CSPC

CSPC PHARMACEUTICAL GROUP LIMITED
石藥集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1093)

DISCLOSEABLE TRANSACTION
DEEMED DISPOSAL OF EQUITY INTEREST IN CSPC INNOVATION ARISING FROM THE PROPOSED LISTING OF THE H SHARES OF CSPC INNOVATION

PROPOSED H SHARE LISTING

The Board announces that on 30 September 2025, the board of directors of CSPC Innovation, an indirect non-wholly owned subsidiary of the Company, approved the Proposed H Share Listing on the Main Board of the Stock Exchange. It is expected that CSPC Innovation will remain as an indirect subsidiary of the Company immediately after completion of the Proposed H Share Listing.

It is currently expected that the Proposed H Share Listing will involve an offer for subscription by way of an initial public offering of new H Shares of CSPC Innovation on the Main Board of the Stock Exchange, representing not more than 10% of the enlarged issued share capital of CSPC Innovation immediately upon completion of the Proposed H Share Listing (assuming that the Over-allotment Option is not exercised).

IMPLICATIONS UNDER THE LISTING RULES

The issue and allotment of the Offer Shares by CSPC Innovation pursuant to the Proposed H Share Listing will result in a reduction of the Company's percentage of equity interest in CSPC Innovation by approximately 8.46% (assuming that 10% of the enlarged issued share capital of CSPC Innovation immediately upon completion of the Proposed H Share Listing will be issued and the Over-allotment Option is fully exercised), and will therefore constitute a deemed disposal pursuant to Rule 14.29 of the Listing Rules.

As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules for the Deemed Disposal is more than 5% but less than 25%, the Deemed Disposal, if proceeded with, constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements but is exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Shareholders and potential investors should note that, the Proposed H Share Listing is subject to, among other things, the prevailing market conditions and completion of filing procedures by and/or approvals from relevant authorities (including the CSRC, the Stock Exchange and the SFC). Accordingly, Shareholders and potential investors should be aware that, the Company does not guarantee that the Proposed H Share Listing will materialise, nor the timing thereof. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. The Company will make further announcement(s) to disclose material development in respect of the Proposed H Share Listing as and when appropriate.

THE PROPOSED H SHARE LISTING

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The completion date of the Proposed H Share Listing will be subject to (i) the vetting process of the relevant listing application by the CSRC, the Stock Exchange, the SFC and other relevant governmental and regulatory authorities, and (ii) market conditions. The Company will provide further update on the progress of the Proposed H Share Listing as and when appropriate.

Conditions of the Proposed H Share Listing

Based on the information currently available to the Board, the completion of the Proposed H Share Listing is still conditional upon, among other things, the following:

(1) the approval of the shareholders of CSPC Innovation of the Proposed H Share Listing at a general meeting of CSPC Innovation's shareholders; and

(2) the completion of filing procedures by and/or approvals from relevant governmental authorities and regulatory authorities, such as the CSRC, the Stock Exchange and the SFC.

If any of the abovementioned or other conditions is not fulfilled or waived, if applicable, the Proposed H Share Listing will not proceed and an announcement will be published by the Company as soon as practicable thereafter.

Effect of the Proposed H Share Listing on the Shareholding Structure of CSPC Innovation

Assuming that 10% of the enlarged issued share capital of CSPC Innovation immediately upon completion of the Proposed H Share Listing will be issued and the Over-allotment Option is fully exercised, the issue and allotment of the Offer Shares by CSPC Innovation pursuant to the Proposed H Share Listing will result in a reduction of the Company's percentage of equity interest in CSPC Innovation by approximately 8.46% and CSPC Innovation will be held as to approximately 66.20% by the Company immediately upon completion of the Proposed H Share Listing.

Use of Proceeds from the Proposed H Share Listing

It is expected that the net proceeds to be raised from the Proposed H Share Listing will be used by CSPC Innovation for the research and development and sale of drugs, the replenishment of working capital and other general corporate purposes.

INFORMATION ON THE COMPANY AND CSPC INNOVATION

The Company

The Company is a company incorporated in Hong Kong with limited liability on 16 June 1992. The Group is principally engaged in the research and development, manufacture, and sale of pharmaceutical products.

CSPC Innovation

CSPC Innovation is a company limited by shares established under the laws of the PRC and is indirectly non-wholly owned by the Company through CSPC NBP Pharmaceutical Co., Ltd.* (石藥集團恩必普藥業有限公司) and CSPC Ouyi Pharmaceutical Co., Ltd.* (石藥集團歐意藥業有限公司).

CSPC Innovation Group is principally engaged in the research and development, manufacture, and sale of biopharmaceuticals, as well as functional food and raw materials (including caffeine food additives and vitamin C products).

REASONS FOR AND BENEFITS OF THE PROPOSED H SHARE LISTING

The Directors consider that the Proposed H Share Listing will be commercially beneficial to both the Company and CSPC Innovation for the reasons below:

(1) Enhances access to international capital markets for the CSPC Innovation Group and increases financing flexibility:

Following completion of the Proposed H Share Listing, CSPC Innovation Group will have additional fund raising platforms in the capital markets, which will increase financing flexibility for CSPC Innovation. This flexibility will allow CSPC Innovation to gain access to a broader investor base and strengthen CSPC Innovation's capability to raise capital independently to support its growth.

(2) Enhances the development of finished drug business:

The net proceeds of the Proposed H Share Listing will be mainly used by CSPC Innovation to advance its finished drug business, thereby enhancing its growth potential and accelerating its business expansion. Since CSPC Innovation will remain as a subsidiary of the Company upon completion of the Proposed H Share Listing, the Company will directly benefit from CSPC Innovation's business growth and the value of the Company's shares will also be enhanced, which will be in the interest of the Shareholders as a whole.

Considering the above, the Directors (including the Independent Non-executive Directors) consider that the Proposed H Share Listing is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT OF THE PROPOSED H SHARE LISTING

As CSPC Innovation will remain as a subsidiary of the Company upon completion of the Proposed H Share Listing, the financial results of CSPC Innovation will continue to be consolidated into the financial statements of the Group. The Group does not expect to recognise any gain or loss on deemed disposal arising from the Proposed H Share Listing in profit or loss.

IMPLICATIONS UNDER THE LISTING RULES

Assuming that 10% of the enlarged issued share capital of CSPC Innovation immediately upon completion of the Proposed H Share Listing will be issued and the Over-allotment Option is fully exercised, the issue and allotment of the Offer Shares by CSPC Innovation pursuant to the Proposed H Share Listing will result in a reduction of the Company's percentage of equity interests in CSPC Innovation by approximately 8.46%, and will therefore constitute a deemed disposal pursuant to Rule 14.29 of the Listing Rules.

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Shareholders and potential investors should note that, the Proposed H Share Listing is subject to, among other things, the prevailing market conditions and completion of filing procedures by and/or approvals from relevant authorities (including the CSRC, the Stock Exchange and the SFC). Accordingly, Shareholders and potential investors should be aware that, the Company does not guarantee that the Proposed H Share Listing will materialise, nor the timing thereof. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. The Company will make further announcement(s) to disclose material development in respect of the Proposed H Share Listing as and when appropriate.

DEFINITIONS

"Board"	the board of Directors
"Company"	CSPC Pharmaceutical Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1093)
"CSPC Innovation"	CSPC Innovation Pharmaceutical Co., Ltd.* (石藥創新製藥股份有限公司), a company established under the laws of the PRC, the shares of which are listed on the ChiNext of the Shenzhen Stock Exchange (Stock Code: 300765)
"CSPC Innovation Group"	CSPC Innovation and its subsidiaries from time to time
"CSRC"	China Securities Regulatory Commission
"Deemed Disposal"	a deemed disposal by the Company of its interest in CSPC Innovation under Rule 14.29 of the Listing Rules as a result of the issue and allotment of the H Shares of CSPC Innovation pursuant to the Proposed H Share Listing
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries from time to time
"H Share(s)"	the ordinary shares in the share capital of CSPC Innovation with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars, and for which an application will be made to the Stock Exchange for listing and permission to deal
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Offer Shares"	the H Shares to be issued and allotted by CSPC Innovation pursuant to the Proposed H Share Listing
"Over-allotment Option"	the option that may be exercised to require CSPC Innovation to allot and issue up to a maximum of 15% of the total number of the Offer Shares initially available under the Proposed H Share Listing
"PRC"	the People's Republic of China
"Proposed H Share Listing"	the proposed initial public offering and listing of the H Shares of CSPC Innovation on the Main Board of the Stock Exchange
"RMB"	Renminbi, the lawful currency of the PRC
"SFC"	the Securities and Futures Commission of Hong Kong

"Shareholder(s)"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	has the meaning as ascribed in the Listing Rules
"%"	per cent

By Order of the Board
CSPC Pharmaceutical Group Limited
CAI Dong Chen
Chairman

Hong Kong, 30 September 2025

As at the date of this announcement, the Board comprises Mr. CAI Dong Chen, Mr. ZHANG Cuilong, Mr. WANG Zhenguo, Mr. PAN Weidong, Mr. WANG Huaiyu, Dr. LI Chunlei, Dr. YAO Bing, Mr. CAI Xin and Mr. CHEN Weiping as Executive Directors; and Mr. WANG Bo, Mr. CHEN Chuan, Prof. WANG Hongguang, Mr. AU Chun Kwok Alan, Mr. LAW Cheuk Kin Stephen and Ms. LI Quan as Independent Non-executive Directors.

* *For identification purpose only*