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CStone Pharmaceuticals

基石藥業

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2616)

**CHANGE OF JOINT COMPANY SECRETARY, PROCESS AGENT AND
AUTHORISED REPRESENTATIVE
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF
THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY, PROCESS AGENT AND AUTHORISED
REPRESENTATIVE**

The board of directors (the “**Board**”) of CStone Pharmaceuticals (the “**Company**”) announces that the Company has engaged SWCS Corporate Services Group (Hong Kong) Limited (“**SWCS**”) to provide corporate secretarial services support to the Company and SWCS has nominated Ms. Lau Jeanie (“**Ms. Lau**”) to assume the offices of the joint company secretary of the Company (the “**Joint Company Secretary**”), the process agent of the Company in Hong Kong for the purpose of accepting service of process in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and for the purpose of accepting services of process and notices on the Company’s behalf in Hong Kong under Rule 19.05(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (collectively, the “**Process Agent**”), and an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules (the “**Authorised Representative**”) with effect from June 3, 2021.

The Board hereby announces that Ms. Lau has tendered her resignation as the Joint Company Secretary, the Process Agent and the Authorised Representative with effect from July 28, 2022, and SWCS has re-nominated Ms. Ho Yin Kwan (“**Ms. Ho**”) in place of Ms. Lau to act as one of the Joint Company Secretaries, the Process Agent, and the Authorised Representative of the Company with effect from July 28, 2022. Mr. He Ning (“**Mr. He**”) will remain as the other Joint Company Secretary.

Ms. Lau has confirmed that she has no disagreement with the Board and there is no matter relating to her aforesaid changes that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The biographical details of Mr. He and Ms. Ho are set out as follows:

Mr. He is the Joint Company Secretary, secretary of the Board of Directors and Head of Legal Affairs of the Company. Currently he handles Board matters as well as all corporate-related legal matters in connection with strategic transactions, licensing and clinical collaboration, securities disclosure, stock incentives, regulatory compliance and intellectual property. Prior to joining the Company, from July 2013 to October 2018, Mr. He worked for two U.S. law firms (i.e., Cooley LLP and Baker & McKenzie LLP) as a corporate attorney and his practice focuses on venture capital/private equity, emerging companies, corporate M&A and anti-monopoly matters.

Mr. He is admitted to practice in the State of Massachusetts (USA) and holds the PRC legal professional qualification. He received an LL.M. and an LL.B. in law from the East China University of Political Science and Law and also the LL.M. from the University of Wisconsin-Madison.

Ms. Ho is a vice president of SWCS. She has over 20 years of professional experience in corporate secretarial field and has been providing corporate secretarial services to both listed and private companies incorporated in Hong Kong and overseas. Ms. Ho holds a bachelor's degree in business and finance from the University of Portsmouth and a master's degree in corporate governance from the Open University of Hong Kong (currently known as Hong Kong Metropolitan University). Ms. Ho is a member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Ho possesses the professional qualification as required under note 1 of the Rule 3.28 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the waiver (the “**Existing Waiver**”) granted to the Company by the Stock Exchange from strict compliance with Rules 3.28 and 8.17 of the Listing Rules in relation to the eligibility of Mr. He to act as a Joint Company Secretary for the period from June 3, 2021 (being the date of appointment of Ms. Lau as a Joint Company Secretary to January 24, 2024 (the “**Waiver Period**”) on the conditions that Ms. Lau, who meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, as a Joint Company Secretary, to assist Mr. He in discharging his functions as a company secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules. The Waiver will be revoked immediately when Ms. Lau, during the Waiver Period, ceases to provide assistance to Mr. He. Relevant details of the Existing Waiver were disclosed in the announcement of the Company dated June 3, 2021.

The Company has applied for, and the Stock Exchange has granted a new waiver (the “**New Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period from the date of the appointment of Ms. Ho as a Joint Company Secretary to January 24, 2024 (i.e. the remaining period of the Existing Waiver) (the “**New Waiver Period**”) in relation to the eligibility of Mr. He to act as a Joint Company Secretary on the conditions that (i) Mr. He will be assisted by Ms. Ho during the New Waiver Period; and (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Company should announce the reasons, details and conditions of the New Waiver and the qualification and experience of both Mr. He and Ms. Ho.

Before the end of the New Waiver Period, the Company should demonstrate and seek confirmation from the Stock Exchange that Mr. He, having had the benefit of the assistance from Ms. Ho during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Lau for her valuable contribution to the Company during her tenure of service, and to welcome Ms. Ho on her new appointment.

By order of the Board
CStone Pharmaceuticals
Dr. Wei Li
Chairman

Hong Kong, July 28, 2022

As at the date of this announcement, the Board comprises Dr. Wei Li as Chairman and non-executive director, Dr. Frank Ningjun Jiang as executive director, Mr. Kenneth Walton Hitchner III, Mr. Yanling Cao, Mr. Xianghong Lin and Mr. Edward Hu as non-executive directors, and Dr. Paul Herbert Chew, Mr. Ting Yuk Anthony Wu and Mr. Hongbin Sun as independent non-executive directors.