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)

GRANT OF AWARDS UNDER THE 2021 RSU SCHEME

This announcement is made by the Company pursuant to Rule 17.06A of the Listing Rules.

The Board hereby announces that, on December 1, 2025, the grant of an aggregate of 15,408,100 RSUs, representing 15,408,100 underlying Shares, to an aggregate of 97 Eligible Participants under the 2021 RSU Scheme at nil consideration subject to acceptance by the Grantees has been passed on the Board meeting.

The grant of Awards will be satisfied by utilizing 15,408,100 Shares held by the Trustees which relate to the RSUs previously granted but have lapsed in accordance with the rules of the 2021 RSU Scheme.

Details of the grant of RSUs are set out below:

Grant Date:	December 1, 2025
Grantees:	An aggregate of 97 Eligible Participants, including executive Directors, namely Mr. WAN Yushan ("**Mr. WAN**") and Ms. WANG Xi ("**Ms. WANG**"), certain senior management members of the Group, namely Mr. ZHOU Gaobo ("**Mr. ZHOU**"), Mr. WANG Feng ("**Mr. WANG**") and Mr. CHENG Xianghua ("**Mr. CHENG**"), and other 92 employees of the Group. Ms. WANG is also the spouse of Mr. REN Jinsheng, an executive Director and one of the controlling shareholders of the Company.

Number of RSUs granted: An aggregate of 15,408,100 RSUs, representing 15,408,100 underlying Shares, among which:

Granted to Directors:

- 2,100,000 RSUs were granted to Mr. WAN;
- 240,000 RSUs were granted to Ms. WANG;

Granted to certain senior management of the Group (other than those who are Directors, chief executive officer, substantial shareholder or their associates):

- 1,050,000 RSUs were granted to Mr. ZHOU;
- 900,000 RSUs were granted to Mr. WANG; and
- 780,000 RSUs were granted to Mr. CHENG.

Granted to other Grantees:

- 10,338,100 RSUs were granted to other 92 employees of the Group.

Purchase Price of the RSUs granted: Nil

Closing price of the Shares on the Grant Date: HK$13.93 per Share

Vesting dates of the RSUs: Subject to the terms and conditions of the 2021 RSU Scheme and the fulfilment of the below performance targets:

Granted to Directors:

- One third of 2,100,000 RSUs granted to Mr. WAN shall be vested on December 1, 2026, 2027 and 2028, respectively; and

- One third of 240,000 RSUs granted to Ms. WANG shall be vested on December 1, 2026, 2027 and 2028, respectively.

Granted to certain senior management of the Group (other than those who are Directors, chief executive officer, substantial shareholder or their associates):

- One third of 1,050,000 RSUs granted to Mr. ZHOU shall be vested on December 1, 2026, 2027 and 2028, respectively;

- One third of 900,000 RSUs granted to Mr. WANG shall be vested on December 1, 2026, 2027 and 2028, respectively; and

- One third of 780,000 RSUs granted to Mr. CHENG shall be vested on December 1, 2026, 2027 and 2028, respectively.

Granted to other Grantees:

- 100,000 RSUs shall be vested on December 1, 2026, and one third of the remaining 10,238,100 RSUs shall be vested on December 1, 2026, 2027 and 2028, respectively.

Performance targets: The vesting of the RSUs shall be subject to the assessment of the annual performance of the Grantees, and such assessment is based on the evaluation of (i) the Grantee's individual performance, and (ii) the business performance of the Group, with reference to various factors, including but not limited to the Group's overall performance targets and its actual results, as well as its financial position.

Clawback mechanism: In the occurrence of (i) the cessation of a Grantee to be an Eligible Participant by reason of termination of the Grantee's employment or service by any Group Company as a result of the Grantee having been charged, penalized or convicted or an offence involving the Grantee's integrity or honesty, (ii) any material violation of a Grantee to obligations of confidentiality or non-competition to the Group, or material breach by such Grantee of an internal policy or code of any Group Company or the terms of the 2021 RSU Scheme, or (iii) any conduct of a Grantee that is involved in a material misstatement in the Group's financial statements, the Administrator may make a determination at its absolute discretion that: (A) any Awards granted but not yet vested shall immediately lapse, and (B) with respect to any Shares delivered, or actual selling price paid, to the Grantee pursuant to any Awards granted under the 2021 RSU Scheme, the Grantee shall be required to transfer back to the Company or its nominee or the Trustee (a) the equivalent number of Shares, (b) an amount in cash equal to the market value of such Shares or the actual selling price, or (c) a combination of (a) and (b).

No financial assistance: There is no arrangement for the Group to provide financial assistance to the Grantees to facilitate the purchase of Shares under the 2021 RSU Scheme.

The grant of the RSUs to Mr. WAN and Ms. WANG has been approved by all the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules.

Given that the grant of RSUs to Mr. WAN and Ms. WANG would not result in the Shares issued and to be issued in respect of the RSUs granted (excluding any RSUs lapsed in accordance with the terms of the 2021 RSU Scheme) to them in the 12-month period up to and including the Grant Date representing in aggregate over 0.1% of the total issued Shares, the grant of RSUs to Mr. WAN and Ms. WANG is not subject to the approval by the shareholders of the Company.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as of the date of this announcement, save as Mr. WAN and Ms. Wang, none of the Grantees is (i) a Director, chief executive or substantial shareholder of the Company, or an associate of any of them; or (ii) a participant with options and awards granted and to be granted in the 12-month period up to and including the Grant Date representing in aggregate over 1% of the total issued Shares; or (iii) a Director, chief executive or substantial shareholder of the Company, or an associate of any of them with options and awards granted and to be granted in the 12-month period up to and including the Grant Date representing in aggregate over 0.1% of the total issued Shares; or (iv) a related entity participant or service provider (as defined in Listing Rules).

As of the date of this announcement and subsequent to the grant of the RSUs, the number of Shares available for future grant under the Scheme Mandate Limit is 241,177,711 Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"2021 RSU Scheme"	the restricted share unit scheme of the Company approved by the Board on May 20, 2021 (after trading hours) for adoption and further amended from and restated on June 15, 2023
"Administrator"	the Board or a committee duly appointed by the Board for the purpose of administering the 2021 RSU Scheme
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Award(s)"	an award of RSU(s) granted by the Administrator to an Eligible Participant as the Administrator may determine in accordance with the terms of the 2021 RSU Scheme
"Board"	the board of directors of the Company

"Company"	Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司), a company incorporated in Hong Kong on November 30, 2015 with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2096)
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Eligible Participant(s)"	any Employee Participant(s) who the Administrator considers, in its sole discretion, has the eligibility ascribed under the 2021 RSU Scheme
"Employee Participant(s)"	any director or employee of the Company or any of its subsidiaries (including any person who is granted RSUs under the 2021 RSU Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries)
"Grant Date"	December 1, 2025
"Grantee(s)"	97 Eligible Participants, to whom in aggregate of 15,408,100 RSUs were granted under the 2021 RSU Scheme on December 1, 2025
"Group"	the Company and its subsidiaries, each a "Group Company"
"HK$"	Hong Kong dollar(s), 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 or supplemented from time to time
"PRC"	the People's Republic of China, but for the purpose of this announcement and for geographical reference only, references herein do not apply to Hong Kong, Macau Special Administrative Region and Taiwan

"Purchase Price"	the consideration, if any, payable by a Grantee for acceptance of an Award, which shall be determined at the sole and absolute discretion of the Administrator
"RSU(s)"	restricted share units may be granted under the 2021 RSU Scheme, each of which represents one underlying Share, and represent a conditional right granted to any Selected Participants pursuant to the 2021 RSU Scheme to obtain the corresponding economic value of the underlying Shares, less any tax, stamp duty and other charges applicable, as determined by the Administrator in its absolute discretion
"Scheme Mandate Limit"	the total number of Shares which may be issued in respect of all options and awards to be granted under the 2021 RSU Scheme and any other share options schemes and/or share award schemes involving issuance of new Shares adopted and to be adopted by the Company from time to time, which must not exceed 10% of the issued Shares as at June 15, 2023, being the date on which the amendments to the 2021 RSU Scheme were approved by the shareholders of the Company
"Selected Participants"	any Eligible Participant(s) selected by the Administrator in accordance with the terms of the 2021 RSU Scheme
"Share(s)"	ordinary share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed thereto under the Listing Rules
"Trustee(s)"	means the trustee corporation or trustee corporations (which is/are independent of and not connected with the Company) appointed by the Company for the administration of the 2021 RSU Scheme or any additional or replacement trustee(s)
"%"	per cent

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

Hong Kong, December 1, 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; Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as the independent non-executive Directors.