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Hansoh Pharmaceutical Group Company Limited

翰森製藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3692)

VOLUNTARY ANNOUNCEMENT

NOVATION AND TRANSFER AGREEMENTS

Reference is made to the announcement of Hansoh Pharmaceutical Group Company Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated September 26, 2022 in relation to the license agreement (the “**License Agreement**”) entered into between, on the one hand, Hansoh (Shanghai) Healthtech Company Limited* (翰森(上海)健康科技有限公司), Jiangsu Hansoh Pharmaceutical Group Company Limited* (江蘇豪森藥業集團有限公司) and Jiangsu Hengte Pharmaceutical Sales Company Limited* (江蘇恒特醫藥銷售有限公司) (collectively, the “**Original Licensees**”), all wholly-owned subsidiaries of the Company, and on the other hand, KiOmed Pharma SA (“**KiOmed**”), pursuant to which the Original Licensees obtained an exclusive license from KiOmed to develop and commercialize KiOmedine^{vs}One (the “**Product**”) for the treatment of osteoarthritis within Chinese Mainland, Hong Kong, Macau and Taiwan.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, on April 29, 2026, the Original Licensees entered into a novation agreement (the “**Novation Agreement**”) with KiOmed and Jiangsu Hengrui Pharmaceuticals Co., Ltd. (the “**New Licensee**”), pursuant to which the Original Licensees shall cease to be parties to the License Agreement, and the New Licensee shall be substituted in place of the Original Licensees as the licensee thereunder and accept, observe, perform and discharge all the liabilities and obligations of the Original Licensees under the License Agreement, with KiOmed consenting to such substitution (the “**Assignment**”). On the same date, the Original Licensees (as transferors) and New Licensee (as transferee) entered into the transfer agreement (the “**Transfer Agreement**”) in connection with the Assignment (the Novation Agreement and the Transfer Agreement, collectively the “**Agreements**”).

Pursuant to the Agreements, it was agreed that the Original Licensees shall irrevocably assign and transfer all of their rights, liabilities and obligations under the License Agreement to the New Licensee at RMB131 million (the “**Transfer Price**”). The Transfer Price, comprising an upfront payment and a milestone payment, was determined with reference to (i) the licensing payments made by the Original Licensees to KiOmed under the License Agreement, including the upfront payment, and (ii) the costs and expenses incurred by the Group in the development of the Product from the date of the License Agreement to the date of the Agreements.

The Product is a medical chitosan solution for intra-articular use, which is injected into the knee joint cavity to provide lubrication. It was granted the medical device registration certificate by the National Medical Products Administration (NMPA) of China in August 2025. The Product has not yet been commercialized.

The Agreements are expected to be mutually beneficial to the parties. Following a periodic review of the Group's portfolio and resource allocation priorities, the Board considered that the Group's strategic focus has progressively shifted towards other therapeutic areas, and, accordingly, determined that the Group's resources would be more effectively deployed in areas more closely aligned with its long-term strategic objectives. The Board noted that the New Licensee has established presence and experience in the orthopedics therapeutic area and possesses the requisite capabilities to undertake the continued development and commercialization of the Product. The Board considers that the approach adopted for determining the Transfer Price is fair and reasonable, having regard to the fact that the Product has not been commercialized in the licensed territories and accordingly there are no historical revenue or profit data from which a market-based or income-based valuation could be reliably derived, and that the Transfer Price enables the Group to recover the actual costs and expenses the Group has incurred in connection with the Product on a cost basis. In light of the foregoing, the Board is of the view that the entering into of the Agreements and the transactions contemplated thereunder are in the best interests of the Company and its shareholders as a whole.

Based in Belgium, KiOmed has a history of innovation and expertise in exclusive natural chitosan chemistry.

The New Licensee is a leading innovative global pharmaceutical company rooted in China, the A shares of which have been listed on the Shanghai Stock Exchange (stock code: 600276) and the H shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1276). The New Licensee is principally engaged in the R&D, manufacture and sale of pharmaceutical products.

LISTING RULES IMPLICATION

The expenditures incurred by the Group in connection with the development of the Product have been substantially recognized as research and development expenses in the Group's consolidated financial statements, and the transactions contemplated under the Agreements do not constitute a disposal of assets by the Group. Accordingly, the transactions contemplated under the Agreements are of a revenue nature in the ordinary and usual course of business of the Group and do not constitute any notifiable transactions of the Company under Chapter 14 of the Listing Rules. Furthermore, the transactions contemplated under the Agreements do not constitute any connected transactions of the Company under Chapter 14A of the Listing Rules.

The shareholders and potential investors of the Company are advised to exercise due care when dealing in the shares of the Company.

By Order of the Board
Hansoh Pharmaceutical Group Company Limited
Zhong Huijuan
Chairlady

Hong Kong, April 29, 2026

As at the date of this announcement, the Board comprises Ms. Zhong Huijuan as chairlady and executive director, Ms. Sun Yuan and Dr. Lyu Aifeng as executive directors, and Mr. Lin Guoqiang, Mr. Chan Charles Sheung Wai, Ms. Yang Dongtao and Mr. Yan Jia as independent non-executive directors.

* For identification purposes only