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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 licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CARsgen Therapeutics Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### **CARsgen Therapeutics Holdings Limited**

**科濟藥業控股有限公司**

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

**(Stock code: 2171)**

**(I) PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
(II) RE-ELECTION OF RETIRING DIRECTORS,  
(III) RE-APPOINTMENT OF AUDITOR,  
(IV) PROPOSED AMENDMENTS TO THE CURRENT  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE SEVENTH AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
(V) NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of CARsgen Therapeutics Holdings Limited to be held at 1F, Building 2, No. 466 Yindu Road, Xuhui District, Shanghai, the PRC on Thursday, 25 May 2023 at 10:00 a.m. is set out on pages 30 to 35 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 website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. no later than 10:00 a.m. on Tuesday, 23 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

This circular together with the form of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.carsgen.com](http://www.carsgen.com)).

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

19 April 2023

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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:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 1F, Building 2, No. 466 Yindu Road, Xuhui District, Shanghai, the PRC on Thursday, 25 May 2023 at 10:00 a.m., or any adjournment thereof and the notice of which is set out on pages 30 to 35 of this circular
“Articles of Association”	the memorandum and articles of association of the Company
“Board”	the board of Directors
“CARsgen Therapeutics (Shanghai)”	CARsgen Therapeutics Co., Ltd (科濟生物醫藥(上海)有限公司), a company incorporated in the PRC with limited liability on 30 October 2014, and one of our Consolidated Affiliated Entities
“Company”, “our Company”, “the Company”, “CARsgen Therapeutics” or “CARsgen”	CARsgen Therapeutics Holdings Limited (科濟藥業控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Current Memorandum and Articles of Association”	the sixth amended and restated memorandum and articles of association of the Company adopted on 21 May 2021 and effective from 18 June 2021
“Director(s)”	the director(s) of the Company
“Group”, “our Group”, “we”, “us” or “our”	the Company, together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution approving such grant

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## DEFINITIONS

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“Latest Practicable Date”	11 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	18 June 2021, the date on which the Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Nomination and Corporate Governance Committee”	the Nomination and Corporate Governance Committee of the Board
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the Current Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares of the Company as at the date of passing of the relevant resolution approving such grant
“Seventh Amended and Restated Memorandum and Articles of Association”	the seventh amended and restated memorandum of association and articles of association of the Company incorporating all proposed amendments to the Current Memorandum and Articles of Association
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.00000025 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time

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## LETTER FROM THE BOARD

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### CARsgen Therapeutics Holdings Limited

### 科濟藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2171)

*Executive Directors:*

Dr. Zonghai LI  
Dr. Huamao WANG  
Dr. Hua JIANG

*Non-executive Directors:*

Mr. Bingsen GUO  
Mr. Huaqing GUO  
Mr. Ronggang XIE

*Independent Non-executive Directors:*

Dr. Guangmei YAN  
Mr. Tak Young SO  
Dr. Huabing LI

*Registered Office:*

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Head Office:*

BLDG 12, No. 388 Yindu Road  
Xuhui District  
Shanghai  
PRC

*Principal Place of Business  
in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

19 April 2023

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
(II) RE-ELECTION OF RETIRING DIRECTORS,  
(III) RE-APPOINTMENT OF AUDITOR,  
(IV) PROPOSED AMENDMENTS TO THE CURRENT  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE SEVENTH AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
(V) NOTICE OF ANNUAL GENERAL MEETING**

#### 1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposed grant of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors who are going to offer themselves for re-election at the Annual General Meeting, the re-appointment of auditor as well as the Proposed Amendments and adoption of Seventh Amended and Restated Memorandum and Articles of Association, and to give you the notice of the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE

At the annual general meeting of the Company held on 25 May 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of such ordinary resolution. As at the Latest Practicable Date, there were 572,801,291 issued Shares. Subject to the passing of the relevant ordinary resolution to approve the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be authorised to allot, issue and deal with up to a maximum of 114,560,258 Shares under the Issue Mandate.

In addition, it is further proposed, by way of a separate ordinary resolution, that the Issue Mandate be extended so that the Directors be given a general mandate to issue further number of Shares equal to the total number of Shares repurchased under the Repurchase Mandate.

The Issue Mandate, if granted, will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Articles of Association or the laws applicable to the Company; and (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

### 3. REPURCHASE MANDATE

At the annual general meeting of the Company held on 25 May 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of such ordinary resolution. As at the Latest Practicable Date, there were 572,801,291 issued Shares. Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be authorised to repurchase a maximum of 57,280,129 Shares under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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The Repurchase Mandate, if granted, will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Articles of Association or the laws applicable to the Company; and (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I on pages 9 to 11 of this circular.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.19 of the Articles of Association, Mr. Ronggang XIE, Mr. Huaqing GUO and Dr. Guangmei YAN shall retire by rotation at the Annual General Meeting. In addition, Dr. Hua JIANG and Dr. Huabing LI who have been appointed by the Board on 1 August 2022 and 9 March 2023 respectively shall hold office until the next following general meeting pursuant to Article 16.2 of the Company's Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election. The Company has received written confirmations from each of Dr. Guangmei YAN and Dr. Huabing LI confirming his independence in accordance with Rule 3.13 of the Listing Rules.

The Nomination and Corporate Governance Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination and Corporate Governance Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the guidelines set out in the Listing Rules and the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II on pages 12 to 19 of this circular.

#### **5. RE-APPOINTMENT OF AUDITOR**

The financial statements of the Group for the year ended 31 December 2022 were audited by PricewaterhouseCoopers whose term of office will expire upon the Annual General Meeting.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### 6. AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to (i) make certain amendments to the Current Memorandum and Articles of Association, for the purpose of, among others, bringing the Current Memorandum and Articles of Association in line with the Core Shareholder Protection Standard set out in Appendix 3 to the Listing Rules and the applicable laws of Cayman Islands, and providing flexibility to the Company in relation to the conduct of general meetings (to hold virtual or hybrid meetings) and other house-keeping amendments that are consistent with such amendments and the applicable law and the Listing Rules, and (ii) adopt the Seventh Amended and Restated Memorandum and Articles of Association incorporating and consolidating all Proposed Amendments.

A summary of the major changes to be brought about by the Proposed Amendments are set out below:

- (1) to provide that an annual general meeting of the Company shall be held in each financial year and to be held within six (6) months after the end of its financial year, and removing any exception no longer applicable to the Company;
- (2) to allow the participants of general meetings to virtually attend, participate and vote by means of specified conferencing application and/or communication facilities and to make corresponding amendments on the related proceedings and procedures as regards the general meetings of the Company;
- (3) to provide that the Company may by special resolution resolve that the Company be wound up voluntarily;
- (4) to codify the requirement that, unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year;
- (5) to clarify that all Shareholders have the right to speak at general meetings of the Company except where the Shareholder is required by the Listing Rules to abstain from voting; and
- (6) to make other house-keeping amendments to update or clarify provisions considered by the Board to be necessary or desirable to comply with or better align with the wording and requirements of the applicable laws of the Cayman Islands and the Listing Rules.

Further details of the Proposed Amendments (marked-up against the relevant provisions of the Current Memorandum and Articles of Association) are set out in Appendix III to this circular.



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## **LETTER FROM THE BOARD**

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The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the laws of Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and the adoption of the Seventh Amended and Restated Memorandum and Articles of Association are subject to the Shareholders' approval by way of a special resolution at the Annual General Meeting.

Shareholders are advised that the memorandum and articles of association of the Company are written in English only and there is no official Chinese translation. The Chinese translation is provided for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

### **7. VOTING BY POLL**

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The poll results will be published on the Company's website at [www.carsgen.com](http://www.carsgen.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) after the conclusion of the Annual General Meeting.

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

Notice of the Annual General Meeting is set out on pages 30 to 35 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 23 May 2023) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of the proxy will be revoked.

### **9. ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of Retiring Directors Proposed for Re-election) and Appendix III (Details of the Proposed Amendments to the Memorandum and Articles of Association) to this circular.

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## LETTER FROM THE BOARD

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### 10. RESPONSIBILITY STATEMENT

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

### 11. RECOMMENDATION

The Board considers that (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the re-appointment of auditor; (iv) the re-election of retiring Directors and (v) the Proposed Amendments and adoption of Seventh Amended and Restated Memorandum and Articles of Association as set out respectively in the notice of the Annual General Meeting are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**CARsgen Therapeutics Holdings Limited**  
**Dr. Zonghai LI**  
*Chairman*

*The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate to be proposed at the Annual General Meeting.*

## **1. REPURCHASE PROPOSAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 572,801,291 fully paid-up Shares. It is proposed that not exceeding 10% of the fully paid-up Shares in issue as at the date of passing of the relevant resolution to approve the Repurchase Mandate may be repurchased by the Directors. Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 57,280,129 fully paid-up Shares.

## **2. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands.

The Directors propose that such repurchases of Shares be appropriately financed by the Company's distributable profits (if any in the future) and/or the proceeds of a fresh issue of Shares made for the purpose of such repurchases. 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 consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022 and taking into account the financial position of the Company as at the Latest Practicable Date, in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Repurchase Mandate will be in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company of a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

#### 5. EFFECT OF THE 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 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.

Dr. Zonghai LI, Mr. Bingsen GUO, Dr. Huamao WANG, Mr. Huaqing GUO, Mr. Haiou CHEN, CART Biotech Limited, Redelle Holding Limited, He Xi Holdings Limited, Candock Holdings Limited, Accure Biotech Limited, Ms. Xuehong YANG, Yeed Holdings Limited, Ms. Xiaojing GUO and Quanzhou Dingwo Chuangfeng Investment Center (Limited Partnership) (each, a "**Concert Party**" and together, the "**Concert Party Group**") entered into a concert party agreement on 22 February 2021 (the "**Concert Party Agreement**") and each party is deemed to be interested in the Shares that the other parties are interested in under section 317 of the SFO. As at the Latest Practicable Date, the Concert Party Group is deemed to be interested in 215,372,730 Shares, representing approximately 37.60% of the total issued share capital of the Company.

In the event that the Directors exercise the Repurchase Mandate in full, the shareholding of the Concert Party Group will increase to approximately 41.78% of the total issued share capital of the Company. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code.

Save as aforesaid, to the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

## 6. SHARE REPURCHASE MADE BY THE COMPANY

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

## 7. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each calendar month in the previous 12 months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022</b>		
April	15.860	10.000
May	11.900	9.680
June	17.420	10.680
July	18.880	14.260
August	20.650	13.000
September	19.100	10.960
October	14.600	9.200
November	16.380	12.300
December	16.800	13.500
<b>2023</b>		
January	21.850	14.740
February	21.700	15.000
March	17.240	12.220
April ( <i>up to the Latest Practicable Date</i> )	14.160	11.820

*The following are the details of the Directors proposed to be re-elected at the Annual General Meeting.*

**(1) DR. HUA JIANG**

**Position and Experience**

**Dr. Hua JIANG (蔣華)**, aged 44, was appointed as an executive Director on August 1, 2022, who has about 18 years of work experience in the field of cancer biotherapy, and also serves as Vice President of Early Discovery of CARsgen, and is responsible for formulating the strategy of early discovery and the construction of R&D pipeline.

Dr. Jiang joined the Company in April 2021 as Senior Director of Immune Cell Research and Development Department, and is responsible for the research work of Immune Cell Research and Development and Preclinical Pharmacology. Dr. Jiang has achieved outstanding outcomes, not only by strengthening the technology platform but also by expanding a number of candidate product pipelines.

Prior to joining the Company, from July 2007 to April 2021, Dr. Jiang was responsible for the research and development of antibody and CAR T-cells, as well as the related mechanism in Shanghai Cancer Institute (上海市腫瘤研究所). Dr. Jiang was a professor in Shanghai Cancer Institute (上海市腫瘤研究所) and a doctoral supervisor at Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院). Dr. Jiang has published more than 20 SCI papers, including JNCI, CCR, Molecular Therapy and other professional journals. She published the world's first paper about CLDN18.2 and EGFR/EGFRvIII CAR T Therapy as the first author and the world's first paper of small molecule inhibitor and CAR T combination therapy in solid tumors as the co-corresponding author.

Dr. Jiang earned her bachelor's degree in Clinical Medicine from Jining Medical College (濟寧醫學院) in 2001. She obtained her master's degree in Pathogen Biology from Shandong University (山東大學) in 2004 and Ph.D. in Pathogen Biology from Fudan University (復旦大學) in 2007.

Save as disclosed above, Dr. Jiang (i) does not hold any other positions in the Company or its subsidiaries; and (ii) did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date.

Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Dr. Jiang is of such character, integrity and experience commensurating with the office of an executive Director.

**Length of service**

Dr. Jiang has entered into a service agreement with the Company. The term of appointment is for an initial term of three years commencing from the date of her appointment until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than three months' prior notice.

**Relationships**

As far as the Board is aware, Dr. Jiang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Dr. Jiang was deemed to be interested in 2,970,656 Shares, representing 0.52% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

**Director's emoluments**

Pursuant to the abovementioned service agreement, Dr. Jiang is not entitled to receive any remuneration in her capacity as executive Director. For the year ended 31 December 2022, Dr. Jiang received no director's fee.

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

Save as disclosed above, there is no information on Dr. Jiang that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Jiang that need to be brought to the attention of the Shareholders.

**(2) MR. RONGGANG XIE****Position and Experience**

**Mr. Ronggang XIE** (謝榕剛), aged 37, was appointed as a Director in September 2020 and re-designated as a non-executive Director in February 2021.

Mr. Xie has been appointed as a non-executive director of InnoCare Pharma Limited (諾誠健華醫藥有限公司) (HKEX: 9969), a non-executive director of Akeso, Inc. (康方生物科技(開曼)有限公司) (HKEX: 9926) and a director of Shanghai Allist Pharmaceuticals Co., Ltd. (上海艾力斯醫藥科技股份有限公司) (SSE: 688578) since March 2021, August 2020 and November 2019, respectively. Mr. Xie is currently a partner of Shanghai Loyal Valley

Investment Management Limited (上海正心谷投資管理有限公司) and was promoted to a managing director in November 2016 after joining as a senior investment manager in October 2015. Prior to joining Shanghai Loyal Valley Investment Management Limited, Mr. Xie was appointed as an investment director between June 2014 and June 2015 and served as an investment manager at Suzhou Kaifeng Zhengde Investment Management Co., Ltd (蘇州凱風正德投資管理有限公司) from June 2011 to June 2014.

Mr. Xie obtained his master's degree in biomedical engineering from Southeast University (東南大學), the PRC, in March 2011.

Save as disclosed above, Mr. Xie (i) does not hold any other positions in the Company or its subsidiaries; and (ii) did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date.

Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Mr. Xie is of such character, integrity and experience commensurating with the office of a non-executive Director.

#### **Length of service**

Mr. Xie has entered into a service contract with the Company. The term of appointment is for an initial term of three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice.

#### **Relationships**

As far as the Board is aware, Mr. Xie does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

#### **Interests in Shares**

As at the Latest Practicable Date, Mr. Xie did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

#### **Director's emoluments**

Pursuant to the abovementioned service contract, Mr. Xie is not entitled to receive any remuneration in his capacity as non-executive Director. For the year ended 31 December 2022, Mr. Xie received no emoluments.



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

Save as disclosed above, there is no information on Mr. Xie that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Xie that need to be brought to the attention of the Shareholders.

**(3) MR. HUAQING GUO****Position and Experience**

**Mr. Huaqing GUO** (郭華清), aged 34, was appointed as a Director in September 2020 and re-designated as a non-executive Director in February 2021.

Mr. Guo has been an executive Director, the general manager and legal representative at Xiamen Runtang Tianyi Investment Management Ltd. (廈門潤唐天一投資管理有限公司) since June 2020 and has been responsible for investment management in the secondary market. He served as legal representative at Fujian Dingwo Investment Management Ltd. (福建省鼎沃投資管理有限公司) from September 2015 to May 2020, during which he participated in equity investments projects, and as a vice president at Quanzhou Jiatai Footwear Ltd. (泉州嘉泰鞋業有限公司) from September 2011 to August 2015. With his experience in business administration and investment management, our Company believes that Mr. Guo can bring a unique perspective to the Board, in particular, in assisting our Company's business development and risk assessment of various investments.

Mr. Guo obtained his bachelor's degree in business administration from Jiageng College of Xiamen University (廈門大學嘉庚學院), the PRC, in July 2011.

Save as disclosed above, Mr. Guo (i) does not hold any other positions in the Company or its subsidiaries; and (ii) did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date.

Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Mr. Guo is of such character, integrity and experience commensurating with the office of a non-executive Director.

**Length of service**

Mr. Guo has entered into a service contract with the Company. The term of appointment is for an initial term of three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice.

**Relationships**

Mr. Guo is a nephew of another non-executive Director, Mr. Bingsen GUO (郭炳森).

**Interests in Shares**

As at the Latest Practicable Date, Mr. Guo was deemed to be interested in 215,372,730 Shares, representing 37.60% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

**Director's emoluments**

Pursuant to the abovementioned service contract, Mr. Guo is not entitled to receive any remuneration in his capacity as non-executive Director. For the year ended 31 December 2022, Mr. Guo received no emoluments.

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

Save as disclosed above, there is no information on Mr. Guo that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

**(4) DR. Guangmei YAN****Position and Experience**

**Dr. Guangmei YAN (顏光美)**, aged 65, was appointed as an independent non-executive Director effective as of the Listing Date.

Dr. Yan has been appointed as an independent director of MGI Tech Co., Ltd. (深圳華大智造科技股份有限公司) (SSE: 688114) since June 2020 and Medprin Regenerative Medical Technologies Co., Ltd. (廣州邁普再生醫學科技股份有限公司) (SZSE: 301033) since November 2018.

Dr. Yan served as the vice president of Sun Yat-sen University (中山大學) (previously known as Sun Yat-sen University of Medical Sciences (中山醫科大學)) from 2008 to 2017. He was appointed as a professor from December 1996 to November 1999 and an assistant professor from August 1989 to July 1992. He began to teach at the university in August 1989.

Dr. Yan obtained his bachelor's degree in medicine from the Central South University Xiangya School of Medicine (中南大學湘雅醫學院), formerly known as the Hunan Medical School (湖南醫學院), the PRC in December 1979 and completed a training course of the National College of Pharmacy Teaching (全國高等學校藥理學師資進修班) organized by the university in February 1982. Dr. Yan obtained his master's and doctorate degree in medicine from Sun Yat-sen University (中山大學), formerly known as Sun Yat-sen University of Medical Sciences (中山醫科大學), the PRC, in March 1985 and July 1989, respectively.

Save as disclosed above, Dr. Yan (i) does not hold any other positions in the Company or its subsidiaries; and (ii) did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date.

Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Dr. Yan is of such character, integrity and experience commensurating with the office of an independent non-executive Director.

### **Length of service**

Dr. Yan has entered into a service contract with the Company. The term of appointment is for an initial term of three years or until the third annual general meeting of the Company after the Listing Date, whichever is earlier, commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month's prior notice.

### **Relationships**

As far as the Board is aware, Dr. Yan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

### **Interests in Shares**

As at the Latest Practicable Date, Dr. Yan did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

### **Director's emoluments**

Pursuant to the abovementioned service contract and as determined by the Board with reference to suggestion by the Remuneration Committee, Dr. Yan's qualifications, experience, duties and responsibilities in the Company, and the prevailing market conditions, Dr. Yan is entitled to a director's fee of RMB150,000 per annum, with effect from 18 March 2023, in his capacity as independent non-executive Director. For the year ended 31 December 2022, Dr. Yan received HK\$450,000 as emoluments.

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

Save as disclosed above, there is no information on Dr. Yan that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Yan that need to be brought to the attention of the Shareholders.

**(5) DR. Huabing LI****Position and Experience**

**Dr. Huabing LI (李華兵)**, aged 42, was appointed as an independent non-executive Director in March 2023. Dr. Li also serves as the chairman of the Remuneration Committee, a member of the Nomination and Corporate Governance Committee and a member of the Audit Committee of the Company.

Dr. Li has rich working experiences in the field of biology, and has worked in Shanghai Jiaotong University School of Medicine Shanghai Institute of Immunology as a Researcher with main responsibilities of the research on epigenetic immunology from December 2017. Prior to this, he served as postdoctoral researcher in Yale University from September 2012 and was a postdoctoral research fellow in Rutgers, the State University of New Jersey from June 2011 to August 2012.

Dr. Li earned his Bachelor's degree in Science in Biological Science from College of Life Sciences, Nankai University in June 2002. He obtained Master's degree in Science in Genetics from Nankai University in July 2005 and Ph.D. in Biochemistry and Molecular Biology from Rutgers, The State University of New Jersey in May 2011.

Save as disclosed above, Dr. Li (i) does not hold any other positions in the Company or its subsidiaries; and (ii) did not hold any directorship in other listed public companies in the three years immediately preceding the Latest Practicable Date.

Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Dr. Li is of such character, integrity and experience commensurating with the office of an independent non-executive Director.

**Length of service**

Dr. Li has entered into a letter of appointment with the Company. The term of appointment is for an initial term of three years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the letter of appointment or by either party giving to the other not less than one months' prior notice.

**Relationships**

As far as the Board is aware, Dr. Li does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Dr. Li did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

**Director's emoluments**

Pursuant to the abovementioned letter of appointment, Dr. Li is entitled to a director's fee of RMB100,000 per annum in his capacity as independent non-executive Director. Such fee was determined by the Board with reference to suggestion by the Remuneration Committee, his qualifications, experience, duties and responsibilities in the Company, and the prevailing market conditions.

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

Save as disclosed above, there is no information on Dr. Li that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Li that need to be brought to the attention of the Shareholders.

*Details of the Proposed Amendments are as follows:*

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:	Article 2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:
	WORD                      MEANING		WORD                      MEANING
	...		<p><b><u>“Communication Facilities”</u></b> shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other.</p>
	<p><b>“Electronic Transactions Act”</b> shall mean the Electronic Transactions Act (2003 Revision) of the Cayman Islands and any amendment thereto or re – enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>		<p><b>“Electronic Transactions Act”</b> shall mean the Electronic Transactions Act (2003 <del>Revision</del>As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
	<p><b>“ordinary resolution”</b> shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles, and shall include an ordinary resolution passed pursuant to Article 13.10.</p>		<p><b>“ordinary resolution”</b> shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles, and shall include an ordinary resolution passed pursuant to Article <del>13.10</del>13.11.</p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
	...		<p><b>“Person”</b> shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.</p>
	...		<p><b>“Present”</b> shall mean, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:</p> <p>(a) physically present at the meeting; or</p> <p>(b) in the case of any meeting at which Communication Facilities are permitted in accordance with these Articles, connected by means of the use of such Communication Facilities.</p>
	<p><b>“special resolution”</b> shall have the same meaning as ascribed thereto in the Companies Act and for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and shall include a special resolution passed pursuant to Article 13.10.</p>		<p><b>“special resolution”</b> shall have the same meaning as ascribed thereto in the Companies Act and for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and shall include a special resolution passed pursuant to Article 13.1013.11.</p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 3.4	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>	Article 3.4	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of <del>not less than</del> <u>at least</u> <del>three-fourths in nominal value of the</del> <u>voting rights</u> of the issued shares of that class or with the sanction of a special resolution passed <u>by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy</u> at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting <del>not less than</del> <u>at least</u> <del>one-third in nominal value of the</del> <u>voting rights</u> of the issued shares of that class.</p>
Article 12.1	<p>The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	Article 12.1	<p>The Company shall hold a general meeting as its annual general meeting in each <u>financial</u> year <del>other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as,</del> <u>to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange may authorise))</u> <del>after the end of such</del> <u>financial year</u>. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>



Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and signed by the requisitioner(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	Article 12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the <del>paid up capital</del> <u>voting rights, on a one vote per share basis</u>, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting <u>and the resolutions to be added to the meeting agenda, and</u> signed by the requisitioner(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
...		Article 12.4	<p><u>The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities.</u></p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 12.4	<p>An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, 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, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>	Article 12.5	<p>An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, 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, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. <u>The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.12) at which Communication Facilities will be utilised must disclose the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u> Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
Article 12.5	<p>Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.</p>	Article 12.6	<p>Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article <del>12.4</del>12.5, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.</p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 12.9	If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 12.11.	Article 12.10	If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article <del>12.11</del> 12.12.
Article 12.10	The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.11. Where a general meeting is so postponed in accordance with this Article, the Company shall endeavour to cause a notice of such postponement to be placed on the Company's Website and published on the Exchange's website as soon as practicable (provided that failure to place or publish such notice shall not affect the automatic postponement of such meeting).	Article 12.11	The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article <del>12.11</del> 12.12. Where a general meeting is so postponed in accordance with this Article, the Company shall endeavour to cause a notice of such postponement to be placed on the Company's Website and published on the Exchange's website as soon as practicable (provided that failure to place or publish such notice shall not affect the automatic postponement of such meeting).
Article 12.11	Where a general meeting is postponed in accordance with Article 12.9 or Article 12.10:  (a) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and  (b) notice of the business to be transacted at the reconvened meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company.	Article 12.12	Where a general meeting is postponed in accordance with Article <del>12.9</del> 12.10 or Article <del>12.10</del> 12.11:  (a) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and  (b) notice of the business to be transacted at the reconvened meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company.

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 13.1	For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairperson) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.	Article 13.1	For all purposes the quorum for a general meeting shall be two members <del>present in person</del> (or in the case of a corporation, by its duly authorised representative) or by proxy <del>Present</del> provided always that if the Company has only one member of record the quorum shall be that one member <del>present in person or by proxy</del> <del>Present</del> . No business (except the appointment of a Chairperson) shall be transacted at any general meeting unless the requisite quorum shall be <del>present</del> <u>Present</u> at the commencement of the business.
Article 13.2	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, 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 member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.	Article 13.2	If within 15 minutes from the time appointed for the meeting a quorum is not <del>present</del> <u>Present</u> , the meeting, if convened upon the requisition of members, 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 <del>present</del> <u>Present</u> within 15 minutes from the time appointed for holding the meeting, the member or members <del>present in person (or in the case of a corporation, by its duly authorised representative) or by proxy</del> <u>Present</u> shall be a quorum and may transact the business for which the meeting was called.
...	...	Article 13.4	<p><u>The Chairperson of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairperson, in which event:</u></p> <p>(a) <u>the Chairperson shall be deemed to be Present at the meeting; and</u></p> <p>(b) <u>if the Communication Facilities are interrupted or fail for any reason to enable the Chairperson to hear and be heard by all other Persons attending and participating at the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as Chairperson of the meeting for the remainder of the meeting; provided that (i) if no other Director is Present at the meeting, or (ii) if all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.</u></p>
Article 13.6	A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.	Article 13.7	A poll shall (subject as provided in Article <del>13.7</del> <u>13.8</u> ) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	Article 14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <del>where (a) every member</del> <u>Present shall have the right to speak, (b) on a</u> show of hands <del>is allowed</del> , every member <del>present in person (or, in the case of a member being a corporation, by its duly authorised representative)</del> <u>Present</u> shall have one vote, and (c) on a poll every member <del>present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy</del> <u>Present</u> shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
Article 14.15	If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members 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 person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.	Article 14.15	If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members 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 person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, <del>where a show of hands is allowed, the</del> <u>right to speak and the right to vote individually on a show of hands where a show of hands is allowed</u> , notwithstanding any contrary provision contained in these Articles.

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 16.2	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 addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.	Article 16.2	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 addition to the Board. Any Director so appointed shall hold office only until the <del>next following</del> <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.
Article 16.6	The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.	Article 16.6	The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his <del>period</del> <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.
Article 20.6	The Board may delegate any of its powers to committees consisting of such member or members of the Board (including alternate Directors in the absence of their appointors) as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.	Article 20.6	The Board may delegate any of its powers to committees consisting of such member or members of the Board (including alternate Directors in the absence of their <del>appointors</del> <u>appointers</u> ) as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.



Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 29.2	<p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	Article 29.2	<p>The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <del>provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board</del> <u>by ordinary resolution, or in the manner specified in such resolution.</u> No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. <del>The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</del></p>
...		Article 29.3	<p><u>If the office of Auditor becomes vacant by the resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability, the Directors may fill the casual vacancy in the office of Auditor. The Auditor so appointed shall hold office until the next annual general meeting of the Company. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u></p>
...		Article 32.1	<p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>

\* Similar amendments updating references to present to Present have been made in the following Articles as well: Article 6.10, 13.3, 13.5, 14.4, 14.6, 14.14.

\*\* The numbering of the relevant Articles shall be adjusted based on the above amendments.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **CARsgen Therapeutics Holdings Limited**

**科濟藥業控股有限公司**

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

**(Stock code: 2171)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of CARsgen Therapeutics Holdings Limited (the “**Company**”) will be held at 1F, Building 2, No. 466 Yindu Road, Xuhui District, Shanghai, the PRC on Thursday, 25 May 2023 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

Unless otherwise specified, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 19 April 2023 (the “**Circular**”).

#### **Ordinary Resolutions**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2022.
2. To re-elect Dr. Hua JIANG as an executive director of the Company.
3. To re-elect Mr. Ronggang XIE as a non-executive director of the Company.
4. To re-elect Mr. Huaqing GUO as a non-executive director of the Company.
5. To re-elect Dr. Guangmei YAN as an independent non-executive director of the Company.
6. To re-elect Dr. Huabing LI as an independent non-executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
8. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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9. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options, awards and other rights which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, awards and other rights which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
  - (i) a Rights Issue (as defined below); or
  - (ii) any issue of shares under a share scheme of the Company or similar arrangement for the time being adopted for the grant or issue to option holders of Shares; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
  - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which Shares shall be subscribed, and/or in the number of Shares which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (v) a specified authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting,

shall not exceed the aggregate of:

- (aa) 20% of the total number of issued Shares of the Company as at the date of passing of this resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders) the total number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares of the Company as at the date of passing of this resolution),

and the said approval 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 laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject in all cases 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 recognised regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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10. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised 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/or the requirements of the Listing Rules or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) above 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 laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

11. **“THAT** conditional upon resolutions numbered 9 and 10 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, options and other rights, or issue other securities which would or might require the exercise of such powers pursuant to resolution numbered 9 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 10 above, provided that such amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of the said resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### Special Resolution

12. **“THAT**

- (a) the proposed amendments to the current memorandum of associations and articles of association of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 19 April 2023, be and are hereby approved;
- (b) the seventh amended and restated memorandum of associations and articles of association of the Company (the **“the Seventh Amended and Restated Memorandum and Articles of Association”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” initialled by chairman of the Annual General Meeting for the purpose of identification, be and are hereby approved and adopted in substitution for and to exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Articles Amendments and the adoption of the Seventh Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and Cayman Islands.”

By Order of the Board  
**CARsgen Therapeutics Holdings Limited**  
**Dr. Zonghai LI**  
*Chairman*

Hong Kong, 19 April 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Tuesday, 23 May 2023) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 May 2023. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be Thursday, 25 May 2023.
5. References to time and dates in this notice are to Hong Kong time and dates.