

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 12 September 2019 (the “**Prospectus**”) issued by Shanghai Henlius Biotech, Inc. (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (and its territories, possessions and all areas subject to its jurisdiction) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of securities of the Company in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if taken, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilising action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the H Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on 17 October 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



**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)*

**GLOBAL OFFERING**

Number of Offer Shares under the : 64,695,400 H Shares (subject to the  
Global Offering Over-allotment Option)  
Number of Hong Kong Offer Shares : 6,469,600 H Shares (subject to reallocation)  
Number of International Offer Shares : 58,225,800 H Shares (subject to reallocation and  
the Over-allotment Option)  
Maximum Offer Price : HK\$57.80 per Offer Share plus brokerage of  
1.0%, SFC transaction levy of 0.0027% and  
Stock Exchange trading fee of 0.005% (payable  
in full on application in Hong Kong dollars and  
subject to refund)  
Nominal Value : RMB1.00 per H Share  
Stock Code : 2696

**Joint Sponsors**



**Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers**



**Joint Bookrunners and Joint Lead Managers**



**Financial Adviser**



An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, (i) the H Shares to be issued pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares to be converted from the issued unlisted foreign Shares immediately upon completion of the Global Offering. Assuming that the Hong Kong Public Offering becomes unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised at or before 8:00 a.m. in Hong Kong on Wednesday, 25 September 2019, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 25 September 2019. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.henlius.com](http://www.henlius.com).

The Company is initially offering 64,695,400 H Shares (subject to the Over-allotment Option) under the Global Offering, which consists of 6,469,600 Hong Kong Offer Shares (subject to reallocation) and 58,225,800 International Offer Shares (subject to reallocation and the Over-allotment Option), representing approximately 10% and 90% of the total number of Offer Shares initially available under the Global Offering, respectively. Of the 58,225,800 Offer Shares initially being offered under the International Offering, 8,372,000 Offer Shares (representing approximately 14.38% and 12.94% of the Offer Shares initially being offered under the International Offering and the Global Offering, respectively) will be offered to the Qualifying Fosun International Shareholders and the Qualifying Fosun Pharma H Shareholders as an Assured Entitlement by way of the Preferential Offering. The allocation of the Offer Shares between the International Offering and the Hong Kong Public Offering, in each case, will be subject to reallocation on the basis as described in the section headed “Structure of the Global Offering” in the Prospectus. The Reserved Shares are not subject to such reallocation. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than two times the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering (i.e. 12,939,200 Offer Shares).

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which will be exercisable by the Joint Representatives (for themselves and on behalf of the International Underwriters) at any time from the Listing Date to the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering (being Thursday, 17 October 2019). Pursuant to the Over-allotment Option, the Company may be required to allot and issue up to 9,704,300 additional Offer Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, the number of Reserved Shares will not change.

Subject to the granting of the approval for the listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange, or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$57.80 per Offer Share and is expected to be not less than HK\$49.60 per Offer Share unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Hong Kong Offer Shares and the Reserved Shares are required to pay, on application, the maximum Offer Price of HK\$57.80 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$57.80 per Offer Share.

**Applications for the Hong Kong Offer Shares and Reserved Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO, the Orange Form eIPO and the Blue Form eIPO.**

Applicants who would like to be allotted the Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to be allotted the Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS participants should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Qualifying Fosun International Shareholders who would like to be allotted the Reserved Shares under the Preferential Offering should either (i) complete and sign the **ORANGE** Application Forms; or (ii) submit applications online through the **Orange Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk).

Qualifying Fosun Pharma H Shareholders who would like to be allotted the Reserved Shares under the Preferential Offering should either (i) complete and sign the **BLUE** Application Forms; or (ii) submit applications online through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk).

## Important

The Company will be relying on Section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong) and will be issuing (i) the **WHITE** and **YELLOW** Application Forms without them being accompanied by a printed Prospectus; and (ii) the **ORANGE** Application Forms to the relevant Qualifying Fosun International Shareholders and the **BLUE** Application Forms to the relevant Qualifying Fosun Pharma H Shareholders without them being accompanied by a printed Prospectus, unless the relevant Qualifying Fosun International Shareholders or the relevant Qualifying Fosun Pharma H Shareholders (as the case may be) have elected to receive corporate communications in printed form under the corporate communications policy of Fosun International or Fosun Pharma (as the case may be), or have not been asked to elect the means of receiving the corporate communications of Fosun International or Fosun Pharma (as the case may be), in which case the printed Prospectus will be despatched to them separately. The contents of the printed Prospectus are identical to the electronic version of the Prospectus which can be accessed and downloaded from the websites of the Company at [www.henlius.com](http://www.henlius.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKExnews > Listed Company Information > Latest Listed Company Information*” section, respectively.

Members of the public, the Qualifying Fosun International Shareholders and Qualifying Fosun Pharma H Shareholders may obtain a copy of the printed Prospectus, free of charge, upon request during normal business hours from 9:00 a.m. on Thursday, 12 September 2019 until 12:00 noon on Tuesday, 17 September 2019 at the following locations:

1. any of the following branches of the receiving banks of the Company:

### **Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road West Branch	111-119 Des Voeux Road West, Hong Kong
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan, Hong Kong
<b>Kowloon</b>	Telford Plaza Branch	Shop Unit P2-P7, Telford Plaza, No.33 Wai Yip Street, Kowloon Bay, Kowloon
	Olympian City Branch	Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon

<b>New Territories</b>	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O, New Territories
	Ma On Shan Plaza Branch	Shop 2103, Level 2, Ma On Shan Plaza, Sai Sha Road, Ma On Shan, New Territories

**CMB Wing Lung Bank Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	45 Des Voeux Road Central
	Kennedy Town Branch	28 Catchick Street
<b>Kowloon</b>	Mongkok Branch	B/F CMB Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
<b>New Territories</b>	Tsuen Wan Branch	251 Sha Tsui Road

2. any of the following offices of the below Joint Global Coordinators:

**China International Capital Corporation Hong Kong Securities Limited**  
 29th Floor, One International Finance Centre  
 1 Harbour View Street  
 Central  
 Hong Kong

**Merrill Lynch (Asia Pacific) Limited**  
 Level 55 Cheung Kong Center  
 2 Queen's Road Central  
 Central  
 Hong Kong

**BOCI Asia Limited**  
 26th Floor, Bank of China Tower  
 1 Garden Road  
 Central  
 Hong Kong

**UBS AG Hong Kong Branch**  
 52/F, Two International Finance Centre  
 8 Finance Street  
 Central  
 Hong Kong

**CMB International Capital Limited**

45/F, Champion Tower  
3 Garden Road  
Central  
Hong Kong

**Fosun Hani Securities Limited**

Suite 2101-2105 21/F Champion Tower  
3 Garden Road  
Central  
Hong Kong

3. the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong.

**Details of where printed Prospectuses may be obtained will be displayed prominently at every designated branch of receiving banks where WHITE Application Forms are distributed.**

During normal business hours from 9:00 a.m. on Thursday, 12 September 2019 until 12:00 noon on Tuesday, 17 September 2019, at least three copies of the printed Prospectus will be available for inspection at every location where the **WHITE** and **YELLOW** Application Forms are distributed as set out in the section headed “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus.

Copies of the **WHITE** Application Form may be obtained during normal business hours from 9:00 a.m. on Thursday, 12 September 2019 until 12:00 noon on Tuesday, 17 September 2019 at the following locations:

1. any of the following branches of the receiving banks for the Hong Kong Public Offering:

**Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road West Branch	111-119 Des Voeux Road West, Hong Kong
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan, Hong Kong

<b>Kowloon</b>	Telford Plaza Branch	Shop Unit P2-P7, Telford Plaza, No.33 Wai Yip Street, Kowloon Bay, Kowloon
	Olympian City Branch	Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon
<b>New Territories</b>	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O, New Territories
	Ma On Shan Plaza Branch	Shop 2103, Level 2, Ma On Shan Plaza, Sai Sha Road, Ma On Shan, New Territories

### **CMB Wing Lung Bank Limited**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	45 Des Voeux Road Central
	Kennedy Town Branch	28 Catchick Street
<b>Kowloon</b>	Mongkok Branch	B/F CMB Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
<b>New Territories</b>	Tsuen Wan Branch	251 Sha Tsui Road

2. any of the following offices of the below Joint Global Coordinators:

**China International Capital Corporation Hong Kong Securities Limited**  
 29th Floor, One International Finance Centre  
 1 Harbour View Street  
 Central, Hong Kong

**Merrill Lynch (Asia Pacific) Limited**  
 Level 55 Cheung Kong Center  
 2 Queen's Road Central  
 Central  
 Hong Kong

**BOCI Asia Limited**  
 26th Floor, Bank of China Tower  
 1 Garden Road  
 Central  
 Hong Kong



**UBS AG Hong Kong Branch**  
52/F, Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

**CMB International Capital Limited**  
45/F, Champion Tower  
3 Garden Road  
Central  
Hong Kong

**Fosun Hani Securities Limited**  
Suite 2101-2105 21/F Champion Tower  
3 Garden Road  
Central  
Hong Kong

Copies of the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 12 September 2019, until 12:00 noon on Tuesday, 17 September 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED - HENLIUS BIOTECH PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving banks listed above, at the following times:

**Thursday, 12 September 2019 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 13 September 2019 — 9:00 a.m. to 5:00 p.m.**  
**Monday, 16 September 2019 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 17 September 2019 — 9:00 a.m. to 12:00 noon**

An **ORANGE** Application Form or a **BLUE** Application Form has been dispatched to each Qualifying Fosun International Shareholder or Qualifying Fosun Qualifying Pharma H Shareholder, as the case may be, on or before Thursday, 12 September 2019. Electronic copies of the Prospectus can be viewed from the respective websites of the Company at [www.henlius.com](http://www.henlius.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the section headed "*HKEXnews > Listed Company Information > Latest Information*".

Qualifying Fosun International Shareholders who require a replacement **ORANGE** Application Form or Qualifying Fosun Pharma H Shareholders who require a replacement **BLUE** Application Form should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or on its hotline 2862 8555. Printed copies of the Prospectus can be collected from the branches of the designated receiving banks or the offices of the Joint Global Coordinators as stated above.

Applicants may submit applications through the **White Form eIPO** service, **Orange Form eIPO** service or **Blue Form eIPO** service through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Thursday, 12 September 2019 until 11:30 a.m. on Tuesday, 17 September 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 17 September 2019 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares and Reserved Shares — D. Effect of Bad Weather on the Opening and Closing of the Application Lists" in the Prospectus.

The completed **BLUE** or **ORANGE** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED - HENLIUS BIOTECH PREFERENTIAL OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

**Thursday, 12 September 2019 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 13 September 2019 — 9:00 a.m. to 5:00 p.m.**  
**Monday, 16 September 2019 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 17 September 2019 — 9:00 a.m. to 12:00 noon**

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 12 September 2019 until 12:00 noon on Tuesday, 17 September 2019 (24 hours daily, except on Tuesday, 17 September 2019, the last day for applications). The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, 17 September 2019, the last day for applications (or such later time as described in "How to Apply for Hong Kong Offer Shares and Reserved Shares — D. Effect of Bad Weather on the Opening and Closing of the Application Lists" in the Prospectus).

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares and Reserved Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering and the Preferential Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Preferential Offering and the basis of allocation of the Hong Kong Offer Shares and the Reserved Shares on Tuesday, 24 September 2019 (i) in South China Morning Post (in English); (ii) in Hong Kong Economic Times (in Chinese); (iii) on our website at [www.henlius.com](http://www.henlius.com); and (iv) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering and the Preferential Offering will be made available at the time and date and in a manner described in the section headed “How to Apply for Hong Kong Offer Shares and Reserved Shares — E. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, 25 September 2019 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting” has not been exercised.

Dealings in the H Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 25 September 2019. The H Shares will be traded in board lots of 100 H Shares each under the Company’s stock code 2696.

By order of the Board of Directors  
**Shanghai Henlius Biotech Inc.**  
**Qiyu Chen**  
*Chairman*

Shanghai, 12 September 2019

*As at the date of this announcement, the Board of Directors of the Company comprises Dr. Scott Shi-Kau Liu as the executive Director, Mr. Qiyu Chen as the chairman and non-executive Director, Mr. Yifang Wu, Mr. Jiemin Fu, Mr. Aimin Hui and Ms. Xiaohui Guan as the non-executive Directors, and Mr. Tak Young So, Dr. Lik Yuen Chan, Dr. Guoping Zhao and Mr. Ruilin Song as the independent non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*