

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



開拓藥業有限公司*

KINTOR PHARMACEUTICAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9939)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Kintor Pharmaceutical Limited (the “**Company**”) will be held at Unit 419, Administrative Building, No. 20 Songbei Road, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC on Thursday, 15 June 2023 at 09:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions or special resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor for the year ended 31 December 2022.
2. (a) (i) To re-elect Dr. Qun LU as an executive Director.

(ii) To re-elect Dr. Xiang NI as an executive Director.

(iii) To re-elect Dr. Michael Min XU as an independent non-executive Director.

(iv) To re-elect Mr. Wallace Wai Yim YEUNG as an independent non-executive Director.

(v) To re-elect Prof. Liang TONG as an independent non-executive Director.

- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Messrs. PricewaterhouseCoopers as the auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any

existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution: -

(a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of: -

(1) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;

(2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(3) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) **“Rights Issue”** means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above 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 said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (c) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this Annual General Meeting being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution) shall be added to the aggregate nominal amount of the share capital of the Company that may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 4(A) set out in the notice convening this Annual General Meeting.”
5. “**THAT** the authorised share capital of the Company be increased from from US\$50,000 divided into 500,000,000 shares to US\$70,000 divided into 700,000,000 shares by the creation of additional US\$20,000 divided into 200,000,000 shares (the “**Increase in Authorised Share Capital**”), such shares shall rank pari passu in all respects; and that director(s) or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital”

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolutions as special resolution:

6. “**THAT**, subject to the approval of resolution no.5,
- (i) the proposed amendments (the “**Memorandum Amendments**”) to the existing amended and restated memorandum of association of the Company (the “**Existing Memorandum of Association**”), the details of which are set out in Appendix III to the circular of the Company dated 15 May 2023, be and are hereby approved;
 - (ii) the new amended and restated memorandum of association of the Company (the “**New Memorandum of Association**”), which incorporates all the Memorandum Amendments and a copy of which has been produced to this meeting and marked “A” for identification purposes, be and is hereby approved and adopted as the memorandum of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum of Association;
 - (iii) the director(s) or the company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts, and things and execute all such documents and make all such arrangements that he/she/it shall in his/her/its

absolute discretion, deem necessary to or expedient to give effect to the Memorandum Amendments and the proposed adoption of the New Memorandum of Association including attending necessary filings in Hong Kong and Cayman Islands.”

7. **“THAT,**

- (i) the proposed amendments (the “**Articles Amendments**”) to the existing amended and restated articles of association of the Company (the “**Existing Articles of Association**”), the details of which are set out in Appendix III to the circular of the Company dated 15 May 2023, be and are hereby approved;
- (ii) the new amended and restated articles of association of the Company (the “**New Articles of Association**”), which incorporates all the Articles Amendments and a copy of which has been produced to this meeting and marked “B” for identification purposes, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles of Association;
- (iii) the directors or the company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts, and things and execute all such documents and make all such arrangements that he/she/it shall in his/her/its absolute discretion, deem necessary to or expedient to give effect to the Articles Amendments and the proposed adoption of the New Articles of Association including attending necessary filings in Hong Kong and Cayman Islands.”

By order of the Board

KINTOR PHARMACEUTICAL LIMITED

Dr. Youzhi TONG

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 15 May 2023

Notes:

- (i) All resolutions proposed at the Annual General Meeting will be voted by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on both the websites of The Stock Exchange of Hong Kong Limited of (www.hkexnews.hk) and the Company at (www.kintor.com.cn) in accordance with the Listing Rules.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) A form of proxy for use of the Annual General Meeting is enclosed with the circular of the Company. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarised certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. 09:00 a.m. on Tuesday, 13 June 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investors Service Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 June 2023.
- (vi) With regards to the resolution set out in items 4(A) to 4(C) of the notice convening the Annual General Meeting, the Directors wish to state that they have no immediate proposals either to issue or repurchase any securities of the Company. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 15 May 2023.
- (vii) All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this notice, the executive Directors are Dr. Youzhi Tong, Dr. Qun Lu and Dr. Xiang Ni; the non-executive Directors are Mr. Weipeng Gao, Ms. Geqi Wei and Mr. Chengwei Liu; and the independent non-executive Directors are Dr. Michael Min Xu, Mr. Wallace Wai Yim Yeung and Prof. Liang Tong.

* For identification purpose only