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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 Ascentage Pharma Group International, 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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### ASCENTAGE PHARMA GROUP INTERNATIONAL

亞盛醫藥集團

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6855)**

## PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED REMUNERATION FOR DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of Ascentage Pharma Group International to be held at Jing Si Ting, 3rd Floor, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Suzhou, Jiangsu, China on May 10, 2021 at 10:00 a.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ascentagepharma.com>).

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://emeeting.tricor.hk/#/496>) by using the username and password provided on the notification letter sent by the Company 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 10:00 a.m. on May 8, 2021) 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.

References to time and dates in this circular are to Hong Kong time and dates.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING ("AGM")

Please refer to page 1 of this circular for the measures to be implemented at the AGM to safeguard the health and safety of the attendees and to prevent the spread of the Novel Coronavirus ("COVID-19") pandemic, including without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is **NOT** necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

April 9, 2021

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including without limitation:

- (i) compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) each attendee is required to prepare his/her own surgical face mask and wear the same inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (iii) no corporate gifts will be distributed and no refreshments will be served.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

A form of proxy for use at the AGM is enclosed with this circular and can also be downloaded from the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ascentagepharma.com>). In order to be valid, the signed and completed proxy form must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://emeeting.tricor.hk/#/496>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on May 8, 2021) or the adjourned meeting (as the case may be). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodian or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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

“2020 Annual Report”	the annual report of the Company for the year ended December 31, 2020
“2021 RSU Scheme”	the restricted share unit scheme of the Company approved by the Board on February 2, 2021 for adoption, in its present form or amended from time to time
“AGM”	the annual general meeting of the Company to be held at Jing Si Ting, 3rd Floor, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Suzhou, Jiangsu, China on May 10, 2021 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of AGM which is set out on pages 20 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Ascentage Pharma Group International (亞盛醫藥集團), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6855)
“Director(s)”	the director(s) of the Company
“Dr. Guo”	Dr. Guo Edward Ming, our chief operating officer and a Substantial Shareholder
“Dr. Wang”	Dr. Wang Shaomeng, our non-executive director and a Substantial Shareholder

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## DEFINITIONS

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“Dr. Yang”	Dr. Yang Dajun, our chairman, chief executive officer, a Substantial Shareholder, and spouse of Dr. Zhai
“Dr. Zhai”	Dr. Zhai Yifan, our chief medical officer, a Substantial Shareholder, and spouse of Dr. Yang
“Founders Family Trusts”	Yang Family Trust, Wang Family Trust and Guo Family Trust
“Group”	the Company and its subsidiaries
“Guo Family Trust”	Ming Edward Guo Dynasty Trust, a discretionary family trust established by Dr. Guo as settlor for the benefits of Dr. Guo’s family members, of which South Dakota Trust is a trustee
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general unconditional 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 as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of AGM as set out on pages 20 to 25 of this circular
“Latest Practicable Date”	March 31, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	October 28, 2019, being the date on which the Shares are listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on July 13, 2018, the details of which are set out in “Appendix IV — Statutory and General Information — D. Employee Incentive Schemes — 1. Pre-IPO Share Option Scheme” in the Prospectus
“Prospectus”	the prospectus of the Company dated October 16, 2019
“Repurchase Mandate”	a general unconditional 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 as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 20 to 25 of this circular
“RSU(s)”	restricted share unit(s)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of USD0.0001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“South Dakota Trust”	South Dakota Trust Company LLC, the trustee of each of Founders Family Trusts and Zhai Family Trust
“Substantial Shareholder(s)”	has the meaning ascribed to it/them under the Listing Rules and unless the context otherwise requires refers to Dr. Yang, Dr. Wang, Dr. Zhai, Dr. Guo, Ascentage Limited and HealthQuest Pharma Limited
“Takeovers Code”	The Code on Takeovers and Mergers as amended from time to time

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## DEFINITIONS

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“USD”	United States dollars, the lawful currency of the United States
“Wang Family Trust”	Shaomeng Wang Dynasty Trust, a discretionary family trust established by Dr. Wang as settlor for the benefits of Dr. Wang’s family members, of which South Dakota Trust is a trustee
“Yang Family Trust”	Dajun Yang Dynasty Trust, a discretionary family trust established by Dr. Yang as settlor for the benefits of Dr. Yang’s family members, of which South Dakota Trust is a trustee
“Zhai Family Trust”	Yifan Zhai Dynasty Trust, a discretionary family trust established by Dr. Zhai as settlor for the benefits of Dr. Zhai’s family members, of which South Dakota Trust is a trustee
“%”	per cent

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LETTER FROM THE BOARD

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**ASCENTAGE PHARMA GROUP INTERNATIONAL**

**亞盛醫藥集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6855)**

*Executive Director:*

Dr. Yang Dajun

*Non-executive Directors:*

Dr. Wang Shaomeng

Dr. Tian Yuan

Dr. Lu Simon Dazhong

Mr. Liu Qian

*Independent non-executive Directors:*

Mr. Ye Changqing

Dr. Yin Zheng

Mr. Ren Wei

Dr. David Sidransky

*Registered Office:*

Walkers Corporate Limited

Cayman Corporate Centre

27 Hospital Road

George Town

Grand Cayman KY1-9008

Cayman Islands

*Headquarters and Principal*

*Place of Business in China:*

218 Xinghu Street, Building B7, 7th Floor

Suzhou Industrial Park

Suzhou, Jiangsu

China

*Principal Place of Business*

*in Hong Kong:*

9/F, Wah Yuen Building

149 Queen's Road Central

Central

Hong Kong

April 9, 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED REMUNERATION FOR DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES  
AND  
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, and if thought fit, to be approved at the AGM.



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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108(a) of the Articles of Association, Dr. Yang, Dr. Lu Simon Dazhong and Mr. Liu Qian will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

In accordance with article 112 of the Articles of Association, Dr, David Sidransky will retire and being eligible, will offer himself for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

### 3. PROPOSED REMUNERATION FOR DIRECTORS

Pursuant to article 67(e) of the Articles of Association, the remuneration of the Directors shall from time to time be determined by the Company in general meeting. The remuneration of the Directors is determined by reference to their individual performance and contribution, the overall performance of the Company and the prevailing economic situation and market practice. Please refer to the 2020 Annual Report for further details on the remuneration of the Directors.

An ordinary resolution will be proposed at the AGM to authorize the Board to fix the remuneration of the executive Director and non-executive Directors.

With continuous expansion of the business scale and continuously rising requirements on regulated corporate governance of the Company over recent years and in order to attract and retain independent non-executive Directors to serve the Company, it was recommended by the remuneration committee of the Company and proposed by the Board with reference to, among other things, (a) their duties and responsibilities within the Company; (b) the prevailing market condition; (c) their individual performance and contributions and (d) the overall performance of the Company that the remuneration package payable to: (i) Mr. Ye Changqing and Dr. Yin Zheng, both originally at the rate of USD60,000 per annum, be increased to comprising USD60,000 in cash per annum together with a one-off grant of such number of RSUs to be granted under the 2021 RSU Scheme with the value of the underlying shares on the date of grant being USD60,000 during their respective terms of service; and (ii) Mr. Ren Wei, originally at the rate of USD55,000 per annum, will be increased to comprising USD60,000 in cash per annum together with a one-off grant of such number of RSUs to be granted under the 2021 RSU Scheme with the value of the underlying shares on the date of grant being USD60,000 during his term of service, and such increase is subject to approval of Shareholders at the AGM, and shall come into effect thereafter.

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## LETTER FROM THE BOARD

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In addition, Dr. David Sidransky was appointed as an independent non-executive Director of the Company on March 31, 2021. As disclosed in the announcement of the Company dated March 31, 2021 in relation to his appointment, Dr. Sidransky has entered into a letter appointment with the Company for a term of service commencing on March 31, 2021 and ending on the date of the AGM. Dr. Sidransky will not receive any remuneration from the Company pursuant to this letter of appointment. Subject to the approval by the Shareholders of the re-election of Dr. Sidransky at the AGM, Dr. Sidransky will enter into a new letter of appointment with the Company for a term of three years commencing on the date of his re-election. Pursuant to this new letter of appointment, Dr. Sidransky will receive remuneration comprising USD60,000 in cash per annum, together with a one-off grant of such number of RSUs to be granted under the 2021 RSU Scheme with the value of the underlying shares on the date of grant being USD60,000 during his term of service. Such remuneration (i) has been recommended by the remuneration committee of the Company and proposed by the Board with reference to, among other things, (a) his duties and responsibilities within the Company; (b) the prevailing market conditions; and (c) the continuous expansion of the business scale and continuously heightening requirements on corporate governance of the Company over recent years, and (ii) is also subject to the approval of the Shareholders at the AGM.

Separate ordinary resolutions will be proposed at the AGM to approve the proposed remuneration packages for the independent non-executive Directors.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

The current general mandate granted to the Directors to issue Shares pursuant to the ordinary resolution passed at the annual general meeting held on June 19, 2020 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM 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 as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of AGM as set out on pages 20 to 25 of this circular (i.e. a total of 50,546,854 Shares on the basis that no further Shares are issued or repurchased before the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

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

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## LETTER FROM THE BOARD

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### **5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

The current general mandate granted to the Directors to repurchase Shares pursuant to the ordinary resolution passed at the annual general meeting held on June 19, 2020 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not more than 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 20 to 25 of this circular (i.e. a total of 25,273,427 Shares on the basis that no further Shares are issued or repurchased before the AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase 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 Repurchase Mandate is set out in Appendix II to this circular.

### **6. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from May 5, 2021 to May 10, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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 Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on May 4, 2021.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of AGM is set out on pages 20 to 25 of this circular.

Pursuant to 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. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ascentagepharma.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 notarially certified copy of that power of attorney or authority at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://emeeting.tricor.hk/#/496>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on May 8, 2021) 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 AGM if you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the AGM.

### **8. RECOMMENDATION**

The Directors consider that (i) the proposed re-election of retiring Directors; (ii) the proposed remuneration for Directors; (iii) the granting of the Issuance Mandate; and (iv) the granting of the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all resolutions to be proposed at the AGM.

### **9. ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**Ascentage Pharma Group International**  
**Dr. Yang Dajun**  
*Chairman and Executive Director*

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## APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

### **Dr. Yang Dajun, Executive Director**

Yang Dajun (楊大俊) (“**Dr. Yang**”), M.D., Ph.D., aged 58, is the co-founder of the Group, Chairman of the Board and chief executive officer of the Company. Dr. Yang was appointed as the executive Director on November 17, 2017. For positions with other members of the Group, Dr. Yang is also a director of each of Ascentage Pharma Group Corp Limited, Jiangsu Ascentage Pharma Co., Ltd, Ascentage International Limited, Suzhou Yasheng Pharmaceutical Co., Ltd., Shanghai Yasheng Pharmaceutical Technology Co., Ltd., Jiangsu Ascentage Pharma Pty. Ltd. and Ascentage Pharma Group Inc. Dr. Yang is the spouse of Dr. Zhai, the chief medical officer and a member of the senior management of the Group.

Prior to founding the Group in 2009, Dr. Yang has worked in the following companies and/or institutions:

- Dr. Yang co-founded Ascenta Therapeutics, Inc., where he was a senior vice president of research and preclinical development between 2004 and 2008. Ascenta Therapeutics, Inc. was dissolved in January 2017.
- Dr. Yang was the principal responsible person for establishing Ascenta R&D Center in Shanghai as a wholly-owned subsidiary of Ascenta Therapeutics, Inc., and served as the first general manager and a member of its board of directors between 2005 and 2008.
- Dr. Yang served as a part-time professor and supervisor of doctoral students at Cancer Center at Sun Yat-sen University from September 2003 to September 2006.
- Dr. Yang was appointed as the vice president of Biology of S\*BIO Ltd Pte, a Singapore-Chiron joint venture from 2002 to 2003.

Dr. Yang is the author or co-author of 92 publications and the inventor of 14 patents. He was a co-founder, chief staff writer and editor for two national magazines in China, namely “Chinese Medical Students” and “Family Doctors”. Nowadays “Family Doctors” has a monthly publication volume of over one million and it has the mission to promote both healthcare and a healthy lifestyle in China.

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**APPENDIX I            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Dr. Yang obtained his Bachelor's degree in Medicine and Master's degree in Oncology from Sun Yat-sen University of Medical Sciences (中山醫科大學) (now renamed as the Sun Yat-sen University (中山大學)) in the PRC in July 1983 and June 1986 respectively, and he received a Ph.D. degree in Genetics from Michigan State University in the United States in June 1992.

Dr. Yang entered into a service contract with the Company for a term of three years commencing from the Listing Date, unless terminated by either party before expiry of the existing term and is subject to termination provisions therein and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association or any other applicable laws from time to time whereby he shall vacate his office.

As at the Latest Practicable Date, Dr. Yang, Dr. Guo, Dr. Wang, Dr. Zhai, Ascentage Limited and HealthQuest Pharma Limited were parties to the concert party confirmation deed dated August 11, 2018 (“**Concert Party Confirmation Deed**”). Accordingly, each of them was deemed to be interested in 67,204,967 Shares representing 26.59% of the issued share capital of the Company under the SFO. Ascentage Limited is owned by Dr. Yang (for himself and as settlor of the Yang Family Trust) as to 45.53%. HealthQuest Pharma Limited is wholly owned by Dr. Zhai (for herself and as settlor of the Zhai Family Trust). Dr. Yang is the spouse of Dr. Zhai and is therefore deemed to be interested in the shares held by Dr. Zhai under the SFO.

Under the service contract entered into between Dr. Yang and the Company, Dr. Yang did not receive any emolument as a Director but an annual salary of USD466,800 as a chief executive officer of the Company.

Save as disclosed above, Dr. Yang (1) does not have any interests in the Shares within the meaning of Part XV of the SFO; (2) has not held any other positions with the Company or other members of the Group; (3) has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (4) does not have any other major appointments and professional qualifications; (5) does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (6) has no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (7) has no other matter that needs to be brought to the attention of the Shareholders.

**Dr. Lu Simon Dazhong, Non-executive Director**

Lu Simon Dazhong (呂大忠) (“**Dr. Lu**”), Ph.D., aged 52, was appointed as our Director on July 6, 2018 and was re-designated as non-executive Director on August 15, 2018.

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## APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Dr. Lu has more than 21 years of experience in the investment and consulting business. Between 1999 and 2002, Dr. Lu worked in a number of financial institutions, including China International Capital Corporation Limited (中國國際金融股份有限公司), an investment bank based in the PRC. From September 2002 to December 2007, Dr. Lu served as the investment manager and partner of Shanghai Newmargin Ventures (上海聯創投資管理公司), a venture capital management company based in the PRC. Between 2008 and 2009, Dr. Lu worked at CEL Partners, a private equity firm that focuses on buy-outs, acquisitions and mergers. Since August 2009, Dr. Lu served as the managing director and partner of SDIC Fund Management Company Ltd., a PRC-based private equity fund manager.

Dr. Lu graduated with a Bachelor's degree in Economics from Nankai University (南開大學) in the PRC in June 1991. He received his Master's degree in Business Administration from McGill University in Canada in June 1999, and a Ph.D. in Economics from Nankai University in June 2010.

Dr. Lu was a director of Innovent Biologics, Inc. (信達生物製藥) between 2016 and 2018 prior to its listing on the Stock Exchange. As at the Latest Practicable Date, Dr. Lu was a director of a number of companies engaged in the pharmaceutical sector. The major appointments include: (1) BrightGene Bio-Medical (Suzhou) Co., Ltd. (博瑞生物醫藥(蘇州)股份有限公司) which was principally engaged in developing complex generic drugs; and (2) Dizal (Jiangsu) Pharma Co., Ltd. (迪哲(江蘇)醫藥有限公司) whose pipeline targets include NSCLC (non-small-cell lung carcinoma), autoimmune disease, solid and liquid tumours, solid tumour, CKD (chronic kidney disease) and infectious diseases of the respiratory tract (呼吸道感染).

Dr. Lu entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date, unless terminated by either party before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. Lu has share options to subscribe for a total of 41,457 Shares.

Dr. Lu did not receive any emolument from the Company, but the expenses incurred in connection with his discharge of duties as Director were borne by the Company.

Save as disclosed above, Dr. Lu (1) does not have any interests in the Shares within the meaning of Part XV of the SFO; (2) has not held any other positions with the Company or other members of the Group; (3) has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (4) does not have any other major appointments and professional qualifications; (5) does not have any

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**APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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relationship with any Director, senior management or substantial or controlling shareholders of the Company; (6) has no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (7) has no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Liu Qian, Non-executive Director**

Liu Qian (劉騫) (“**Mr. Liu**”), aged 49, was appointed as Director on August 1, 2018 and was re-designated as non-executive Director on August 15, 2018.

From July 1993 to July 1997, he worked as a financial analyst at Shenzhen Development Bank Inc., a bank based in Shenzhen, Guangdong, China. From June 1999 to June 2005, he worked for Morgan Stanley Investment Management, including as an executive Director and portfolio manager. From July 2005 to September 2006, he worked as a managing director at Chatham Asset Management. From October 2006 to December 2008, he worked as a director and trader in Global Markets, Deutsche Bank. Since December 2008, he has been serving as the chief investment officer of Prudence Investment Management (Hong Kong) Limited, a Hong Kong-based investment management company.

Mr. Liu graduated with a Bachelor’s degree in Economics from Wuhan University in the PRC in July 1993. He received his Master’s degree in Business Administration from the Wharton School of the University of Pennsylvania in the United States in May 1999.

As at the Latest Practicable Date, Mr. Liu was interested in approximately 4.27% of the issued share capital of the Company within the meaning of Part XV of the SFO:

<b>Direct Interests</b>	<b>Other Interests</b>	<b>Total Number of Shares (Long Position)</b>
37,688 <sup>(1)</sup>	10,743,772 <sup>(2)</sup>	10,781,460

*Notes:*

1. Interests in options granted pursuant to the Pre-IPO Share Option Scheme.
2. Yuanming Prudence SPC is wholly owned by Yuanming Capital Management Limited. Yuanming Capital Management Limited is owned by Fangyuan Financial Holdings Group as to 50%. Fangyuan Financial Holdings Group was owned as to 80% by Prudence Financial Holdings Group Limited which is in turn owned as to 75% by Mr. Liu. Mr. Liu is therefore deemed to be interested in 10,743,772 Shares held by Yuanming Prudence SPC.



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**APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Mr. Liu did not receive any emolument from the Company, but the expenses incurred in connection with his discharge of duties as Director were borne by the Company.

Save as disclosed above, Mr. Liu (1) does not have any interests in the Shares within the meaning of Part XV of the SFO; (2) has not held any other positions with the Company or other members of the Group; (3) has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (4) does not have any other major appointments and professional qualifications; (5) does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (6) has no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (7) has no other matter that needs to be brought to the attention of the Shareholders.

**Dr. David Sidransky, Independent Non-executive Director**

**David Sidransky** (“**Dr. Sidransky**”), M.D., aged 60, was appointed as an independent non-executive Director on March 31, 2021.

Dr. Sidransky currently serves as the director of the Head and Neck Cancer Research Division, professor in otolaryngology head and neck surgery, professor in cellular and molecular medicine, and professor in urology and genetics of The Johns Hopkins University. Dr. Sidransky also currently serves as professor in oncology at the Johns Hopkins Oncology Center.

From 1984 to 1988, Dr. Sidransky attended the Baylor College of Medicine in the U.S. and earned his MD degree and then continued as an intern and resident in internal medicine, and chief resident in internal medicine until June 1988. Dr. Sidransky completed a fellowship in Oncology at The Johns Hopkins University and Hospital from July 1988 to June 1992 and was then appointed as faculty in July 1992.

Dr. Sidransky graduated with a Bachelor of Science degree in Chemistry from the Brandeis University in the U.S. in June 1981. Dr. Sidransky is a current member of the American Association of Cancer Research and the American Society of Clinical Oncology. He was a member of certain working groups under the National Cancer Institute, including the Development Diagnostics Working Group and the Cancer Prevention and Control Working Group. Dr. Sidransky has also received certifications from the American Board of Internal Medicine and the American Board of Medical Oncology.

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## **APPENDIX I            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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In addition, Dr. Sidransky currently sits on the National Board of Scientific Advisors of the National Cancer Institute. He was a founder of Champions Oncology, Inc. (NASDAQ: CSBR) and currently Lead Board Director. He is on the Board of Directors of Galmed Pharmaceuticals Ltd. (NASDAQ: GLMD), Orgenesis Inc. (NASDAQ: ORGS), and the Chairman of Advaxis, Inc. (NASDAQ: ADXS) and the Chairman of Ayala Pharmaceuticals, Inc. (NASDAQ: AYLA). He is also Chairman of the MAB of the Flight Attendants Medical Research Foundation and the Adenocystic Carcinoma Research.

Dr. Sidransky has received numerous honors, such as the Israel Cancer Research Fund Osserman Award, the AACR-Richard and Hinda Rosenthal Foundation Award, the Toby Comet Award Bar Ilan University and the AACR Team Award Theme Circulating DNA. As of the Latest Practicable Date, he is the author of over 550 articles published in professional journals, the author of 45 book chapters, reviews and commentaries, and the inventor of 28 patents.

Dr. Sidransky has entered into a letter of appointment with the Company for a term of service commencing on March 31, 2021 and ending on the date of the AGM. Dr. Sidransky will not receive any remuneration from the Company pursuant to this letter of appointment. Subject to the approval by the Shareholders of the re-election of Dr. Sidransky at the AGM, Dr. Sidransky will enter into a new letter of appointment with the Company for a term of three years commencing on the date of his re-election. Pursuant to this new letter of appointment, Dr. Sidransky will receive remuneration comprising US\$60,000 in cash per annum, together with a one-off grant of such number of RSUs to be granted under the 2021 RSU Scheme with the value of the underlying shares on the date of grant being US\$60,000 during the term of service. Such remuneration (i) has been recommended by the remuneration committee of the Company and proposed by the Board with reference to, among other things, (a) his duties and responsibilities within the Company; (b) the prevailing market conditions; and (c) the continuous expansion of the business scale and continuously heightening requirements on corporate governance of the Company over recent years, and (ii) is also subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Dr. Sidransky (1) does not have any interests in the Shares within the meaning of Part XV of the SFO; (2) has not held any other positions with the Company or other members of the Group; (3) has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (4) does not have any other major appointments and professional qualifications; (5) does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (6) has no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (7) has no other matter that needs to be brought to the attention of the Shareholders.

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## **APPENDIX II      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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The following is an explanatory statement required by Rule 10.06(b) of 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 AGM in relation to the granting of the Repurchase Mandate.

### **1.    SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 252,734,273 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. being 252,734,273 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 25,273,472 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **2.    REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of the Shares 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 repurchase will benefit the Company and the Shareholders as a whole.

### **3.    FUNDING OF SHARE REPURCHASE**

In repurchasing Shares, the company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4.    IMPACT OF SHARE REPURCHASE**

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, 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the

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**APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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. MARKET PRICES OF SHARES

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

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
May	33.50	26.20
June	49.90	27.90
July	51.20	31.15
August	39.05	31.30
September	35.15	26.35
October	30.65	25.85
November	28.65	24.60
December	39.45	26.70
<b>2021</b>		
January	54.70	34.40
February	50.70	33.15
March ( <i>up to and including the Latest Practicable Date</i> )	38.20	29.20

## 6. 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 Repurchase 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 Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase 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 Rule 32 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 and belief of the Directors, the Substantial Shareholders, namely Dr. Yang, Dr. Wang, Dr. Zhai, Dr. Guo, Ascentage Limited and HealthQuest Pharma Limited are parties acting in concert pursuant to the Concert Party Confirmation Deed. As at the Latest Practicable Date, each of the Substantial Shareholders was taken to have an interest under the SFO in the same block of 67,204,967 Shares, representing 26.59% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of each of the Substantial Shareholders would be increased to approximately 29.55% of the total issued share capital of the Company.

The Directors are aware of any consequences which may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### ASCENTAGE PHARMA GROUP INTERNATIONAL

亞盛醫藥集團

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6855)**

## NOTICE OF ANNUAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING (“AGM”)

Please refer to page 1 of the circular of the Company dated April 9, 2021 for the measures to be implemented at the AGM to safeguard the health and safety of the attendees and to prevent the spread of the Novel Coronavirus (“COVID-19”) pandemic, including without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is **NOT** necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

**NOTICE IS HEREBY GIVEN THAT** the AGM of Ascentage Pharma Group International (the “**Company**”) will be held at Jing Si Ting, 3rd Floor, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Suzhou, Jiangsu, China on May 10, 2021 at 10:00 a.m. to transact the following business. In this notice, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company (the “**Circular**”) dated April 9, 2021.

### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and the auditor for the year ended December 31, 2020.

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## NOTICE OF ANNUAL GENERAL MEETING

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2.
  - (a) To re-elect Dr. Yang Dajun as an executive Director.
  - (b) To re-elect Dr. Lu Simon Dazhong as a non-executive Director.
  - (c) To re-elect Mr. Liu Qian as a non-executive Director.
  - (d) To re-elect Dr. David Sidransky as an independent non-executive Director.
3.
  - (a) To authorize the Board to fix remuneration for executive Director and non-executive Directors.
  - (b) To approve the proposed remuneration package for Mr. Ye Changqing.
  - (c) To approve the proposed remuneration package for Dr. Yin Zheng.
  - (d) To approve the proposed remuneration package for Mr. Ren Wei.
  - (e) To approve the proposed remuneration package for Dr. David Sidransky.
4. To re-appoint Ernst & Young as auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with the Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued 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 the conversion rights attaching to any convertible securities issued by the Company;
  - (iii) an issue of Shares pursuant to any restricted share unit scheme adopted by the Company;
  - (iv) any adjustment of rights to subscribe for shares under any options and warrants or a special authority granted by the shareholders of the Company; or
  - (v) the exercise of any subscription rights which may be granted under any share option scheme or similar arrangement for the time adopted by the Company,

shall not exceed 20% of the total number of Shares in issue as at the date of the 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 the said mandate shall be limited accordingly; and

- (d) 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 law of the Cayman Islands to be held; and
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.



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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. 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 to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time;
- (b) the total number of Shares to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the 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 the said mandate shall be limited accordingly; 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 law of the Cayman Islands to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. 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 5 and 6 of the notice convening this meeting (the “**Notice**”), the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such power pursuant to the resolution set out in item 5 of the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the mandate granted pursuant to the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of the 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).”

By Order of the Board  
**Ascentage Pharma Group International**  
**Dr. Yang Dajun**  
*Chairman and Executive Director*

Suzhou, The People’s Republic of China, April 9, 2021

*Notes:*

1. All resolutions at the AGM 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 Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ascentagepharma.com>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as 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 case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. 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 notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://emeeting.tricor.hk/#/496>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on May 8, 2021) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from May 5, 2021 to May 10, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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 Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on May 4, 2021.
6. With regard to the ordinary resolution in item 2 of this notice, (i) Dr. Yang Dajun, Dr. Lu Simon Dazhong and Mr. Liu Qian will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM; and (ii) Dr. David Sidransky will retire at the AGM and, being eligible, will offer himself for re-election at the AGM. Details of the above retiring Directors of the Company seeking re-election are set out in Appendix I to the Circular.
7. An explanatory statement containing information regarding the ordinary resolution in item 6 of this notice is set out in Appendix II to the Circular.

*As at the date of this notice, the Board of Directors of the Company comprises Dr. Yang Dajun as Chairman and executive Director; Dr. Wang Shaomeng, Dr. Tian Yuan, Dr. Lu Simon Dazhong and Mr. Liu Qian as non-executive Directors; and Mr. Ye Changqing, Dr. Yin Zheng, Mr. Ren Wei, and Dr. David Sidransky as independent non-executive Directors.*