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## **BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.**

百奥赛图(北京)医药科技股份有限公司

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

**(Stock Code: 2315)**

### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (2) PROPOSED ELECTION OF MEMBERS OF THE SECOND SESSION OF THE BOARD OF DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**” or “**Biocytogen**”) announces that a meeting of the Board was convened on November 10, 2023, at which, among other things, the resolutions regarding (i) the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) and (ii) the proposed election of members of the second session of the Board were considered and approved. A meeting of the supervisory committee (the “**Supervisory Committee**”) of the Company was also convened on November 9, 2023, at which the resolution regarding the proposed election of two members of the Supervisory Committee (the “**Supervisor(s)**”) as non-employee representative Supervisors for the second session of the Supervisory Committee was considered and approved.

The above resolutions are subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the 2023 second extraordinary general meeting of the Company (the “**EGM**”).

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

##### ***(a) Proposed Amendments to the Existing Articles of Association***

In order to comply with the relevant applicable rules of the China Securities Regulatory Commission (中國證券監督管理委員會) (the “**CSRC**”), the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and to satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the Company Law of the PRC, the Securities Law of the PRC, the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies (Revised 2022) and the Listing Rules of the Stock Exchange, and considering the development of the Company, the Board resolved to amend the existing Articles of Association (the “**Amended Articles of Association**”).

The proposed amendments to the existing Articles of Association are subject to Shareholder’s approval by way of special resolution(s) at the EGM, upon which the the Amended Articles of Association will become effective.

**(b) Proposed Amendments to the Articles of Association Ancillary to the Proposed Issue of A Shares**

Reference is made to the circular of the Company dated March 31, 2023 and the poll results announcement of the Company dated April 20, 2023.

Among other resolutions, the proposed issue of A Shares which will be listed on the Sci-Tech Board of the Shanghai Stock Exchange (the “**Issue of A Shares**”) and the adoption of the Articles of Association ancillary to the proposed issue of A Shares (the “**A Share Articles of Association**”) were approved at the 2023 first extraordinary general meeting, the 2023 first meeting of H shareholders and the 2023 first class meeting of domestic and unlisted shareholders held on April 20, 2023.

In order to comply with the relevant applicable rules of the CSRC, the Shanghai Stock Exchange and the Stock Exchange, and to satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the Company Law of the PRC, the Securities Law of the PRC, the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies (Revised 2022), the Listing Rules of the Shanghai Stock Exchange and the Listing Rules of the Stock Exchange, and considering the development of the Company, the Board resolved to amend the Articles of Association which will take effect upon completion of the proposed issue of A Shares on the Shanghai Stock Exchange (the “**Amended A Share Articles of Association**”).

The Amended A Share Articles of Association will only become effective (i) following the Shareholders’ approval by way of special resolution(s) at the EGM, and (ii) upon completion of the proposed Issue of A Shares, whereupon the then existing Articles of Association will be invalid simultaneously.

The details of the proposed amendments to the existing Articles of Association and the proposed amendments to the A Share Articles of Association will be set out in the EGM circular which is to be sent to the Shareholders at a later stage.

**PROPOSED ELECTION OF MEMBERS OF THE SECOND SESSION OF THE BOARD**

The term of office of the first session of the Board will expire on December 15, 2023. The Board proposed that the second session of the Board shall consist of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors. The Board proposed to nominate (i) Dr. Shen Yuelel, Dr Ni Jian and Dr. Zhang Haichao as candidates for election as executive Directors of the second session of the Board, (ii) Mr. Wei Yiliang, Dr. Zhou Kexiang and Ms. Zhang Leidi as candidates for election as non-executive Directors of the second session of the Board, and (iii) Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan as candidates for election as independent non-executive Directors of the second session of the Board. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary resolutions will be proposed at the EGM to approve the election of existing Directors. The terms of office of all Directors of the second session of the Board will be three years effective from the date of the expiration of the first session of the Board and upon the passing of the relevant resolutions at the EGM.

Biographical details of the candidates proposed to be elected or as Directors at the EGM are set out in Appendix I to this announcement.

## **PROPOSED ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS**

The term of office of the first session of the Supervisory Committee will expire on December 15, 2023. The Supervisory Committee proposed that the second session of the Supervisory Committee shall consist of three Supervisors, comprising two non-employee representative Supervisors and one employee representative Supervisor. The Supervisory Committee proposed to nominate Ms. Li Yan and Dr. Yao Jiawei as non-employee representative Supervisors of the second session of the Supervisory Committee. The employee representative Supervisor of the second session of the Supervisory Committee will be elected at the employee representatives' meeting. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary resolutions will be proposed at the EGM to approve the election of Ms. Li Yan and Dr. Yao Jiawei as Supervisors. The terms of office of Ms. Li Yan and Dr. Yao Jiawei will each be three years effective from the date of the expiration of the first session of the Supervisory Committee and upon the passing of the relevant resolutions at the EGM.

Biographical details of the candidates proposed to be elected as Supervisors at the EGM are set out in Appendix II to this announcement.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlement to attend and vote at the EGM and class meetings, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be 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), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the domestic and unlisted Shareholders), for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.

## **CIRCULAR**

A circular containing, amongst others, further details of the (i) proposed amendments to the Articles of Association, (ii) proposed election of members of the second session of the Board, and (iii) proposed election of non-employee representative supervisors, together with the notice of the EGM and class meetings will be despatched to the Shareholders in due course.

By order of the Board  
**Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**  
**Shen Yuelei**  
*Chairman of the Board, Chief Executive Officer  
and Executive Director*

Hong Kong, November 10, 2023

*As at the date of this announcement, the Board comprises Dr. Shen Yuelei as chairman, chief executive officer and executive Director, Dr. Ni Jian and Dr. Zhang Haichao as executive Directors; Mr. Wei Yiliang, Dr. Zhou Kexiang and Ms. Zhang Leidi as non-executive Directors; Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan as independent non-executive Directors.*

## APPENDIX I: BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

### CANDIDATES FOR EXECUTIVE DIRECTORS

**Dr. Shen Yuele** (沈月雷), aged 53, is one of the founders of the Company and its subsidiaries (together, the “**Group**”). Dr. Shen joined the Company as a Director and manager in November 2009 and is currently serving as chairman of the Board and general manager of the Company, and as an executive Director of the Company. Dr. Shen is responsible for the overall strategic planning of the Group and supervises and oversees the management of the business. Dr. Shen is the chairperson of our strategy development committee (the “**Strategy Development Committee**”) and a member of our nomination committee (the “**Nomination Committee**”) of the Company.

Dr. Shen possesses extensive experience in managing biotechnology companies and strategic planning. He has served for many years at the subsidiaries, including those as set out below:

<b>Name of company</b>	<b>Position</b>	<b>Period of service</b>
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Chairman of the board, director and manager	Since June 2014
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Chairman of the board, director and general manager	Since October 2014
Haimen Hechuang Animal Experiment Technology Co., Ltd (海門合創動物實驗科技有限公司)	Executive director	Since February 2016
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	General manager and executive director	Since August 2021
	Director	From March 2018 to September 2020
	Chairman of the board	From September 2020 to August 2021
BIOCYTOGEN BOSTON CORP	President and director	Since June 2018
Maple Veterinary Hospital (Beijing) Co., Ltd. (楓葉寵物醫院(北京)有限公司)	Executive director and manager	Since March 2020
Biocytogen (Shanghai) Pharmaceutical Technology Co. Ltd. (百奧賽圖(上海)醫藥科技有限公司)	Executive director and general manager	Since May 2022
Biocytogen Europe Innovation Center GmbH	Chairman of the board and general manager	Since December 2022

Dr. Shen served as a technician of the China Pharmaceutical and Biological Products Control Institute (中國藥品生物製品檢定所) from July 1995 to May 1997. From March 2004 to October 2008, he was a post-doctoral researcher at the Howard Hughes Medical Institute of the New York University.

Dr. Shen graduated from Wuhan University (武漢大學) in the PRC with a bachelor's degree in virology in July 1992 and from the National Institutes for Food and Drug Control (中國食品藥品檢定研究院) (formerly known as the National Institute for the control of Pharmaceutical and Biological Products (中國藥品生物製品檢定所)) in the PRC with a master's degree in immunology in July 1995. From June 1997 to June 2003, he studied immunology and virology under the biomedical sciences doctor of philosophy program at the graduate school of biomedical sciences at the University of Massachusetts at Worcester in the United States, and was conferred with a doctor of philosophy degree in June 2004.

Dr. Shen was the founding member and manager of BIOCYTOGEN, LLC, a company incorporated in the U.S., and a wholly owned subsidiary of the Company prior to its voluntary deregistration on June 30, 2021. BIOCYTOGEN, LLC was engaged in the selling of the Group's gene editing services. Dr. Shen confirmed that (i) BIOCYTOGEN, LLC was insolvent immediately prior to its deregistration with substantially all of its then indebtedness owed to the other entities within the Group; (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the deregistration of BIOCYTOGEN, LLC; and (iii) there was no wrongful act on his part leading to the deregistration of BIOCYTOGEN, LLC.

**Dr. Ni Jian (倪健)**, aged 52, is one of our founders, our executive Director and is primarily responsible for overseeing our Group's operations and management. Dr. Ni joined our Company as a Director and legal representative in November 2009. Dr. Ni is a member of our remuneration and evaluation committee (the "**Remuneration and Evaluation Committee**") of the Company.

Dr. Ni possesses extensive experience in operating and managing biotechnology companies. She has served for many years at our subsidiaries, including those as set out below:

<b>Name of company</b>	<b>Position</b>	<b>Period of service</b>
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Director	From June 2014 to May 2023
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Director	From October 2014 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Chairman of the board	From February 2018 to September 2020
	Director and general manager	From February 2018 to August 2021
EUCURE BIOPHARMA BOSTON CORP	President, Director, treasurer and secretary	Since May 2018
BIOCYTOGEN BOSTON CORP.	Treasurer and Secretary	Since June 2018



Dr. Ni joined the Department of Pharmacy at Brigham and Women’s Hospital, a teaching affiliate of Harvard Medical School, as a senior pharmacist in September 2009. In September 2016, she was appointed as a director of Eucure Biopharma Co., Ltd, Youhoe Biopharma Inc. and Youhoe Biopharma Limited, both of which are holding companies without any interest in our Company.

Dr. Ni served as a biochemical technician at the China Institute for the Control of Pharmaceutical and Biological Products (中國藥品生物製品檢定所) in the PRC from October 1993 to November 1997. From December 2004 to June 2007, she was a pharmacist at New York University Langone Health in the United States. From June 2007 to June 2008, she was a resident pharmacist in West Virginia University Hospital’s Inpatient Pharmacy in the United States. From August 2008 to August 2009, she served as a resident pharmacist at the Dana-Farber Cancer Institute, which is affiliated to the Harvard Medical School in the United States. She then served as an adjunct professor in the School of Pharmacy at the Massachusetts College of Pharmacy and Health Sciences in the United States from September 2014 to April 2018. Since May 2020, she has been a partner of Eucure Evergreen.

In May 2004, she received a doctorate degree in pharmacy from the Massachusetts College of Pharmacy and Health Sciences in the United States. In October 2020, she obtained her master’s degree in public health from Columbia University in the United States.

**Dr. Zhang Haichao (張海超)**, aged 43, is our executive Director and senior operation director of animal center, and is primarily responsible for overseeing our Group’s operations and management and animal model business line. Dr. Zhang joined our Company in December 2009 and served as the head of the department of molecular biology till March 2012. From March 2012 to October 2015, Dr. Zhang was the marketing director of our Company. From September 2015 to July 2019, she was a supervisor of our Company. She has served as an executive Director since July 24, 2019.

Dr. Zhang also held various positions at our subsidiaries, including those as set out below:

<b>Name of company</b>	<b>Position</b>	<b>Period of service</b>
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Supervisor	From October 2014 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Supervisor	From October 2014 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Director	From September 2020 to August 2021

Dr. Zhang obtained a bachelor’s degree in biochemistry from Hebei Normal University (河北師範大學) in the PRC in June 2004. In June 2011, she obtained a doctorate degree in Chinese medicine from China Pharmaceutical University (中國藥科大學) in the PRC.

## CANDIDATES FOR NON-EXECUTIVE DIRECTORS

**Mr. Wei Yiliang (魏義良)**, aged 52, is our non-executive Director. Mr. Wei is primarily responsible for overseeing our Group's operations and management. Mr. Wei joined our Company as a Director in September 2015. Mr. Wei is a member of the Strategy Development Committee and audit committee (the "**Audit Committee**") of the Company.

Mr. Wei possesses extensive experience in operating and managing biotechnology companies. He served for many years at our subsidiaries, including those as set out below:

<b>Name of company</b>	<b>Position</b>	<b>Period of service</b>
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Director	From December 2015 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Director	From January 2016 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Director	From December 2016 to August 2021

Mr. Wei has been serving as a director and general manager of SDIC Venture Capital Co., Ltd (國投創業投資管理有限公司) since February 2016. From September 1998 to January 2016, he worked in the China SDIC High-tech Industry Investment Corporation (中國國投高新產業投資有限公司, formerly known as China High-tech Investment Group (中國高新投資集團公司)) whose wholly-owned subsidiary High-Tech Investment Development Co., Ltd. (高新投資發展有限公司) was an investor shareholder of our Company, primarily engaging in investments management.

Mr. Wei obtained a bachelor's degree in mechanical engineering from Northwest Institute of Light Industry (西北輕工業學院) in the PRC in July 1993, and a doctorate degree in finance from the Chinese Academy of Fiscal Sciences (中國財政科學研究院) (formerly known as the Research Institute for Fiscal Science of the Ministry of Finance (財政部財政科學研究所)) in the PRC in June 2009.

**Dr. Zhou Kexiang (周可祥)**, aged 59, is our non-executive Director and is primarily responsible for overseeing our Group's operations and management. Dr. Zhou joined our company as a Director in March 2018. Dr. Zhou is a member of the Strategy Development Committee.

Dr. Zhou also held various positions at our subsidiaries, including those as set out below:

<b>Name of company</b>	<b>Position</b>	<b>Period of service</b>
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Director	From February 2018 to August 2021
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Director	From December 2018 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公	Director	From May 2019 to May 2023

Dr. Zhou has been a general manager and director of the equity investment department of CMBI Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司) since December 2015, responsible for equity investment. Furthermore, he is currently a director of Jiangsu China Merchants Bank Industrial Fund Management Co., Ltd. (江蘇招銀產業基金管理有限公司). Since November 2022, he has been serving as a director of China Merchants Bank International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), a director and general manager of China Merchants Bank Financial Holdings (Shenzhen) Co., Ltd. (招銀金融控股(深圳)有限公司) and the chairman of China Merchants Bank International Financial Holdings (Shenzhen) Co. Ltd. (招銀國際金融控股(深圳)有限公司).

Dr. Zhou is currently serving as a non-executive director of Apollomics Inc.. As Dr. Zhou is not involved in the daily management an operation of our Company and of Apollomics Inc. given his non-executive roles in both companies as an investor board representative, the directorship held by Dr. Zhou in Apollomics would not give rise to any material competition issue under Rule 8.10 of the Listing Rules.

Dr. Zhou received his Bachelor of Science degree in military medicine from Southern Medical University (南方醫科大學, formerly known as First Military Medical University (第一軍醫大學)) in China in July 1984, and his M.D. and Ph.D. degrees from Peking University Health Science Center (北京大學醫學部, formerly known as Beijing Medical College (北京醫科大學)) in China, as recognized by the Academic Degree Evaluation Committee (學位評定委員會) of Peking University Health Science Center in July 1990 and June 1993.

**Ms. Zhang Leidi (張蕾娣)**, aged 43, holds a master's degree in finance from Guanghua School of Management of Peking University (北京大學光華管理學院). From July 2003 to September 2011, she worked as a consultant, senior consultant and project manager at Roland Berger Strategy Consultants. From October 2011 to September 2016, she has worked as an investment director and senior investment director of the direct investment department of China Life Investment Holdings Limited (國壽投資控股有限公司). She has served as the managing director, head of management committee and head of China Life Equity Investment Limited (國壽股權投資有限公司) since October 2016.



## CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Hua Fengmao (華風茂)** aged 55, joined our Company and was appointed as an independent non-executive Director in July 2021. He is primarily responsible for providing independent opinion and judgment to the Board. Mr. Hua is the chairperson of the Remuneration and Evaluation Committee and a member of the Audit Committee and the Nomination Committee.

Mr. Hua has been the chairman of China Finance Strategies Investment Holdings Ltd. (中國金融策略投資控股有限公司) since August 2014. He has also served as the chief executive officer of ChemPartner PharmaTech Co., Ltd. (睿智醫藥科技股份有限公司) (“**Chempartner**”), a contract research organization company that is involved in pharmaceutical research and development and listed on the Shenzhen Stock Exchange (stock code: 300149), since July 2021. Since August 2021, he has been a director of Chempartner. As Mr. Hua is not involved in the daily management and operation of our Company and given his non-executive role in our Company, the chief executive officer and a director role held by Mr. Hua in Chempartner would not give rise to any material competition issue under Rule 8.10 of the Listing Rules. From July 2003 to October 2005, Mr. Hua was a licensed representative of CITIC CLSA Capital Markets Co., Ltd. From April 2008 to August 2014, Mr. Hua worked at BOCOM International Holdings Company Limited (交銀國際控股有限公司), a financial services company listed on the Hong Kong Stock Exchange (stock code: 3329), and his last position was managing director in the private equity department. From July 2018 to April 2021, Mr. Hua was the chief financial officer of Viva Biotech Holdings Limited (維亞生物科技(上海)有限公司) (“**Viva Biotech**”), a biotechnology company that provides drug discovery services and is listed on the Hong Kong Stock Exchange (stock code: 1873). From July 2018 to June 2021, he was an executive director of Viva Biotech. From November 2020 to June 2021, he was the chairman of the board of directors of Zhejiang Langhua Pharmaceutical Co., Ltd. (浙江朗華製藥有限公司). Since July 21, 2021, Mr. Hua has been appointed as an independent non-executive director of Shanghai NewMed Medical Co., Ltd. (上海紐脈醫療科技股份有限公司), an applicant seeking to list on the Main Board of the Hong Kong Stock Exchange. He has been an independent non-executive director of Sirnaomics Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 2257), and of Lepu Biopharma Co., Ltd. (樂普生物科技股份有限公司), a biopharmaceutical company listed on the Hong Kong Stock Exchange (stock code: 2157), since December 2021. He has also been an independent non-executive director of Ferretti S.p.A., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9638), since December 2021.

Mr. Hua obtained his bachelor’s degree in English from Shanghai International Studies University (上海外國語大學) in the PRC in July 1989, and a master’s degree in business administration from the International University of Japan (國際大學) in Japan in June 1997.

**Dr. Yu Changyuan (喻長遠)**, aged 61, joined our Company and was appointed as an independent non-executive Director in December 2020. He is primarily responsible for providing independent opinion and judgment to the Board. Dr. Yu is the chairperson of our nomination committee and a member of our audit committee and remuneration and evaluation committee.

Dr. Yu has been a professor at the School of Life Science and Technology, Beijing University of Chemical Engineering Technology (北京化工大學生命科學與技術學院) since March 2005, and an independent director of Beijing Yiqiao Shenzhou Technology Co., Ltd. (北京義翹神州科技股份有限公司), a biotechnology company listed on the Shenzhen Stock Exchange (stock code: 301047), since March 2020. From August 2002 to December 2004, he was a post-doctoral researcher at the China Academy of Traditional Chinese Medicine (中國中醫研究院).

In May 1990, Dr. Yu obtained a master's degree in medicine from the School of Traditional Chinese Medicine at Shaanxi University (陝西中醫學院) in the PRC. In July 2002, he obtained a doctorate degree in medicine from Xiangya Medical College of Central South University (中南大學湘雅醫學院) in the PRC.

**Ms. Liang Xiaoyan (梁曉燕)**, aged 57, joined our Company and was appointed as an independent non-executive Director in December 2020. She is primarily responsible for providing independent opinion and judgment to the Board. Ms. Liang is the chairperson of the Audit Committee and a member of the Nomination Committee and the Remuneration and Evaluation Committee.

Ms. Liang has been a partner of the accounting firm ShineWing Certified Public Accountants (信永中和會計師事務所) in Beijing, PRC since November 2000 and an independent non-executive director of EFORT Intelligent Equipment Co Ltd (埃夫特智能裝備股份有限公司), a company principally engaged in the manufacture of industrial robots that is listed on the Shanghai Stock Exchange (stock code: 688165), from June 2019 to September 2023. Since December 2018, she has been a director of Beijing Rongce Financial Consulting Co., Ltd. (北京融策財經顧問有限責任公司).

Ms. Liang obtained a bachelor's degree in economics from the Central University of Finance and Economics (中央財經大學, formerly known as 中央財政金融學院) in the PRC in June 1988. In July 1999, she obtained a postgraduate degree in accounting in the PRC as recognized by the Academic Degree Evaluation Committee (學位評定委員會). Ms. Liang is a member of the Beijing Institute of Certified Public Accountants (北京註冊會計師協會).

Each of the above Director candidates will enter into service contracts with the Company after the passing of the proposed ordinary resolutions regarding their election at the EGM. Pursuant to the Articles of Association, the terms of office of Directors shall be three years, which is renewable upon re-election and re-appointment. Each of the service contracts with the Directors will be for a term of three years effective from the date of the passing of the relevant resolutions at the EGM.

The Nomination and Remuneration Committee reviews and makes recommendations on the remuneration policy and scheme for Directors, taking into account compensation paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Pursuant to the service contracts to be respectively entered into between each of the Director candidates and the Company, (i) Dr. Shen Yuelei, Dr. Ni Jian and Dr. Zhang Haichao as executive Directors will not receive any director's fee from the Company, (ii) Mr. Wei Yiliang, Dr. Zhou Kexiang and Ms. Zhang Leidi as non-executive Directors will not receive any director's fee from the Company, and (iii) each of Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan as independent non-executive directors will be entitled to a director's fee of RMB120,000 before taxes per annum. For details of the remuneration of Directors, please refer to the circular dated on May 3, 2023.

As of the date of this announcement, the interests or short positions of candidates of the executive Director and non-executive Director of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director/Supervisor/ Chief Executive	Class of Shares	Capacity	Number of Securities	Approximate Percentage of Shareholding in Relevant Class of Shares	Approximate Percentage of Shareholding in Total Share of the Company
Dr. Shen Yuelei <sup>(1) (2)</sup> (“ <b>Dr. Shen</b> ”)	Unlisted Shares	Beneficial owner	26,394,840	9.1%	6.6%
	Unlisted Shares	Interest of spouse	29,004,840	10.0%	7.3%
	Unlisted Shares	Interest in controlled corporations	37,840,860	13.1%	9.5%
	H Shares	Interest in controlled corporation	16,854,300	15.2%	4.2%
Dr. Ni Jian <sup>(3)</sup> (“ <b>Dr. Ni</b> ”)	Unlisted Shares	Beneficial owner	29,004,840	10.0%	7.3%
	Unlisted Shares	Interest of spouse	64,235,700	22.3%	16.1%
	H Shares	Interest of spouse	16,854,300	15.2%	4.2%

*Note:*

- (1) The calculation is based on the total number of issued Shares, 399,398,420 Shares, including 288,616,500 Unlisted Shares and 110,781,920 H Shares, as at the date of this announcement.
- (2) Dr. Shen is the sole general partner and the sole managing partner of Beijing Baiao Evergreen Technology Development Center (Limited Partnership) (北京百奧常青科技發展中心(有限合夥)), Beijing Baiao Changsheng Technology Development Center (Limited Partnership) (北京百奧常盛科技發展中心(有限合夥)), Beijing Eucure Evergreen Technology Development Center (Limited Partnership) (北京祐和常青科技發展中心(有限合夥)) and Beijing Eucure Changsheng Technology Development Center (Limited Partnership) (北京祐和常盛科技發展中心(有限合夥)), which are employee shareholding platforms. Dr. Shen, therefore, is deemed to be interested in the 37,840,860 Unlisted Shares and 16,854,300 H Shares held by these four limited partnerships. He also holds 26,394,840 Unlisted Shares as beneficial owner.
- (3) Dr. Shen and Dr. Ni are spouses. Dr. Shen, therefore, is deemed to be interested in 29,004,840 Unlisted Shares which Dr. Ni holds, and Dr. Ni is deemed to be interested in 64,235,700 Unlisted Shares and 16,854,300 H Shares which Dr. Shen holds.

Except as stated above, none of the above Director candidates has (i) held any other position in the Group; (ii) any other relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (iii) held any other directorship in any listed company in the last three years; or (iv) any interest in the Shares within the meaning of Part XV of the SFO. None of the above Director candidates has been subject to sanction by the CSRC or other relevant authorities or to disciplinary action by the Stock Exchange.

Save as disclosed herein, there are no other matters relating to the appointment of the above Director candidates that need to be brought to the attention of the Shareholders nor there is any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

## **APPENDIX II: BIOGRAPHICAL DETAILS OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS CANDIDATES**

### **CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE SUPERVISORS**

**Ms. Li Yan (李妍)**, aged 34, joined our Group in December 2009 and has been a Supervisor of our Company since July 2019. She was appointed as chairman of our Supervisory Committee in December 15, 2020 and has been the director of the president's office since July 2015. From March 2013 to July 2015, Ms. Li served as office director of our Company. From July 2012 to March 2013, Ms. Li was head of office of our Company.

Ms. Li has been a supervisor of Maple Veterinary Hospital (Beijing) Co., Ltd (楓葉寵物醫院(北京)有限公司) since March 2020 and of Eucure (Beijing) since September 2020. She has served as a supervisor of Biocytogen (Beijing) Biological Engineering Co., Ltd and Biocytogen Jiangsu Co., Ltd. since May 2023.

Ms. Li obtained a bachelor's degree in accounting from Renmin University of China (中國人民大學) in the PRC in January 2014.

**Dr. Yao Jiawei (姚佳維)**, aged 40, joined the Company in June 2012. He currently is the senior director of the gene editing department. Dr. Yao received a master's degree in Biological Engineering from Tianjin University (天津大學) in June 2008 and a doctor's degree in pharmaceutical engineering from Tianjin University in June 2012.

Each of the above non-employee representative Supervisor candidates will enter into a service contract with the Company after the passing of the proposed ordinary resolutions regarding their appointments at the EGM. Pursuant to the Articles of Association, the term of office of Supervisors shall be three years, which is renewable upon re-election and re-appointment. Each of the contracts with the non-employee representative Supervisors will be for a term of three years effective from the date of the passing of the relevant resolutions at the EGM.

Pursuant to the service contracts to be respectively entered into between each of the non-employee representative Supervisor candidates and the Company, each of Ms. Li Yan and Dr. Yao Jiawei will not receive any supervisor's fee from the Company, respectively, as non-employee representative Supervisors of the Company, which sum shall be subject to the approval by the Shareholders at the EGM.

Except as stated above, none of the candidates has (i) held any other directorship in any listed company in the last three years; (ii) held any other position in the Group; (iii) any other relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; or (iv) any interest in the Shares within the meaning of Part XV of the SFO. None of the above non-employee representative Supervisor candidates has been subject to sanction by the CSRC or other relevant authorities or to disciplinary action by the Stock Exchange.

Save as disclosed herein, there are no other matters relating to the appointment of the above non-employee representative Supervisors candidates that need to be brought to the attention of the Shareholders nor there is any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.