



Sincere 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 Sincere 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 30 times, (ii) 30 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

