Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*

Simcere Pharmaceutical Group Limited
先聲藥業集團有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 2096)

PROPOSED SPIN-OFF AND SEPARATE LISTING OF SIMCERE ZAIMING PHARMACEUTICAL CO., LTD. ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

THE PROPOSED SPIN-OFF

The Company proposes to spin off and separately list the H shares of Simcere Zaiming, a subsidiary of the Company, on the Main Board of the Stock Exchange. The separate listing of the Simcere Zaiming H Shares on the Main Board of the Stock Exchange constitutes a spin-off of Simcere Zaiming by the Company under PN15. The Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

SIMCERE ZAIMING'S APPLICATION FOR LISTING

On January 9, 2026, Simcere Zaiming submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the Simcere Zaiming H Shares on the Main Board of the Stock Exchange. It is intended that Simcere Zaiming will conduct an offering of its new shares in connection with the Proposed Listing. Subject to certain conditions, the Qualifying Shareholders will be provided with an assured entitlement to the Simcere Zaiming H Shares by way of a preferential application for the Simcere Zaiming H Shares under the Global Offering. Details of such assured entitlement have not yet been finalised. The Company will make further announcement(s) in this regard as and when appropriate.

Upon completion of the Proposed Spin-off and the Proposed Listing, the Company is expected to have an interest of over 50% in Simcere Zaiming and Simcere Zaiming will remain as a subsidiary of the Company.

Simcere Zaiming is a biopharmaceutical company at the forefront of global pharmaceutical innovation, focused on the research, development, and commercialization of innovative oncology drugs (exclusive of those pertaining to cell therapy and gene diagnostic and therapeutic technologies).

LISTING RULES IMPLICATIONS

The Proposed Spin-off constitutes a deemed disposal of the interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules. Based on the information available as at the date of this announcement, as the highest applicable percentage ratio under Rule 14.07 of the Listing Rules for the Proposed Spin-off is expected to be more than 5% but less than 25%, the Proposed Spin-off constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

GENERAL

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off and the Proposed Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

As the Proposed Listing is conditional upon, among other things, the approval of the Listing Committee, the completion of the filing with the China Securities Regulatory Commission for the listing and offering of the Simcere Zaiming H Shares, the final decision of the Board and the board of directors of Simcere Zaiming, market conditions and other considerations, the Proposed Spin-off may or may not materialise. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Company proposes to spin off and separately list the H shares of Simcere Zaiming, a subsidiary of the Company, on the Main Board of the Stock Exchange. The separate listing of the Simcere Zaiming H Shares on the Main Board of the Stock Exchange constitutes a spin-off of Simcere Zaiming by the Company under PN15. The Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

On January 9, 2026, Simcere Zaiming submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the Simcere Zaiming H Shares on the Main Board of the Stock Exchange.

THE PROPOSED SPIN-OFF

The Proposed Spin-off involves the spin-off and separate listing of the Simcere Zaiming H Shares on the Main Board of the Stock Exchange by way of a Global Offering by Simcere Zaiming. The details of the Global Offering have yet to be finalised. As at the date of this announcement, the Company indirectly holds approximately 83.10% of the total issued share capital of Simcere Zaiming. It is intended that upon completion of the Proposed Spin-off and the Proposed Listing, the Company will have an interest of over 50% in Simcere Zaiming and Simcere Zaiming will remain as a subsidiary of the Company.

THE SPIN-OFF GROUP

Simcere Zaiming was established in the PRC as a limited liability company on December 3, 2020 and was converted into a joint stock company with limited liability under the laws of the PRC on February 2, 2024. It is a biopharmaceutical company at the forefront of global pharmaceutical innovation, focused on the research, development, and commercialization of innovative oncology drugs (exclusive of those pertaining to cell therapy and gene diagnostic and therapeutic technologies).

RATIONALE AND BENEFITS OF THE PROPOSED SPIN-OFF

The Company believes that the Proposed Spin-off will better position the Retained Group and the Spin-off Group for growth in their respective businesses and deliver clear benefits due to the following reasons:

1. the Proposed Spin-off will allow each of the Retained Group and the Spin-off Group to focus on the business fields of specific markets, address its respective patient needs with greater precision, optimize its resource allocation, bolster its innovation capabilities and elevate its competitive edge in the global drug R&D landscape and enable both groups to have more efficient capital allocation and quicker response to emerging business opportunities, ultimately driving accelerated growth;

2. the Proposed Spin-off will enable each of the Retained Group and the Spin-off Group to form its independent leadership platform, reinforcing the operational management capabilities of both groups. This clarity allows the management team of each group to devote greater focus to its respective line of business, streamline its decision-making process and cultivate a highly targeted management strategy with dedicated share incentive plans, ensuring that the attraction, motivation, and retention of core personnel are directly aligned with its distinctive business objectives;

3. the business of the Spin-off Group has achieved a scale that we believe is sufficient to warrant a separate listing status. The Proposed Spin-off will establish Simcere Zaiming as an independently listed entity with a dedicated fundraising platform. Following the Proposed Spin-off, both the Retained Group and the Spin-off Group will benefit from the respective independent financing channels and direct access to equity and debt capital markets. This capital structure is anticipated to enhance financial flexibility, broaden capital support and optimize cash flows to support sustainable growth of both groups, which in turn aiming to provide better returns to the shareholders of both groups; and

4. the financial statements of the Spin-off Group will continue to be consolidated into that of the Company following the Proposed Spin-off, thus the Company will retain full visibility and participation in the business development and value creation of the Spin-off Group, while continuing to enjoy the benefits from the future development and growth of the Spin-off Group.

ASSURED ENTITLEMENT AND FURTHER ANNOUNCEMENT

The Board will give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with an assured entitlement to the Simcere Zaiming H Shares by way of a preferential application for the Simcere Zaiming H Shares under the Global Offering, subject to certain conditions, if the Board and the board of directors of Simcere Zaiming decide to proceed with the Proposed Spin-off and the Global Offering, and the Listing Committee gives its approval to the Proposed Listing. Details of such assured entitlement have not yet been finalised. The Company will make further announcement(s) in this regard as and when appropriate.

INFORMATION ON THE GROUP

The Company is an innovation and R&D-driven pharmaceutical company and the Group has established a "State Key Laboratory of Neurology and Oncology Drug Development". The Company and its subsidiaries focus on the therapeutic areas of neuroscience, anti-oncology, autoimmune and anti-infection, with forward-looking layout of disease areas that may have significant clinical needs in the future, aiming to achieve the mission of "for patients, for life". Driven by its in-house R&D efforts and synergistic innovation, the Company has established strategic cooperation partnerships with many innovative companies and research institutes.

LISTING RULES IMPLICATIONS

The Proposed Spin-off constitutes a deemed disposal of the interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules. Based on the information available as at the date of this announcement, as the highest applicable percentage ratio under Rule 14.07 of the Listing Rules for the Proposed Spin-off is expected to be more than 5% but less than 25%, the Proposed Spin-off constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

GENERAL

A redacted form of the application proof of Simcere Zaiming's listing document (the "**Application Proof**") is expected to be available for reviewing and downloading on the Stock Exchange's website at https://www1.hkexnews.hk/app/appindex.html. The Application Proof contains, among other things, certain business and financial information relating to the Spin-off Group. Shareholders should note that the Application Proof is in draft form and the information contained in it is subject to change which may be material.

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off and the Proposed Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

As the Proposed Listing is conditional upon, among other things, the approval of the Listing Committee, the completion of the filing with the China Securities Regulatory Commission for the listing and offering of the Simcere Zaiming H Shares, the final decision of the Board and the board of directors of Simcere Zaiming, market conditions and other considerations, the Proposed Spin-off may or may not materialise. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

"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)
"Director(s)"	the director(s) of the Company
"Global Offering"	the offering to the public in Hong Kong for subscription, and the international offering to certain professional and institutional investors and other investors (including the preferential offering to the Qualifying Shareholder(s)), of the Simcere Zaiming H Shares
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Committee"	the Listing Committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Non-Qualifying Shareholders"	Shareholders with registered addresses in, or who are otherwise known by the Company to be resident in, any of the Specified Territories
"PN15"	Practice Note 15 to the Listing Rules
"PRC"	the People's Republic of China which, for the purpose of this announcement only, excludes Hong Kong, Macao Special Administrative Region and Taiwan
"Proposed Listing"	the proposed listing of the Simcere Zaiming H Shares on the Main Board of the Stock Exchange
"Proposed Spin-off"	the proposed spin-off and separate listing of the Simcere Zaiming H Shares on the Main Board of the Stock Exchange
"Qualifying Shareholders"	Shareholders whose names appear in the register of members of the Company on the Record Date, other than Non-Qualifying Shareholders
"Record Date"	the record date for ascertaining the Qualifying Shareholders who shall be entitled to assured entitlements
"Retained Group"	the Company and its subsidiaries, excluding the Spin-off Group
"Shareholder(s)"	shareholders of the Company
"Simcere Zaiming"	Simcere Zaiming Pharmaceutical Co., Ltd. (先聲再明醫藥股份有限公司), a joint stock company with limited liability incorporated under the laws of the PRC on February 2, 2024, formerly known as Hainan Simcere Zaiming Pharmaceutical Co., Ltd. (海南先聲再明醫藥股份有限公司), or where the context requires (as the case may be), its predecessor with the same English name (先聲再明醫藥有限公司) (formerly known as Hainan Yaozhen Biomedical Technology Co., Ltd. (海南耀臻生物醫藥科技有限公司)), a limited liability company established in the PRC on December 3, 2020

"Simcere Zaiming H Shares"	overseas listed foreign share(s) in the ordinary share capital of Simcere Zaiming, with nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars, and for which an application has been made for listing and trade on the Stock Exchange
"Specified Territories"	jurisdictions outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdictions, the Company and Simcere Zaiming consider the exclusion of the Shareholders with registered addresses in, or who are otherwise known by the Company to be residents of, such jurisdictions from the preferential offering to be necessary or expedient
"Spin-off Group"	Simcere Zaiming and its subsidiaries
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	percentage

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

Hong Kong, January 9, 2026

As at 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.