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**Pharmaron Beijing Co., Ltd.\***

**康龍化成(北京)新藥技術股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3759)**

**NOTICE OF THE ANNUAL GENERAL MEETING OF 2022**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of 2022 (the “**2022 AGM**”) of Pharmaron Beijing Co., Ltd.\* (康龍化成(北京)新藥技術股份有限公司) (the “**Company**”) will be held at Juyuan Hall, 5/F, Block A, Zhaolin Plaza, No. 19 Ronghua Middle Road, Beijing Economic and Technological Development Area, Daxing District, Beijing, the PRC on Wednesday, June 21, 2023 at 1:30 p.m. for the purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms and used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated May 25, 2023.

**ORDINARY RESOLUTIONS**

1. Work Report of the Board of Directors for the year 2022.
2. Work Report of the Supervisory Committee for the year 2022.
3. Financial Statements for the year 2022.
4. 2022 Annual Report’s full text and report summary and 2022 Annual Results Announcement.
5. Remuneration of the Directors for the year 2023.
6. Remuneration of the Supervisors for the year 2023.
7. Engagement of Domestic Financial and Internal Control Auditors for the year 2023.
8. Engagement of International Auditor for the year 2023.
9. Foreign Exchange Hedging Quota for the year 2023.

10. Amendments to the Independent Non-Executive Directors Working Policy.
11. Amendments to the Related Party Transactions Management Policy.
12. Amendments to the External Guarantee Management Policy.
13. Amendments to the Special Storage and Use of Proceeds Management Policy.
14. Amendments to the Procedure for a Shareholder to Nominate a Person for Election as a Director.
15. (Subject to the passing of resolutions no. 23, 24, 25, 26 and 27 below) Proposed Authorization for Registration of the Changes of Registered Capital and Amendments to the Articles of Association.
30. Appointment of executive directors of the third session of the Board:
  - 30.1 Appointment of Dr. LOU Boliang as an executive director of the Company;
  - 30.2 Appointment of Mr. LOU Xiaoqiang as an executive director of the Company;  
and
  - 30.3 Appointment of Ms. ZHENG Bei as an executive director of the Company;
31. Appointment of non-executive directors (other than the independent non-executive directors) of the third session of the Board:
  - 31.1 Appointment of Mr. HU Baifeng as a non-executive director of the Company;  
and
  - 31.2 Appointment of Mr. LI Jiaqing as a non-executive director of the Company;
32. Appointment of independent non-executive directors of the third session of the Board:
  - 32.1 Appointment of Mr. ZHOU Qilin as an independent non-executive director of the Company;
  - 32.2 Appointment of Mr. TSANG Kwan Hung Benson as an independent non-executive director of the Company;
  - 32.3 Appointment of Mr. YU Jian as an independent non-executive director of the Company; and
  - 32.4 Appointment of Ms. LI Lihua as an independent non-executive director of the Company;

33. Appointment of Supervisors of the third session of the Supervisory Committee:
  - 33.1 Appointment of Dr. YANG Kexin as a Shareholder representative Supervisor of the Supervisory Committee; and
  - 33.2 Appointment of Ms. FENG Shu as a Shareholder representative Supervisor of the Supervisory Committee.

### **SPECIAL RESOLUTIONS**

16. (Subject to the passing of resolution no. 18 below) 2022 Profit Distribution Plan.
17. Guarantees Quota for the year 2023.
18. (Subject to the passing of resolution no. 16 above) Proposed Grant of the 2022 Convertible Bonds-Related Specific Mandate to Issue Additional Conversion Shares.
19. Grant of General Mandate to Issue H Shares.
20. 2023 A Share Incentive Scheme (Draft) and its summary.
21. Assessment Management Measures for the Implementation of the 2023 A Share Incentive Scheme.
22. Authorization to the Board to handle matters pertaining to the 2023 A Share Incentive Scheme.
23. Increase in Registered Capital.
24. (Subject to the passing of resolution no. 23 above) Amendments to the Articles of Association by virtue of the Increase in Registered Capital.
25. Repurchase and Cancellation of Part of the Restricted A Shares granted under the 2019 A Share Incentive Scheme.
26. (Subject to the passing of resolutions no. 25 above) Reduction of Registered Capital.
27. (Subject to the passing of resolutions no. 25 and 26 above) Amendments to the Articles of Association by virtue of the Reduction of Registered Capital and the Change in Board Composition.
28. Amendments to the Rules of Procedure for the General Meetings.
29. Amendments to the Rules of Procedure for the Supervisory Committee.

**Proxy Form for the Solicitation of Voting Rights by Independent Non-Executive Directors  
 (“Independent Director’s Proxy Form”)**

Pursuant to the Management Measures for Share Incentives of Listed Companies (《上市公司股權激勵管理辦法》) (“**Management Measures**”), the independent non-executive directors of a listed company shall solicit voting rights from all shareholders of the company in the event of the proposed adoption of a share option scheme by such company. Hence, you shall appoint Ms. Li Lihua as your proxy to vote for you and on your behalf on the resolutions regarding the 2023 A Share Incentive Scheme and the related matters, which include the proposed adoption of 2023 A Share Incentive Scheme, the proposed adoption of the Assessment Management Measures for the implementation of the 2023 A Share Incentive Scheme and the proposed authorization to the Board to handle matters pertaining to the 2023 A Share Incentive Scheme at the 2022 AGM. In accordance with the latest Management Measures, you shall also appoint Ms. Li Lihua as your proxy to vote for you and on your behalf on other resolutions at the 2022 AGM. The solicitation is intended to provide shareholders of such listed company with an alternative approach to participation in general meetings, so as to encourage them to vote on the resolution in respect of the adoption of a share option scheme. Pursuant to the Management Measures and the authorization of other independent non-executive Directors, Ms. Li Lihua, an independent non-executive Director, has sent out an Independent Director’s Proxy Form to solicit voting rights from the Shareholders.

Should you wish to appoint Ms. Li Lihua as your proxy to vote for you and on your behalf on the resolutions regarding (i) the 2023 A Share Incentive Scheme and the related matters and, as you may think fit, (ii) other resolutions at the 2022 AGM, please complete and return the Independent Director’s Proxy Form to Tricor Investor Services Limited, the H share registrar of the Company, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for holding the 2022 AGM or any adjournment thereof.

In addition, if you wish to appoint persons other than Ms. Li Lihua as your proxy to vote for you and on your behalf on all resolutions at the 2022 AGM, you may complete and return the form of proxy only and disregard the Independent Director’s Proxy Form.

Please note that if you have completed and returned both the form of proxy and the Independent Director’s Proxy Form, but have given inconsistent voting instructions on the resolutions concerned between the form of proxy and the Independent Director’s Proxy Form, your voting instructions given in the last form of proxy duly signed by you will be counted as your vote for or against the resolutions or abstain from voting on the resolutions concerned. If the signing time of such form of proxy cannot be ascertained, the last form of proxy duly received shall prevail. You cannot vote multiple times on the same resolution. In the event of multiple votes being cast on the same resolution (through on-site voting, proxy voting, and/ or online voting), the vote that was cast in the first instance will be counted as your vote for or against the resolutions or abstain from voting on the resolutions concerned.

## CLOSURE OF REGISTER OF MEMBERS

H Shareholders who intend to attend the 2022 AGM are required to deposit the share certificates accompanied by relevant transfer documents at the Company's H Shares Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, June 15, 2023. H Shareholders whose names appear on the register of members of the Company on Friday, June 16, 2023 shall be entitled to attend and vote at the 2022 AGM. The register of members of the Company will be closed from Friday, June 16, 2023 to Wednesday, June 21, 2023 (both days inclusive), during which period no transfer of Shares will be registered.

By order of the Board  
**Pharmaron Beijing Co., Ltd.\***  
康龍化成(北京)新藥技術股份有限公司  
**Dr. Lou Boliang**  
*Chairman*

Beijing, the PRC  
May 25, 2023

*As at the date of this notice, the Board of Directors comprises Dr. Lou Boliang, Mr. Lou Xiaoqiang and Ms. Zheng Bei as executive Directors; Mr. Chen Pingjin, Mr. Hu Baifeng, Mr. Li Jiaqing and Mr. Zhou Hongbin as non-executive Directors; Ms. Li Lihua, Mr. Zhou Qilin, Mr. Tsang Kwan Hung Benson and Mr. Yu Jian as independent non-executive Directors.*

\* For identification purposes only

*Notes:*

- (1) The register of members of the Company will be closed for the purpose of determining Shareholders' entitlement to attend the 2022 AGM from Friday, June 16, 2023 to Wednesday, June 21, 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the 2022 AGM, H Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) no later than 4:30 p.m. on Thursday, June 15, 2023 to complete registration. The H shareholders listed on the register of the Company on Friday, June 16, 2023 shall have the right to attend and vote at the 2022 AGM.
- (2) Subject to the approval of the resolution regarding the declaration of dividends at the 2022 AGM for 2022, dividends will be paid to the Shareholders whose names appear on the register of members of the Company after the close of the market on Wednesday, July 26, 2023. The register of members of the Company will be closed from Thursday, July 20, 2023 to Wednesday, July 26, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order for the holders of H Shares of the Company to qualify for receiving the final dividends, but no transfer documents have been registered, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before Wednesday, July 19, 2023 at 4:30 p.m.
- (3) The Company shall duly despatch and publish the circular and form of proxy of shareholders of the 2022 AGM. Any shareholder of the Company ("**Shareholder**") who intends to appoint a proxy shall refer to the Circular, notice of 2022 AGM and H Share Class Meeting, forms of proxy and Independent Director's proxy forms of the Company which were published on the website of The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**") and the Company's website and dispatched to the relevant shareholders.
- (4) All votes of resolutions at the 2022 AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.pharmaron.com](http://www.pharmaron.com)) in accordance with the Listing Rules.
- (5) Any shareholders entitled to attend and vote at the 2022 AGM can appoint one or more proxies to attend and vote at the 2022 AGM on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed.
- (6) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/its attorney who has been authorized in writing. If the shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H Shares Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for holding the 2022 AGM or any adjournment thereof (i.e. 1:30 p.m. on Tuesday, June 20, 2023 (Hong Kong time)) in order for such documents to be valid. Completion and delivery 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.
- (7) Shareholders shall produce their identification documents when attending the 2022 AGM.
- (8) If a proxy attends the 2022 AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the 2022 AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate shareholder.
- (9) The 2022 AGM is expected to last for half a day. Shareholders who attend the 2022 AGM (in person or by proxy) shall bear their own traveling, accommodation and other expenses.

(10) The contact of the Company:

Address: Pharmaron Beijing Co., Ltd.\* (康龍化成(北京)新藥技術股份有限公司)  
6 Tai-He Road, Economic Technological Development Area, Beijing, the PRC

Postal Code: 100176

Tel: 86 010-57330087

Contact Person: LI Shing Chung Gilbert

Fax: 86 010-57330087

(11) Further details of the resolutions are set out in the Circular in relation to, among others the proposed adoption of the 2023 A Share Incentive Scheme (Draft) and its summary.

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