先声药业 Simcere

Simcere Pharmaceutical Group Limited
先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立的有限公司)

GLOBAL OFFERING
全球發售

Number of Offer Shares under the Global Offering	:	**260,569,000 Shares (subject to the Over-allotment Option)**
全球發售的發售股份數目	:	**260,569,000股股份（視乎超額配股權行使與否而定）**
Number of Hong Kong Offer Shares	:	**26,058,000 Shares (subject to reallocation)**
香港發售股份數目	:	**26,058,000股股份（可予重新分配）**
Number of International Offering Shares	:	**234,511,000 Shares (subject to reallocation and the Over-allotment Option)**
國際發售股份數目	:	**234,511,000股股份（可予重新分配及視乎超額配股權行使與否而定）**
Maximum Offer Price	:	**HK$13.70 per Offer Share, plus brokerage of 1%, 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)**
最高發售價	:	**每股發售股份13.70港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費（須於申請時以港元繳足，多繳款項可予退還）**
Nominal value	:	**HK$0.0001 per Share**
面值	:	**每股股份0.0001港元**
Stock code	:	**2096**
股份代號	:	**2096**

*Please read carefully the prospectus of Simcere Pharmaceutical Group Limited (the "**Company**") dated Tuesday, October 13, 2020 (the "**Prospectus**") (in particular, the section on "How to Apply for the Hong Kong Offer Shares" in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meaning when used in this Application Form unless defined herein.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), Hong Kong Securities Clearing Company Limited ("**HKSCC**"), the Securities and Futures Commission of Hong Kong ("**SFC**") and the Registrar of Companies of Hong Kong take no responsibility for the contents of this Application Form, 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 this Application Form.*

*A copy of this Application Form, together with a copy of each of the **WHITE** and **YELLOW** Application Forms, the Prospectus and the other documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection – Documents Delivered to the Registrar of Companies" in Appendix VI to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The SFC and the Registrar of Companies of Hong Kong take no responsibility as to the contents of any of these documents.*

Your attention is drawn to the paragraph headed "Personal Data" in the section "How to Apply for the Hong Kong Offer Shares" in the Prospectus which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. The information contained in this Application Form is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the U.S. Securities Act and applicable U.S. state securities laws.

The Shares may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. No public offering of the securities will be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorised. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering – The Hong Kong Public Offering – Reallocation" in the Prospectus. In particular, the Joint Global Coordinators may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. 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 number of Offer Shares that may be reallocated from the International Offering to the Hong Kong Public Offering shall not exceed 26,056,000 Shares, representing approximately 10% of the Offer Shares initially available under the Global Offering, increasing the total number of Offer Shares available under the Hong Kong Public Offering to 52,114,000 Shares, representing approximately 20% of the Offer Shares and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK$12.10 per Offer Share) stated in the Prospectus.

If the number of Shares validly applied for in the Hong Kong Public Offering represents (i) 15 times or more but less than 50 times, (ii) 50 times or more but less than 100 times, and (iii) 100 times or more, of the number of Hong Kong Offer Shares available under the Hong Kong Public Offering, the total number of Hong Kong Offer Shares available under the Hong Kong Public Offering will be increased to 78,171,000 (in the case of (i)), 104,228,000 (in the case of (ii)), and 130,285,000 Shares (in the case of (iii)), respectively, representing approximately 30%, 40%, and 50% of the total number of Offer Shares initially available under the Global Offering, respectively (before any exercise of the Over-allotment Option). Further details of the reallocation are stated in the paragraph headed

GUIDE TO COMPLETING THIS APPLICATION FORM

References to boxes below are to the numbered boxes on this Application Form.

1 ***Sign and date the application form in Box 1. Only a written signature will be accepted.***

The name and the representative capacity of the signatory should also be stated. To apply for Hong Kong Offer Shares using this Application Form, you must be named in the list of **White Form eIPO** Service Providers who may provide **White Form eIPO** services in relation to the Hong Kong Public Offering, which was released by the SFC.

2 ***Put in Box 2 (in figures) the total number of Hong Kong Offer Shares for which you wish to apply on behalf of the underlying applicants.***

Applicant details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

3 ***Complete your payment details in Box 3.***

You must state in this box the number of cheque(s) you are enclosing together with this Application Form; and you must state on the reverse of each of those cheque(s) (i) your **White Form eIPO** Service Provider ID and (ii) the file number of the data file containing application details of the underlying applicant(s).

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Offer Shares applied for in Box 2.

All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – SIMCERE PHARMACEUTICAL PUBLIC OFFER**" (for **White Form eIPO**);
- be crossed "Account Payee Only";
- not be post dated; and
- be signed by the authorised signatories of the **White Form eIPO** Service Provider.

Your application may be rejected if any of these requirements is not met or if the cheque is dishonoured on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application.

The Company and the Joint Global Coordinators have full discretion to reject any applications in the case of discrepancies.

No receipt will be issued for sums paid on application.

4 ***Insert your details in Box 4 (using BLOCK letters).***

You should write the name, ID and address of the **White Form eIPO** Service Provider in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

Personal Data

Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "**Ordinance**") came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Shares of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company or its agents and/or its Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company and/or the Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the despatch of Share certificate(s), and/or the despatch of e-Refund payment instructions, and/or the despatch of refund cheque(s) to which you are entitled.

It is important that holders of securities inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the applicants and the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and e-Refund payment instructions/refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and Shareholder profiles;
- making disclosures as required by laws, rules or regulations;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to holders of securities and/or regulators and/or any other purpose to which the holders of securities may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and the Hong Kong Share Registrar relating to the holders of securities will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

- the Company or its appointed agents such as financial advisers, receiving bankers and overseas principal share registrars;
- where applicants for securities request deposit into CCASS, to HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, tra78221 T79.334 (tr(ETBTeBDC /.hd025 Tw 0 -1 (contractors( )Ø-1 putesfer ( )Ø1pay•)Tj( )Ø1(pro)1holdepro)1( )1(ofistrattv)15(ewheth5(e)15(gistrarth5(eo)1(w)21(otherwise;)Tj34 (sary for atin