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## Hansoh Pharmaceutical Group Company Limited

### 翰森製藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3692)

## PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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

The board of directors (the “**Board**”) resolved to propose to: (i) amend certain provisions of the amended and restated memorandum and articles of association of the Company (“**Memorandum and Articles of Association**”) for the purpose of, among others, reflecting and aligning to the requirements of Appendix 3 to the Listing Rules; and (ii) adopt the second amended and restated memorandum and articles of association of the Company incorporating and consolidating the proposed amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”).

A comparison between the existing provisions of the Memorandum and Articles of Association and the proposed amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”) is set out in the table below:

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
2.2 “ <b>Chairman</b> ” shall mean the Chairman presiding at any meeting of members or of the Board.	2.2 <del>Chairman</del> “ <b>Chairperson</b> ” shall mean the <del>Chairman</del> <u>Chairperson</u> presiding at any meeting of members or of the Board.  <i>Note: All references to “Chairman” are changed to “Chairperson”.</i>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>2.2 “<b>Companies Law</b>” shall mean the Companies Law (2018 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	<p>2.2 “<b>Companies Act</b>” shall mean the Companies <del>Law</del> (2018 Revision), <del>Cap. 22</del> <u>Act (As Revised)</u> of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><i>Note: All references to “Companies Law” are changed to “Companies Act”.</i></p>
<p>2.2 “<b>Electronic Transactions Law</b>” shall mean the Electronic Transactions Law (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>2.2 “<b>Electronic Transactions Law Act</b>” shall mean the Electronic Transactions <del>Law</del> (2003 Revision) <u>Act (As Revised)</u> 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>2.2 “<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 includes an ordinary resolution passed pursuant to Article 13.10.</p>	<p>2.2 “<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 <del>includes</del> <u>shall include</u> an ordinary resolution passed pursuant to Article <del>13.10</del> <u>13.11</u>.</p>
<p>2.2 “<b>Secretary</b>” shall mean the person appointed as company secretary by the Board from time to time.</p>	<p>2.2 “<b>Secretary</b>” shall mean the person <u>or persons</u> appointed as company secretary by the Board from time to time.</p>
<p>2.2 “<b>special resolution</b>” shall have the same meaning as ascribed thereto in the Companies Law and shall include a unanimous written resolution of all members: 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 includes a special resolution passed pursuant to Article 13.10.</p>	<p>2.2 “<b>special resolution</b>” shall have the same meaning as ascribed thereto in the Companies <del>Law</del> and <del>shall include a unanimous written resolution of all members</del> <u>Act and</u> 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 <del>includes</del> <u>shall include</u> a special resolution passed pursuant to Article <del>13.10</del> <u>13.11</u>.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>(The provisions on the right column are newly added definitions.)</p>	<p>2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><b>“black rainstorm warning”</b> shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</p> <p><b>“Communication Facilities”</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>“gale warning”</b> shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</p> <p><i>Note: All references to “Number 8 or higher typhoon signal” are changed to “gale warning”.</i></p> <p><b>“Hybrid Meeting”</b> shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairperson of such meeting and any Directors) are permitted to attend and participate (a) by physical attendance at one or more Meeting Locations; and (b) by means of Communication Facilities.</p> <p><b>“Meeting Location”</b> shall have the meaning given to it in Article 12.5.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
	<p><u>“Person” 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.</u></p> <p><u>“Physical Meeting” shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairperson of such meeting and any Directors) are permitted to attend and participate solely by physical attendance at the place of the meeting.</u></p> <p><u>“Present” 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:</u></p> <p>(a) <u>in the case of a Physical Meeting, physically present at the meeting;</u></p> <p>(b) <u>in the case of a Hybrid Meeting, physically present at a Meeting Location or connected by means of the use of Communication Facilities utilised for such meeting in accordance with these Articles; or</u></p> <p>(c) <u>in the case of a Virtual Meeting, connected by means of the use of Communication Facilities utilised for such meeting in accordance with these Articles.</u></p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
	<p><i>Note: All references to “present” and “present (whether in person or represented by proxy or duly authorised representative)” defined by this interpretation are changed to “Present”</i></p> <p><b>“Virtual Meeting”</b> shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</p>
<p>12.1 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>	<p>12.1 The Company shall hold a general meeting as its annual general meeting <del>in</del> <u>for</u> 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 the Exchange may authorise),</del> <u>to be held within six months after the end of such 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>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members 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 specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) 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 specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one – tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. 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 requisitionist(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 requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any <del>two</del> <u>one</u> or more members <u>holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company.</u> <u>The written requisition shall be</u> 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 <u>of the Company</u> specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth <del>of the paid up capital of the Company which carries the right of voting at general meetings of the Company.</del> General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) 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 <u>specifying the objects of the resolutions to be added to the meeting agenda, and signed by the requisitionist(s) provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.</u> 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 requisitionist(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 requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
(Not applicable. The provision on the right column is newly added.)	<p><u>12.4 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. Without limiting the generality of the foregoing, the Directors may determine in their sole discretion that any general meeting may be held as a Physical Meeting, a Hybrid Meeting or a Virtual Meeting.</u></p>
<p>12.4 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>	<p>12.4<sup>5</sup> 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 <del>the time, place, and:</del></p> <ul style="list-style-type: none"> <li>(a) <u>the date and time of the meeting;</u></li> <li>(b) <u>in respect of a Physical Meeting, the place of the meeting;</u></li> <li>(c) <u>in respect of a Hybrid Meeting, the principal place of the meeting and one or more other locations as may be determined by the Board (each a “Meeting Location”) for Persons entitled to attend the general meeting to do so by simultaneous attendance and participation by means of Communication Facilities;</u></li> </ul>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
	<p>(d) <u>in respect of a Hybrid Meeting or a Virtual Meeting, the Communication Facilities that will be utilised and 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; and</u></p> <p>(e) <u>the agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting.</u></p> <p>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>
(Not applicable. The provision on the right column is newly added.)	<p><u>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 12.12.</u></p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
(Not applicable. The provision on the right column is newly added.)	<p><u>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 black rainstorm warning (or 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 12.12.</u></p>
(Not applicable. The provision on the right column is newly added.)	<p><u>12.12 Where a general meeting is postponed in accordance with Article 12.10 or Article 12.11:</u></p> <p>(a) <u>the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, 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 a general meeting pursuant to Article 12.11;</u></p> <p>(b) <u>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</u></p>

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	<p>(c) <u>only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.5.</u></p>
<p>(Not applicable. The provision on the right column is newly added.)</p>	<p><u>13.4 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>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>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.</p>	<p>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</del> <u>(a) every member Present shall have the right to speak, (b) on a show of hands is allowed,</u> 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 <del>present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy</del> <u>(c) on a poll every member Present shall have one vote for each share registered in his name in the register.</u> 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, <del>where more than one proxy is appointed by a member (other than a recognised clearing house (or its nominee(s))), only one such proxy may vote on a show of hands, and each such proxy is under no obligation to cast all his votes in the same way on a poll.</del> <u>Where more than one proxy is appointed by a recognized 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.</u></p>
<p>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.</p>	<p>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 <del>after his appointment</del> <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. 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.</p>	<p>16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law <u>Act</u>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. <del>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.</del></p>
<p>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.</p>	<p>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 <u>period</u> <del>term</del> 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.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>16.19 At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</p>	<p>16.19 At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director <u>appointed required to stand for re-election</u> pursuant to Article 16.2 <del>or Article 16.3</del> shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</p>
<p>23.2 Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board:</p> <p>(a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as they think fit in cases where shares, debentures or other securities become distributable in fractions;</p>	<p>23.2 Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board:</p> <p>(a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as <u>they think it thinks fit</u> in cases where shares, debentures or other securities become distributable in fractions;</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>(b) to exclude the right of participation or entitlement of any member with a registered address outside any territory where in the absence of a registration statement or other special or onerous formalities the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider the costs, expense or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer out of proportion to the benefits of the Company; and</p> <p>(c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.</p>	<p>(b) to exclude the right of participation or entitlement of any member with a registered address <del>outside</del> <u>in</u> any territory where <del>in the absence of a registration statement or other special or onerous formalities;</del></p> <p>(i) the circulation of an offer of such right or entitlement would or might be unlawful <del>or where the Board consider</del> <u>in the absence of a registration statement or other special formalities; or</u></p> <p>(ii) the costs, <del>expense</del> <u>expenses</u> or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer <u>are, in the Board's opinion,</u> out of proportion to the benefits of the Company; and</p> <p>(c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>24. 11 The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, or where the Board considers the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer out of proportion to the benefit of the Company, and in any such case the provisions aforesaid shall be read and construed subject to such determination.</p>	<p>24.11 The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where <del>in the absence of:</del></p> <p>(a) <del>a registration statement or other special formalities</del> the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, <del>or where the Board considers</del> <u>in the absence of a registration statement or other special formalities; or</u></p> <p>(b) the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer <u>are, in the Board's opinion,</u> out of proportion to the <del>benefit</del> <u>benefits</u> of the Company,</p> <p>and in any such case the provisions aforesaid shall be read and construed subject to such determination.</p>

Existing Provisions of the Memorandum and Articles of Association	Proposed Amendments
<p>29.2 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>	<p>29.2 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, unless otherwise prohibited under the Listing Rules, in the manner specified in the ordinary resolution.</u> No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <del>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> <u>The Subject to compliance with the Listing Rules, 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, who shall hold office until the next annual general meeting, and the remuneration of any Auditor so appointed by the Board under this Article may be fixed by the Board.</u></p>
<p>(Not applicable. The provision on the right column is newly added.)</p>	<p>32.1 <u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>
<p>34 The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</p>	<p><del>34 The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</del></p> <p><u>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.</u></p>

The Proposed Amendments will also include (i) amending the names of certain laws of the Cayman Islands used in the Memorandum and Articles of Association and making corresponding changes to the relevant provisions which make reference to such terms; and (ii) adjusting the numbering of certain Memorandum and Articles of Association as a result of the aforesaid Proposed Amendments.

The adoption of the second amended and restated memorandum and articles of association containing the Proposed Amendments is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting of the Company (the “**AGM**”) to become effective. A circular containing, among other matters, further details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**Hansoh Pharmaceutical Group Company Limited**  
**Zhong Huijuan**  
*Chairlady*

Hong Kong, April 27, 2023

*As at the date of this announcement, the Board comprises Ms. Zhong Huijuan as chairlady and executive director, Mr. Lyu Aifeng and Ms. Sun Yuan as executive directors, and Mr. Lin Guoqiang, Mr. Chan Charles Sheung Wai and Ms. Yang Dongtao as independent non-executive directors.*