

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Keymed Biosciences Inc.**  
**康諾亞生物醫藥科技有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2162)**

## **PROPOSED ADOPTION OF REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Keymed Biosciences Inc. (the “**Company**”) proposes to amend the existing fourth amended and restated memorandum and articles of association (“**M&A**”) of the Company to (i) bring the existing M&A in line with amendments made to the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and (ii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

A summary of the Proposed Amendments is set out below:

1. to provide that the Company shall hold a general meeting as its annual general meeting in each financial year;
2. to include certain defined terms to align with the relevant provisions in the amended and restated M&A including “Communication Facilities”, “Present”, “Virtual Meeting” and to update relevant provisions in the M&A in this regard;
3. to include that the right of any member(s) holding, at the date of deposit of the requisition, not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company to convene a general meeting;
4. to allow members to appoint proxies to attend the Company’s general meetings and that such proxy shall have the right to speak and vote;
5. to provide that any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
6. to provide that the Company shall at every annual general meeting by ordinary resolution appoint the auditor of the Company;
7. to provide that subject to the Companies Act of the Cayman Islands, the Company may by special resolution resolve that the Company be wound up voluntarily;

8. to provide that unless otherwise prescribed by the Directors, the financial year of the Company shall end on December 31 of each year, and shall begin on January 1 of each year; and
9. to incorporate provisions enabling participants to be present at general meetings of the Company by way of video-conferencing or other facilities through which those attending are capable of hearing and being heard by each other, and incidental changes related to the Proposed Amendments where the Board considers appropriate.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of special resolution at the forthcoming annual general meeting of the Company expected to be held on June 28, 2022 (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the amended and restated M&A when compared with the existing M&A together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board of Directors  
**Keymed Biosciences Inc.**  
**Dr. Bo CHEN**  
*Chairman*

Hong Kong, April 27, 2022

*As at the date of this announcement, the Board of Directors of the Company comprises Dr. Bo CHEN, Dr. Changyu WANG and Dr. Gang XU as executive Directors; Mr. Qi CHEN, Dr. Min Chuan WANG and Mr. Yilun LIU as non-executive Directors; Prof. Xiao-Fan WANG, Prof. Yang KE, Mr. Cheuk Kin Stephen LAW and Prof. Linqing LIU as independent non-executive Directors.*