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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)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Joint Global Coordinators, on behalf of the International Underwriters, on July 5, 2019, in respect of an aggregate of 82,692,000 Offer Shares (the “**Over-allotment Shares**”), representing 15% of the total number of the Offer Shares initially available under the Global Offering to cover the over-allocation in the International Offering. The Over-allotment Shares will be allotted and issued by the Company at HK\$14.26 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on July 5, 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by Morgan Stanley Asia Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it during the stabilization period were:

- (1) the over-allocation of an aggregate of 82,692,000 Offer Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) the borrowing of an aggregate of 82,692,000 Shares by Morgan Stanley & Co. International plc, an affiliate of the Stabilizing Manager, from Apex Medical pursuant to the Stock Borrowing Agreement to cover the over-allocation in the International Offering. Such Shares will be returned and redelivered to Apex Medical in accordance with the terms of the Stock Borrowing Agreement; and
- (3) the full exercise of the Over-allotment Option by the Joint Global Coordinators, on behalf of the International Underwriters, on July 5, 2019, in respect of an aggregate of 82,692,000 Offer Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price per Offer Share, to facilitate the return to Apex Medical of the borrowed Shares which were used to cover the over-allocation in the International Offering.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Joint Global Coordinators, on behalf of the International Underwriters, on July 5, 2019, in respect of an aggregate of 82,692,000 Offer Shares, representing 15% of the Offer Shares initially available under the Global Offering before exercise of the Over-allotment Option.

The Over-allotment Shares will be allotted and issued by the Company at HK\$14.26 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return to Apex Medical of the borrowed Shares which were used to cover the over-allocation in the International Offering.

Approval of Listing

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealings in such Over-allotment Shares on the Main Board of the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on July 10, 2019.

Share Capital upon the Completion of the Full Exercise of Over-allotment Option

The shareholding structure of the Company immediately before and immediately after the completion of the full exercise of the Over-allotment Option is as follows:

	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital ⁽¹⁾
Shareholders				
Stellar Infinity	3,900,000,000	68.35%	3,900,000,000	67.37%
Apex Medical	950,000,000 ⁽²⁾	16.65%	950,000,000	16.41%
Boyu ⁽³⁾	187,665,200	3.29%	187,665,200	3.24%
Hillhouse ⁽⁴⁾	166,042,000	2.91%	166,042,000	2.87%
Other public Shareholders	502,212,000	8.80%	584,904,000	10.10%
Total	5,705,919,200	100%	5,788,611,200	100%

Notes:

- (1) The percentage of the Shares are rounded to the nearest 2 decimal places, and the total number of the percentages will add up to 100% after rounding.
- (2) Inclusive of the 82,692,000 Shares borrowed by Morgan Stanley & Co. International plc under the Stock Borrowing Agreement.

- (3) Refers to Catalunya Heritage Limited and Boyu Capital Opportunities Master Fund.
- (4) Refers to Hillhouse SuperX Holdings Limited, Gaoling Fund, L.P. and YHG Investment Fund IX, L.P..

Use of Proceeds

The additional net proceeds of approximately HK\$1,157.87 million to be received by the Company from the allotment and issue of the Over-allotment Shares after deducting the underwriting commissions and other estimated expenses in connection with the exercise of the Over-allotment Option, will be used by the Company for the purposes as set out in the section headed “Use of Proceeds — Future Plans and Use of Proceeds” in the Prospectus.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on July 5, 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by Morgan Stanley Asia Limited as Stabilizing Manager, its affiliates or any person acting for it during the stabilization period were:

- (1) the over-allocation of an aggregate of 82,692,000 Offer Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) the borrowing of an aggregate of 82,692,000 Shares by Morgan Stanley & Co. International plc, an affiliate of the Stabilizing Manager, from Apex Medical pursuant to the Stock Borrowing Agreement to cover the over-allocation in the International Offering. Such Shares will be returned and redelivered to Apex Medical in accordance with the terms of the Stock Borrowing Agreement; and
- (3) the full exercise of the Over-allotment Option by the Joint Global Coordinators, on behalf of the International Underwriters, on July 5, 2019, in respect of an aggregate of 82,692,000 Offer Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price per Offer Share, to facilitate the return to Apex Medical of the borrowed Shares which were used to cover the over-allocation in the International Offering.

PUBLIC FLOAT

The Hong Kong Stock Exchange has granted the Company a waiver from strict compliance with the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules. Therefore, our minimum public float shall be the highest of:

- (i) 15% of our Company's total issued share capital;
- (ii) such percentage of Shares to be held by the public immediately after the completion of the Global Offering (assuming that the Over-allotment Option is not exercised); and
- (iii) such percentage of Shares to be held by the public immediately after the completion of the Global Offering (as increased by the Shares to be issued upon any exercise of the Over-allotment Option) provided that the highest of (i), (ii) and (iii) above is below the minimum public requirement of 25% under Rule 8.08(1) of the Listing Rules.

Immediately after the issue and allotment of the Over-allotment Shares, the number of Shares in public hands represents approximately 16.21% of the total issued share capital of the Company, which satisfies the minimum percentage prescribed in the conditions imposed in the waiver granted by the Hong Kong Stock Exchange from strict compliance with Rule 8.08(1)(a) of the Listing Rules.

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

Hong Kong, July 5, 2019

As at the date of this announcement, the Board of Directors of the Company comprises Ms. Zhong Huijuan as Chairlady and executive Director, Mr. Lyu Aifeng and Miss Sun Yuan as executive Directors, Ms. Ma Cui Fang as non-executive Director, and Mr. Lin Guoqiang, Mr. Chan Charles Sheung Wai and Ms. Yang Dongtao as independent non-executive Directors.