

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.



INNOCARE

诺诚健华

InnoCare Pharma Limited

諾誠健華醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9969)

ANNOUNCEMENT ON PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by InnoCare Pharma Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the articles of association of the Company (the “**Articles of Association**”), for the purpose of, among others, (i) bringing the Articles of Association in line with Appendix 3 to the Listing Rules, and (ii) incorporating certain housekeeping amendments.

The Board considers that the said amendments to the Articles of Association are in the interest of the Company and its shareholders (the “**Shareholders**”) as a whole. The proposed amendments to the Articles of Association are subject to the consideration and approval by the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company. A circular containing, among other things, the said proposed amendments to the Articles of Association will be dispatched to the Shareholders in due course.

Details of the proposed amendments to the Articles of Association are set out in the appendix to this announcement.

By Order of the Board
InnoCare Pharma Limited
Dr. Jisong Cui
Chairperson and executive Director

Hong Kong, 27 March 2023

As at the date of this announcement, the Board of Directors of the Company comprises Dr. Jisong Cui as Chairperson and executive Director, Dr. Renbin Zhao as executive Director, Dr. Yigong Shi, Mr. Ronggang Xie and Mr. Ming Jin, as non-executive Directors, and Dr. Zemin Jason Zhang, Ms. Lan Hu and Dr. Kaixian Chen as independent non-executive directors.

APPENDIX TABLE OF COMPARISON OF THE ARTICLES OF ASSOCIATION OF INNOCARE PHARMA LIMITED BEFORE AND AFTER AMENDMENTS

Articles of Association currently in force		Amended Articles of Association	
Article No.	Original Articles	Article No.	Amended Articles
1(b)	<p>Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“Auditor” means person appointed by the Company from time to time to perform the duties of auditor of the Company;</p> <p>...</p> <p>“Companies Act” means the Companies Act Cap. 22 (Law 3 of 1961, as revised and supplemented from time to time) of the Cayman Islands;</p> <p>...</p>	1(b)	<p>Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“Auditor” means the auditor of the Company for the time being and may include any individual, partnership or body corporate or persons appointed by the Company from time to time to perform the duties of auditor of the Company;</p> <p>...</p> <p>“Companies Act” means the Companies Act Cap. 22 (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (Law 3 of 1961, as revised and supplemented as amended from time to time) for the time being in force in of the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p>

5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to the Shares or any class of Shares (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied, modified or abrogated either with the consent in writing of not less than $\frac{3}{4}$ of the voting rights of the holders of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>	5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to the Shares or any class of Shares (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied, modified or abrogated either with the consent in writing of not less than $\frac{3}{4}$ of the voting rights of the holders of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding not less than one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>
17(d)	<p>Subject to the requirements of the securities regulatory institutions of the Relevant Territory, the registration of transfers may be suspended and the Register may be closed on giving notice by advertisement in any Newspapers or by any other means in accordance with the requirements of the HK Stock Exchange to that effect be suspended or closed at such times and for such periods (not exceeding in the whole 30 days in any year) as the Board may determine, and either generally or in respect of any class of Shares.</p>	17(d)	<p>Subject to the requirements of the securities regulatory institutions of the Relevant Territory, the registration of transfers may be suspended and the Register may be closed on giving notice by advertisement in any Newspapers or by any other means in accordance with the requirements of the HK Stock Exchange to that effect be suspended or closed at such times and for such periods (not exceeding in the whole 30 days in any year) as the Board may determine, and either generally or in respect of any class of Shares.</p>

64(a)	<p>In each financial year during the Relevant Period, the Company shall hold a general meeting as its annual general meeting within six months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities (including, without limitation, websites, application technology and/or collaboration and conference systems) as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	64(a)	<p>Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period, the Company shall hold a general meeting as its annual general meeting within six months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities (including, without limitation, websites, application technology and/or collaboration and conference systems) as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>
67	<p>An annual general meeting of the Company shall be called by not less than 20 clear business days' notice in writing. All other general meetings (including an extraordinary general meeting) shall be called by at least 14 clear days' notice in writing and not less than 10 clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place or means and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 71), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called, subject to the Companies Act and the Listing Rules if it is so agreed:</p> <p>...</p>	67	<p>An annual general meeting of the Company shall be called by not less than 21 20 clear business days' notice in writing. All other general meetings (including an extraordinary general meeting) shall be called by not less than at least 14 clear days' notice in writing and not less than 10 clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time and place or means and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 71), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called, subject to the Companies Act and the Listing Rules if it is so agreed:</p> <p>...</p>

72	For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.	72	For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative, or two persons appointed by a clearing house) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
74	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.	74	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative, or two persons appointed by a clearing house) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
84A	Shareholders must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.	84A	Shareholders (including a Shareholder which is a clearing house (or its nominees)) must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

97(b)	<p>Where a Clearing House (or its nominee(s)) is a Shareholder, it may (subject to Article 98) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to any general meeting) provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including, the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.</p>	97(b)	<p>Where a Clearing House (or its nominee(s)) is a Shareholder, it may (subject to Article 98) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders (including but not limited to any general meeting and creditors' meeting) provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including, the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.</p>
118	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the next first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>	118	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the next first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>

121	The Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director, but without prejudice to any claim for damages under any contract) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution appoint another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 114.	121	The Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director, but without prejudice to any claim for damages under any contract) before the expiration of his term period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution appoint another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 114.
186(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor by Special Resolution at any time before the expiration of his term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in his stead for the remainder of his term.	186(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor by Ordinary Special Resolution at any time before the expiration of his term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in his stead for the remainder of his term.
200	If the Company shall be wound up (whether the liquidation be voluntary or by the court) the liquidator may, with the authority of a Special Resolution and any other sanction required by the Companies Act, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like authority, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.	200	If the Company shall be wound up (whether the liquidation be voluntary or by the court) the liquidator may, with the authority of a Special Resolution and any other sanction required by the Companies Act, apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims , divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like authority, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.