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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hua Medicine, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HUA MEDICINE
華領醫藥

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2552)

(I) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(II) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES;
(III) PROPOSED RE-APPOINTMENT OF AUDITOR;
(IV) PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(V) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of the Company to be held at the Company's headquarter in Shanghai at Building 2, Lane 36, Xuelin Road, Pudong New Area, Shanghai, PRC on Thursday, June 27, 2024 at 10:30 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30a.m. on Tuesday, June 25, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.huamedicine.com).

April 25, 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Hua Medicine’s headquarter in Shanghai at Building 2, Lane 36, Xuelin Road, Pudong New Area, Shanghai, PRC on Thursday, June 27, 2024 at 10:30a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 28 to 32 of this circular, or any adjournment thereof
“Articles of Association”	the second amended and restated memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Hua Medicine, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	April 18, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



HUA MEDICINE

華領醫藥

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2552)

Executive Directors:

Mr. Li CHEN (*Chief Executive Officer*)
Mr. George Chien Cheng LIN (*Executive
Vice President and Chief Strategy Officer*)
Ms. Yi ZHANG

Non-executive Directors:

Mr. Robert Taylor NELSEN (*Chairman*)
Mr. Fang Xin LI

Independent Non-executive Directors:

Mr. William Robert KELLER
Mr. Yiu Wa Alec TSUI
Mr. Yiu Leung Andy CHEUNG

Registered Office:

The offices of Maples Corporate
Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office:

Hua Medicine, Building 2
Lane 36, Xuelin Road
Pudong New Area
Shanghai 201203, PRC

*Principal Place of Business
in Hong Kong:*

Suite 2202, Methodist House
36 Hennessy Road
Wanchai, Hong Kong

April 25, 2024

To the Shareholders

Dear Sir/Madam,

- (I) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(II) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES;
(III) PROPOSED RE-APPOINTMENT OF AUDITOR;
(IV) PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(V) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on June 27, 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Li CHEN, Mr. Robert Taylor NELSEN and Mr. William Robert KELLER will retire at the AGM. In addition, Ms. Yi ZHANG who has been appointed by the Company on January 1, 2024 and Mr. Fangxin Li who has been appointed by the Company on October 12, 2023 shall hold office until the Annual General Meeting pursuant to Article 16.2 of the Company's Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Recommendation of the Nomination Committee

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence, time commitment and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board. The Nomination Committee has assessed the independence of each of the independent non-executive Director including Mr. William Robert KELLER, Mr. Yiu Wa Alec TSUI and Mr. Yiu Leung Andy CHEUNG based on reviewing their written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee had considered the criteria set out in board diversity policy (including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience) and had evaluated the performance of each of the Retiring Directors for the year ended December 31, 2023 and found their performance satisfactory and valuable contribution to the diversity of the Board. Therefore, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Li CHEN, Ms. Yi ZHANG, Mr. Robert Taylor NELSEN, Mr. Fangxin LI and Mr. William Robert KELLER stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Details of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF THE SHARE BUY-BACK MANDATE

Pursuant to the resolutions passed at the last general meeting of the Shareholders, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the

LETTER FROM THE BOARD

Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF THE ISSUANCE MANDATE

Pursuant to the resolutions passed at the last general meeting of the Shareholders, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

6. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board has proposed to amend certain provisions of its Articles of Association by way of adoption of the third amended and restated memorandum and articles of association (the “New Articles and Association”) to (i) update and bring the Articles of Association in line with the amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers which came into effect on December 31, 2023; and (ii) make other consequential and housekeeping amendments.

LETTER FROM THE BOARD

The adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM to become effective and if approved by the Shareholders, will become effective upon the approval by the Shareholders at the AGM.

A summary of the proposed amendments to the Articles of Association is set out in Appendix III to this circular.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Annual General Meeting will be held at the Company's headquarter in Shanghai at Building 2, Lane 36, Xuelin Road, Pudong New Area, Shanghai, PRC on Thursday, June 27, 2024 at 10:30a.m.. The notice of the Annual General Meeting is set out on pages 28 to 32 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.huamedicine.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:30a.m. on Tuesday, June 25, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions to be proposed at the Annual General Meeting will be voted by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, re-appointment of the Company's auditor and the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Mr. Li Chen
*Chief Executive Officer and
Executive Director*

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) MR. LI CHEN, AGED 61, CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

Position and Experience

Mr. Li CHEN (陳力), is our founder, Chief Executive Officer and the Chairman of the Company's Strategy Committee. He was appointed as a Director on June 4, 2010 and re-designated as an executive Director on May 11, 2018. He has been our Chief Executive Officer since June 4, 2010. Since August 2010, March 2011 and February 2021, respectively, he has served as a director of Hua HK, Hua Shanghai, Hua USA, Hua Lingang and Nanjing AscendRare.

Mr. Chen has over 30 years of experience in the biopharmaceutical industry. He is a pioneer in collaborative innovation in China and has been actively involved in the development of dorzagliatin including the years he spent at Roche (from whom we acquired our rights to dorzagliatin in 2011). Mr. Chen joined Roche in 1992 in the United States, focusing on R&D. Mr. Chen held many leadership positions rising to become a member of Roche's Research Leadership Team. In his last position at Roche before joining the Group, he served as the founding director and chief scientific officer of Roche China R&D Center in Shanghai, China. In that role, Mr. Chen was responsible for development and implementation of Roche China drug discovery strategy, creation of China discovery portfolio, and management of China operations with several drugs from the Roche R&D portfolio during his tenure (including dorzagliatin).

Mr. Chen obtained his Bachelor of Science in Chemistry from Zhengzhou University in July 1982, a Master of Science in Chemistry from East China Normal University in November 1985 in Shanghai and a Ph.D. in Organic Chemistry in August 1992 from Iowa State University in the United States. He is an inventor of 38 granted patents and has authored 58 scientific publications. From September 2007 to September 2010, Mr. Chen served as an adjunct professor at Tongji University in Shanghai. In 2001, Mr. Chen served as the President of the Sino-American Pharmaceutical Professionals Association ("SAPA").

From 2014 to October 2020, Mr. Chen has served as an independent director of Coland Pharmaceutical Co., Ltd (康聯藥業有限公司), a company primarily engaged in sales, marketing and distribution of pharmaceutical products and medical devices, listed on Taiwan Stock Exchange (stock code: 4144) and withdrawal from listing due to privatization effective on 30 October 2020.

Save as disclosed above, Mr. Chen did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Chen has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than 30 days' notice in writing served by either himself or the Company. Mr. Chen is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Chen does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chen had the following interests in Shares pursuant to Part XV of the SFO:

Nature of interest	Number of Shares held	Approximate percentage of shareholding in the Company
Interest of spouse ^(Note 1)	25,220,690	2.39%
Beneficial Owner ^(Note 2)	39,118,725	3.70%
Interest of Controlled Corporation ^(Note 3)	10,000,000	0.95%
	<u>74,339,415</u>	<u>7.04%</u>

Notes:

- (1) Mr. CHEN is the spouse of Ms. Jane Xingfang HONG. Under the SFO, Mr. CHEN is deemed to be interested in the same number of Shares in which Ms. Jane Xingfang HONG maintains an interest.
- (2) Being options for 11,421,725 Shares granted pursuant to the Pre-IPO Share Incentive Scheme and 24,079,000 Share Options granted pursuant to the Share Option Scheme, respectively.
- (3) Chen Family Investments, LLC is 100% controlled by Ms. Jane Xingfang HONG and therefore, Ms. Jane Xingfang HONG and Mr. CHEN are deemed to be interested in the same number of Shares held by Chen Family Investments, LLC.

Director's emoluments

Mr. Chen has entered into a Letter of appointment with the Company for a term of three years which may be terminated by not less than one month's notice in writing served by either party. Mr. Chen did not receive director's emoluments for his position as executive director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(2) MS. YI ZHANG, AGED 49, EXECUTIVE DIRECTOR**Position and Experience**

Ms. Yi ZHANG (張怡), was appointed as an executive Director on January 1, 2024. She has been serving as the Senior Vice President of the Clinical Research and Development ("R&D") division of the Company since April 2018. In August 2020, Ms. Zhang was promoted to the Senior Vice President of Pharma Development of the Company and the Company's Chief Medical Officer – China. In November 2021, Ms. Zhang served as the Senior Vice President of Pharma Development of the Company and the Company's Chief Medical Officer.

Prior to joining the Group in February 2013 as the Head of the Clinical R&D division of the Company, Ms. Zhang was the associate medical director of clinical science at Roche Product Development group ("Roche"), Asia Pacific region since early 2010. She served as a clinical scientist for innovative drug development in the areas of cardiovascular, metabolic and renal diseases. Prior to Roche, Ms. Zhang was as an Associate Professor and Physician worked at Shanghai Ruijin Hospital, affiliated to Shanghai Jiaotong University School of Medicine and as Physician worked at Shanghai Renji Hospital, affiliated to Shanghai Jiaotong University School of Medicine, from December 1999 to October 2010.

Ms. Zhang received her bachelor and master's degrees in Clinical Medicine from Shanghai Jiaotong University School of Medicine in China in June 1997 and June 1999 respectively, and her PhD degree in Cardiology from Shanghai Jiaotong University School of Medicine in China in June 2004. As a Visiting Researcher, she studied at National Institutes of Health NIH/NHLBI Framingham Heart Study in the USA in 2009. Ms. Zhang was nominated as a "Shanghai Excelling Academic/Technical Leader" (上海市優秀學術/技術帶頭人) in 2015 and has authored 60 publications in journals such as Nature Genetics, Lancet Diabetes Endocrinol, Circulation: Cardiovascular Genetics, and has invented 3 China patents.

Save as disclosed above, Ms. Zhang did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Ms. Zhang has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than 30 days' notice in writing served by either herself or the Company. Ms. Zhang is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Ms. Zhang does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Zhang was deemed under SFO to be also interested in 11,633,320, including (i) her holding of 1,500,000 Shares, and (ii) her entitlements to receive up to 10,133,320 Shares pursuant to the exercise of 9,733,320 share options granted to her under the pre-IPO share incentive scheme adopted by the Company on March 25, 2013 and pursuant to the exercise of 1,900,000 share options granted to her under the post-IPO share option scheme adopted by the Company on August 26, 2018, representing approximately 1.1% interest in the Company.

Director's emoluments

Ms. Zhang has entered into a Letter of appointment with the Company for a term of three years which may be terminated by not less than one month's notice in writing served by either party. Ms. Zhang did not receive director's emoluments for her position as executive director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Ms. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Zhang that need to be brought to the attention of the Shareholders.

(3) MR. ROBERT TAYLOR NELSEN, AGED 60, NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Robert Taylor NELSEN is the Chairman of our Board, the Chairman of the Nomination Committee and a member of the Strategy Committee, and has also been a director of our subsidiary, Hua HK, since August 2010.

Since 1994, Mr. Nelsen has served as a co-founder and managing director of ARCH Venture Partners, a venture capital firm focused on early-stage technology companies, and has played a significant role in the early sourcing, financing and development of more than 30 biopharmaceutical companies. Mr. Nelsen has been serving as a non-executive director of Bii Biosciences Limited 騰盛博藥生物科技有限公司 (stock code: 2137) since June 2018, a company listed on the main board of the Stock Exchange. He has also been serving as a director of PRIME Medicine (stock code: PRME) since September 2019 which went public in October 2022, Sana Biotechnology (stock code: SANA) since September 2018, independent director of Lyell Immunopharm (stock code: LYEL) since August 2018, and director of Vir Biotechnology Inc. (stock code: VIR) since January 2017, and previously served as a director of Renovation Healthcare Acquisition Corp. (stock code: REVH) from March 2021 to April 2022, Sienna Biopharmaceuticals, Inc. (stock code: SNNA) from August 2015 to October 2018, Syros Pharmaceuticals, Inc. (stock code: SYRS) from August 2012 to June 2018, Juno Therapeutics, Inc. (stock code: JUNO) from August 2013 to March 2018, KYTHERA Biopharmaceuticals, Inc. (stock code: KYTH) from January 2006 to December 2014, Agios Pharmaceuticals Inc. (stock code: AGIO) from December 2007 to June 2017, Sage Therapeutics, Inc. (stock code: SAGE) from September 2013 to March 2016, Bellerophon Therapeutics, Inc. (stock code: BLPH) from February 2014 to November 2015, Adolor Corporation (stock code: ADLR) from November 1994 to May 2004, Illumina, Inc. (stock code: ILMN) from June 1998 to August 2006, Fate Therapeutics, Inc. (stock code: FATE) from September 2007 to June 2014, and NeurogesX, Inc. (stock code: NGSX) from July 2000 to July 2013, and Unity Biotechnology, Inc. (stock code: UBX) from November 2011 to December 2020, Karuna Therapeutics Inc. (stock code: KRTX) from August 2018 to June 2021, Beam Therapeutics Inc. (stock code: BEAM) from June 2017 to June 2021 and Denali Therapeutics, Inc. (stock code: DNLI) from May 2015 to June 2022, all of which are companies listed on NASDAQ stock market in the United States. Subsequent to June 29, 2012, NGSX shares were quoted on the Over the Counter Bulletin Board (OTC) in the United States. Mr. Nelsen also previously served as a trustee of Fred Hutchinson Cancer Research Center.

Mr. Nelsen received a Bachelor of Science degree with majors in economics and biology from the University of Puget Sound in the United States in 1985 and an M.B.A. from the University of Chicago in the United States in 1987.

Save as disclosed above, Mr. Nelsen did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Nelsen has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than one months' notice in writing served by either himself or the Company. Mr. Nelsen is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Nelsen controls one-third of ARCH Venture Partners VII, LLC, which is a general partner of ARCH Venture Partners VII, L.P. ARCH Venture Partners VII, L.P. is the general partner of ARCH Venture Fund VII, L.P. which is a substantial shareholder of the Company.

Save as disclosed above, Mr. Nelsen does not have any other relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Nelsen had the following interests in Shares pursuant to Part XV of the SFO:

Nature of interest	Number of Shares held	Approximate percentage of shareholding in the Company
Interest of Controlled Corporation ^(Note 1)	125,088,960	11.86%
Beneficial Owner	<u>150,000</u>	<u>0.01%</u>
	<u><u>125,238,960</u></u>	<u><u>11.87%</u></u>

Note:

- (1) ARCH Venture Partners VII, LLC is controlled as to one-third by Mr. Nelsen and is the general partner of ARCH Venture Partners VII, L.P. Mr. Nelsen is therefore deemed to be interested in the same number of Shares held by ARCH Venture Fund VII, L.P.

Director's emoluments

Mr. Nelsen was appointed as a Director on April 23, 2010 and re-designated as a non-executive Director on May 11, 2018. Mr. NELSEN has entered into a service contract with the Company for a term of three years commencing from June 30, 2021, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. NELSEN is not entitled to receive emoluments.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Nelsen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Nelsen that need to be brought to the attention of the Shareholders.

(4) MR. FANGXIN LI, AGED 31, NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. Fangxin LI, was appointed as a non-executive Director on October 12, 2023. He is also a member of the Remuneration Committee. He is primarily responsible for providing overall guidance on the business and strategic development of the Group. He will also serve as a member of the Remuneration Committee with effect from October 12, 2023.

Mr. Li has been serving as the senior investment manager of WuXi AppTec Singapore Pte. Ltd., a subsidiary of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), a company listed on the Stock Exchange (stock code: 2359), and is primarily responsible for direct investment and portfolio management in healthcare industry, since April 2021. He was a consultant of Bain & Company, a management consulting firm, and was primarily responsible for providing strategy and conducting commercial due diligence for healthcare players, from April 2019 to December 2020. He was a cofounder and the chief executive officer of HAIKUI Regenerative Medicine, and was primarily responsible for research and development in cartilage and dermal implantation technologies, from August 2016 to January 2019.

Mr. Li received his bachelor's degree in Engineering from Imperial College London in the United Kingdom in June 2014. He obtained a PhD degree in Tissue Engineering from University of Oxford in the United Kingdom in September 2018.

Save as disclosed above, Mr. Li did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

* For identification purpose only

Length of service

Mr. Li has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than one month's notice in writing served by either himself or the Company. Mr. Li is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Li does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Li has entered into a Letter of appointment with the Company for a term of three years which may be terminated by not less than one month's notice in writing served by either party. Mr. Li did not receive director's emoluments for his position as executive director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(5) MR. WILLIAM ROBERT KELLER, AGED 75, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and Experience**

Mr. William Robert KELLER, is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nomination Committee. Mr. Keller is primarily responsible for supervising and providing independent judgment to our Board.

Since May 2017, Mr. Keller has served as an independent non-executive director on the board of WuXi Biologics, a company primarily engaged in biologics services provision and listed on the main board of the Stock Exchange (stock code: 2269). Since August 2020, he

serves as non executive director on the Board of Cathay Biotech Inc, an industrial biotechnology company and listed on the Shanghai Stock Exchange's STAR market (stock code: SS688065.SS). Mr. Keller had been appointed as director of Artisan Acquisition Corp. (stock code: ARTA) on March 8, 2021, a company which is listed on NASDAQ stock market in the United States.

From December 2010 to October 2020, he holds directorship at Coland Pharmaceutical Co., Ltd., a company listed on the Taiwan Stock Exchange (stock code: 4144) and withdrawal from listing due to privatization effective on 30 October 2020. From September 2014 to December 2015, Mr. Keller served as an independent director of WuXi PharmaTech, a biopharmaceutical company formerly listed on the New York Stock Exchange during the same period. Between 1974 to 2003, Mr. Keller served in various positions at the Roche Group, including as the general manager of Roche China Ltd. and Shanghai Roche Pharmaceutical Ltd. He has been a vice chairman of the Shanghai Association of Enterprises with Foreign Investment, a senior consultant to the Shanghai Foreign Investment Development Board, and the deputy general manager of Zhangjiang Biotech and Pharmaceutical Base Development Co., Ltd. Mr. Keller previously held directorships in biopharmaceutical companies including Alexion Pharmaceuticals, Inc., a company listed on NASDAQ (stock code: ALXN) from December 2009 to May 2015, China Nuokang Pharmaceutical Inc., a company listed on NASDAQ (stock code: NKBP) from August 2008 to December 2011. He has also served as a chairman of HBM Biomed China Partners and Coland Pharmaceutical Co. Ltd.

Mr. Keller obtained a Bachelor of Science degrees from the School of Economics and Business Administration in Switzerland in July 1972.

Save as disclosed above, Mr. Keller did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Keller has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than one months' notice in writing served by either himself or the Company. Mr. Keller is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Keller does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Keller does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Keller was appointed as Director on August 26, 2018. Mr. Keller has entered into a service contract with the Company for a term of three years commencing from May 31, 2021 which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Keller is entitled to receive emoluments of RMB540,000 per annum as determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Keller involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Keller that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,055,588,761 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,055,588,761 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 105,558,876 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting during the period from the passing of this resolution until (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back

period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE REPURCHASE MADE BY THE COMPANY IN PREVIOUS SIX MONTHS

No repurchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months before and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	3.98	2.98
May	3.09	1.85
June	2.17	1.48
July	2.30	1.66
August	2.78	1.69
September	1.88	1.58
October	1.71	1.41
November	2.14	1.46
December	2.65	1.81
2024		
January	2.55	1.65
February	1.76	1.45
March	1.65	1.41
April (<i>up to the Latest Practicable Date</i>)	1.73	1.29

7. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

8. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Buy-back Mandate.

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

The following are the proposed amendments to the existing Articles of Association, with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the amended and restated Articles of Association.

All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the existing Articles of Association which shall have the corresponding meanings ascribed to them in the existing Articles of Association.

Clause	Provisions in the amended and restated Articles of Association	Remarks
Amended and restated Memorandum of Association		
Cover	SECOND <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION	
Cover	(adopted by special resolution passed on 23 June 2022 <u>[●]</u> 2024)	If approved by the Shareholders, the date of the special resolution will be the date of the AGM.

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
Amended and restated Articles of Association		
Cover	SECOND <u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION	
Cover	(adopted by special resolution passed on 23 June 2022 <u>[●]</u> 2024)	If approved by the Shareholders, the date of the special resolution will be the date of the AGM.
2.2	<u>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</u>	

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
4.8	<p>The register may, on <u>at least</u> 10 business days' notice (or on <u>at least</u> 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u></p>	
12.1	<p>The Company shall hold a general meeting as its annual general meeting in<u>for</u> each financial year. The <u>within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year.</u> An annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place as the Board shall appoint.</p>	

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
14.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, (a) every member Present shall have the right to speak, (b) on a show of hands, every member Present shall have one vote, and (c) on a poll every member Present shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p> <p><u>Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak; (b) one vote on a show of hands; and (c) one vote for every Share of which they are the holder on a poll.</u></p>	

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, <u>by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</u></p> <p>(d) <u>by placing it on the Company's Website and/or the Exchange's website; or</u></p> <p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules; <u>or as permitted by the Exchange.</u></p>	
<u>30.2</u>	<p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p>Renumbering of the article due to splitting of article 30.1 above.</p>

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
<u>30.3</u>	<p>30.2 Notice of every general meeting shall be given in any manner herein before authorised to:</p> <p style="padding-left: 40px;">(a) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members;</p> <p style="padding-left: 40px;">(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;</p> <p style="padding-left: 40px;">(c) the Auditors;</p> <p style="padding-left: 40px;">(d) each Director and alternate Director;</p> <p style="padding-left: 40px;">(e) the Exchange; and</p> <p style="padding-left: 40px;">(f) such other person to whom such notice is required to be given in accordance with the Listing Rules.</p> <p>30.3 No other person shall be entitled to receive notices of general meetings.</p>	Renumbering of the article due to the renumbering of article 30.1 above.
	<p>30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	Existing article 30.4 is being deleted.

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
30.4	<p><u>Any notice or document, including any Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) 30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as it is published on the relevant website (and if published on multiple websites, the earlier publication time) or such other time as may be prescribed by the Listing Rules; and</u></p> <p>(e) 30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>	

**APPENDIX III PROPOSED AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Clause	Provisions in the Amended and Restated Articles of Association	Remarks
		Existing articles 30.6 and 30.8 are being deleted. It follows that, existing articles 30.9 to 30.12 are being renumbered as new articles 30.5 to 30.8, respectively.
	30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	
<u>30.5</u>	30.9-A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	
<u>30.6</u>	30.10 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.	
<u>30.7</u>	30.11 Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.	
	30.12 The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.	

NOTICE OF ANNUAL GENERAL MEETING



HUA MEDICINE 華領醫藥

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2552)

Notice is hereby given that the Annual General Meeting of Hua Medicine (the “**Company**”) will be held at Hua Medicine’s headquarter (Building 2, Lane 36, Xuelin Road, Pudong New Area, Shanghai, PRC) on Thursday, June 27, 2024 at 10:30a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
- 2(a). To re-elect Mr. Li CHEN as executive director of the Company.
- 2(b). To re-elect Ms. Yi ZHANG as executive director of the Company.
- 2(c). To re-elect Mr. Robert Taylor NELSEN as non-executive director of the Company.
- 2(d). To re-elect Mr. Fangxin LI as non-executive director of the Company.
- 2(e). To re-elect Mr. William Robert KELLER as independent non-executive director of the Company.
- 2(f). To authorize the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditor and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until:

(i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

(ii) revoked or varied by ordinary resolution of the Shareholders in general meeting,

whichever occurs first.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the third amended and restated memorandum and articles of association of the Company (the “New Articles of Association”) (a copy of which has been produced to this meeting and marked A and initialed by the chairman of this meeting for the purpose of identification) be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the second memorandum and articles of association of the Company with immediate effect after the closing of this meeting, and that any one of the directors of the Company be and is hereby authorized to do all things necessary or expedient to implement the adoption of the New Articles of Association.”

By Order of the Board

Mr. Li Chen

*Chief Executive Officer and
Executive Director*

Hong Kong, April 25, 2024

Registered Office:

The offices of Maples Corporate
Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office:

Hua Medicine, Building 2
Lane 36, Xuelin Road
Pudong New Area
Shanghai 201203, PRC

*Principal Place of Business
in Hong Kong:*

Suite 2202, Methodist House
36 Hennessy Road
Wanchai, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:30a.m. on Tuesday, June 25, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from on Monday, June 24, 2024 to on Thursday, June 27, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, June 21, 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.

As of the date of this announcement, the Board comprises Mr. Li Chen, Mr. George Chien Cheng Lin and Ms. Yi Zhang as executive Directors; Mr. Robert Taylor Nelsen and Mr. Fangxin Li as non-executive Directors; and Mr. William Robert Keller, Mr. Yiu Wa Alec Tsui and Mr. Yiu Leung Andy Cheung as independent non-executive Directors.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at ir@huamedicine.com. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's share registrar in Hong Kong as follows:–

Tricor Investor Services Limited
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185