
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Lepu Biopharma Co., Ltd., you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



LEPU BIOPHARMA CO., LTD.
樂普生物科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2157)

**(1) RESOLUTIONS RELATING TO THE PROPOSED ADDITIONAL
METHOD FOR THE PUBLIC TRADING ON
THE PRC DOMESTIC CAPITAL MARKET;
(2) PROPOSED AMENDMENTS TO THE ARTICLES ANCILLARY
TO THE PROPOSED QUOTATION;
AND
(3) NOTICE OF THE 2023 SECOND
EXTRAORDINARY GENERAL MEETING**

Notice convening the EGM of Lepu Biopharma Co., Ltd. to be held at Conference Room, Building 7, No. 37 Chaoqian Road, Changping District, Beijing, the PRC on Wednesday, November 29, 2023 at 11:00 a.m. is set out in this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.lepubiopharma.com), respectively.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 (for H Shareholders) or the Company's registered office in the PRC at No. 651, Lianheng Road, Minhang District, Shanghai, the PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 11:00 a.m. on Tuesday, November 28, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish and in such event the forms of proxy shall be deemed to be revoked.

November 14, 2023

CONTENTS

		<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I	- PROPOSED AMENDMENTS TO THE ARTICLES IN RESPECT OF THE PROPOSED QUOTATION.....	I-1
APPENDIX II	- PROPOSED AMENDMENTS TO THE MANAGEMENT POLICY FOR RELATED (CONNECTED) TRANSACTIONS.....	II-1
APPENDIX III	- PROPOSED AMENDMENTS TO THE MANAGEMENT POLICY FOR EXTERNAL GUARANTEES	III-1
NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING	..	N-1

DEFINITIONS

In this circular, the following expression shall have the meanings set out below unless the context requires otherwise:

“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company proposed to be allotted, issued and listed on the Sci-Tech Board
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“Company”	Lepu Biopharma Co., Ltd. (樂普生物科技股份有限公司), a company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2157)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary Share(s) in the Share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Domestic Shareholders”	holders of the Domestic Shares
“EGM”	the 2023 second extraordinary general meeting of the Company to be held, the notice of which is set out in pages N-1 to N-4 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign Share(s) in the ordinary Share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
“H Shareholders”	holders of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“NEEQ”	全國中小企業股份轉讓系統 (National Equities Exchange and Quotations System*)
“NEEQ Co. Ltd.”	全國中小企業股份轉讓系統有限責任公司 (National Equities Exchange and Quotations Co. Ltd.*)
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》)
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》)
“Proposed Quotation”	the proposed quotation of the Domestic Shares of the Company on the NEEQ
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sci-Tech Board”	the Sci-Tech Innovation Board of the Shanghai Stock Exchange
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* For identification purposes only

LETTER FROM THE BOARD



LEPU BIOPHARMA CO., LTD.
樂普生物科技股份有限公司

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

(Stock Code: 2157)

Executive Directors:

Dr. Pu Zhongjie (蒲忠傑) (*Chairman*)
Dr. Sui Ziyue (隋滋野) (*Chief Executive Officer*)
Dr. Hu Chaohong (胡朝紅) (*Co-Chief Executive Officer*)

Headquarters and Registered Office in the PRC:

No. 651, Lianheng Road
Minhang District, Shanghai
PRC

Non-Executive Directors:

Mr. Lin Xianghong (林向紅)
Mr. Yang Hongbing (楊紅冰)
Ms. Pu Jue (蒲珏)

Principal Place of Business in Hong Kong:

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

Independent Non-executive Directors:

Mr. Zhou Demin (周德敏)
Mr. Yang Haifeng (楊海峰)
Mr. Fengmao Hua (華風茂)

November 14, 2023

To the Shareholders

Dear Sir/Madam,

- (1) RESOLUTIONS RELATING TO THE PROPOSED ADDITIONAL METHOD FOR THE PUBLIC TRADING ON THE PRC DOMESTIC CAPITAL MARKET;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES ANCILLARY TO THE PROPOSED QUOTATION;
AND
(3) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

The Company had convened the Board meeting and the shareholders' general meeting in September 2022 to consider and approve the resolution in relation to the Company's application for initial public offering and listing of RMB-denominated ordinary shares (A shares) on the Sci-Tech Innovation Board, and consider and approve the resolution on the

LETTER FROM THE BOARD

extension in respect of the aforesaid matters in August 2023. The shareholders of the Company have authorised the Company to apply for the listing of its A Shares on the Sci-Tech Board. For the better development of the Company with more market possibilities, in addition to the issuance and listing of A shares on the Sci-Tech Board, it is hereby proposed to have an additional method of quotation and public trading on the NEEQ, as set out below:

I. INTRODUCTION

Reference is made to the Company's announcement dated November 14, 2023 in relation to, among others, the Proposed Quotation and the proposed amendments to the Articles.

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. DETAILS OF THE RESOLUTIONS

1. Proposed Quotation

The Company proposed to apply to the relevant regulatory authorities in the PRC for the quotation of 54,268,364 Domestic Shares, being all the existing Domestic Shares in issue, on the base market tier of the NEEQ.

The Proposed Quotation will be subject to, among other things, the approval by the Shareholders by way of special resolutions at the EGM, as well as the approvals by the NEEQ Co. Ltd. and the CSRC (if necessary).

If the Proposed Quotation as set out in resolutions 1(i) to 1(viii) of the Notice of the EGM is not approved by the Shareholders, the Proposed Quotation will not proceed, and the ancillary matters as set out in resolutions 2 to 7 of the Notice of the EGM will not proceed.

Details of the Proposed Quotation

(1) Class of Shares to be quoted

RMB ordinary Shares

(2) Nominal value of Shares to be quoted

RMB1.00 each.

LETTER FROM THE BOARD

(3) *Shares to be quoted on the NEEQ*

The Company proposes to quote 54,268,364 Domestic Shares on the NEEQ, representing all of the issued Domestic Shares of the Company as of the date of this circular. There will be no issue of new Shares under the Proposed Quotation.

(4) *Place of Proposed Quotation for public trading*

The NEEQ

(5) *Market tier of Proposed Quotation for public trading*

Base market tier

(6) *Securities registration and clearing agency*

Beijing branch of China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司北京分公司)

(7) *Chief agency broker*

Haitong Securities Co., Ltd. (海通證券股份有限公司)

(8) *Validity of resolutions*

The resolutions in respect of the Proposed Quotation and trading of the Domestic Shares on the NEEQ will be valid for a period of 12 months from the date of the approval at the EGM.

Please refer to “III. OTHER INFORMATION IN RELATION TO THE PROPOSED QUOTATION – 2. Effects of the Proposed Quotation on the shareholding structure of the Company” below for effects on shareholding structure.

2. Other Resolutions related to the Proposed Quotation

If the Proposed Quotation as set out in resolutions 1(i) to 1(viii) of the Notice of the EGM is not approved by the Shareholders, the Proposed Quotation will not proceed, and the ancillary matters as set out in this section (i.e., resolutions 2 to 7 of the Notice of the EGM) will not proceed.

LETTER FROM THE BOARD

(1) Adoption of collective bidding as the method for the public trading of Domestic Shares on the NEEQ

Pursuant to the “Guidelines for the Determination and Modification of the Stock Trading Transaction of the National Equities Exchange and Quotations” (《全國中小企業股份轉讓系統股票交易方式確定及變更指引》) issued by the NEEQ and the actual situation of the Company, the Company intends to adopt collective bidding as the method for public trading of the Domestic Shares after the Domestic Shares are quoted on the NEEQ. Accordingly, the Company will make an application to the NEEQ Co. Ltd..

Upon quotation of the Domestic Shares on the NEEQ, if the Company intends to adopt another method for the trading of Domestic Shares, subject to compliance with the relevant laws, regulations, guidelines and stock exchange rules, the Company shall seek the approval of its Shareholders in general meetings.

A special resolution will be proposed at the EGM to consider and approve the above.

(2) Authorization to the Board and persons authorized by it to fully handle matters in connection with the Proposed Quotation and public trading of Domestic Shares on the NEEQ

In order to ensure the smooth progress of the relevant matters relating to the Company’s application for quotation and public trading of Domestic Shares on the NEEQ, a proposal will be submitted to the Shareholders at the EGM to authorize the Board and persons authorized by it to fully handle such matters in connection with the Company’s application for the Proposed Quotation and public trading of Domestic Shares on the NEEQ. The authorization proposed to be granted to the Board shall include but not be limited to:

- (a) the filing of an application to the NEEQ Co. Ltd. and the CSRC (if necessary) for approval of the Proposed Quotation and public trading of the Domestic Shares on the NEEQ;
- (b) after obtaining approval from the NEEQ Co. Ltd. and the CSRC (if necessary), entering into the quotation agreement with the NEEQ Co. Ltd.;
- (c) authorizing the Board, the chairman of the Company and the persons authorized by the chairman to sign documents, contracts and agreements related to this matter, including but not limited to engage intermediaries and perform all necessary or appropriate applications, approvals, registrations and filings, on behalf of the Company;
- (d) the registration of the Company’s amended Articles, reviewing and approving the amended Articles and registration of the business registration, modifications and other related matters;

LETTER FROM THE BOARD

- (e) approving and executing other legal documents and contracts related to the Proposed Quotation; and
- (f) handling other matters in relation to the Proposed Quotation.

A special resolution will be proposed at the EGM to consider and approve the above. The above authorisation, if approved, shall be valid for a period of 12 months from the date of the approval at the EGM.

(3) *Proposal for the vesting of accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Quotation*

To protect the interests of the Company's existing and new shareholders after the Proposed Quotation, the Company intends to determine the attribution plan for the accumulated profits or unrecovered losses before the Proposed Quotation as follows:

The undistributed profits accumulated before the Proposed Quotation will be shared by the existing and new shareholders after the Proposed Quotation; the accumulated unrecovered losses of the Company before the Proposed Quotation will be shared by the existing and new shareholders in proportion to, and not in excess of, the Shares they hold after the Proposed Quotation.

A special resolution will be proposed at the EGM to consider and approve the above.

(4) *Proposed amendments to the Articles in respect of the Proposed Quotation*

In view of the Proposed Quotation and in accordance with relevant requirements of laws, regulations and regulatory documents, including the PRC Company Law, the PRC Securities Law, the "Governance Rules for Companies Quoted on the National Equities Exchange and Quotations" (《全國中小企業股份轉讓系統掛牌公司治理規則》) and the "Regulatory Guidelines for Unlisted Companies No. 3 – Essentials of the Articles of Association" (《非上市公眾公司監管指引第3號-章程必備條款》), the Company intends to amend the Articles. Details of the proposed amendments made to the Articles are set out in Appendix I to this circular.

The proposed amendments to the Articles would form part of the listing application materials to be submitted to the NEEQ Co. Ltd. and the CSRC (if necessary) for the Proposed Quotation. Upon consideration and approval of the proposed amendments to the Articles by the Shareholders at the EGM by way of special resolutions and after the completion of the Proposed Quotation, the proposed amendments to the Articles shall come into effect.

LETTER FROM THE BOARD

The Articles are prepared and written in Chinese without a formal English version. As such, any English translation shall be for reference only. In the event of any inconsistency, the Chinese version shall prevail. After the proposed amendments to the Articles come into effect, the full text of the revised Articles will be published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.lepubiopharma.com).

The legal advisers to the Company as to Hong Kong laws and the PRC laws have respectively confirmed that the revised Articles comply with the applicable requirements of Appendix 3 to the Listing Rules and do not violate the laws of the PRC. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a PRC company listed on the Stock Exchange.

The proposed amendments to the Articles have been approved by the Board, and are subject to the approval by the Shareholders by way of special resolutions at the EGM.

(5) Amendments to or adoption of the internal governance policies of the Company including the “Management Policy for Related (Connected) Transactions” and “Management Policy on External Guarantees”

In accordance with relevant laws and regulations of the CSRC and the NEEQ Co., Ltd, the Company intends to amend the following internal governance policies:

- (a) the “Management Policy for Related (Connected) Transactions”; and
- (b) the “Management Policy on External Guarantees”.

The Board agreed to propose to the Shareholders at the EGM to authorize the Board and its authorized persons to adopt, adjust and amend the above internal governance policies, which will become effective from the date of completion of the Proposed Quotation, in accordance with the provisions of the relevant laws, regulations and regulatory documents, and the requirements and suggestions from the relevant domestic and overseas government authorities and regulatory institutions, and taking into consideration the actual situation of the Proposed Quotation.

Ordinary resolutions will be proposed at the EGM to consider and approve the amendments to each of the “Management Policy for Related (Connected) Transactions” and “Management Policy on External Guarantees”, the full texts of which are set out in Appendices II to III to this circular, respectively.

LETTER FROM THE BOARD

(6) Proposed engagement of intermediaries

The Company intends to engage professional intermediaries for advising on the Proposed Quotation and trading of Domestic Shares on the NEEQ and further authorize the Board to determine the remunerations of such intermediaries, including but not limited to Haitong Securities Co., Ltd. (海通證券股份有限公司) as the sponsor, Zhong Lun Law Firm (北京市中倫律師事務所) as the legal adviser to the Company as to PRC laws, and PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)) as the auditor, for the Proposed Quotation.

An ordinary resolution will be proposed at the EGM to consider and approve the above engagements and authorization.

III. OTHER INFORMATION IN RELATION TO THE PROPOSED QUOTATION

1. Reasons for the Proposed Quotation

In order to further accelerate the Company's development and improve its comprehensive competitiveness, the Company considers that the Proposed Quotation meets the needs of the Company and would be beneficial to the Company and its Shareholders as a whole.

The Proposed Quotation would enhance the reputation and influence of the Company by providing public trading channels for its Shares in both the PRC and Hong Kong stock markets. The Company would also have access to an established platform in the PRC capital market and broaden its capital base as well as its financing channels and options, which would enhance the liquidity support for the Company's future development. In addition to compliance with the Listing Rules, the Company and its internal control framework also have to meet the requirements under the "Governance Rules for Companies Quoted on the National Equities Exchange and Quotations" (《全國中小企業股份轉讓系統掛牌公司治理規則》) and other laws and regulations related to NEEQ-listed companies following the Proposed Quotation. Therefore, the Company would be able to maintain and optimize its corporate governance in its management structures and internal control procedures and continue to ensure effective accountability.

2. Effects of the Proposed Quotation on shareholding structure of the Company

As of the date of this circular, the share capital of the Company comprises 1,659,444,838 Shares of nominal value at RMB1.00 each, including 1,605,176,474 H Shares and 54,268,364 Domestic Shares. There will be no issue of new Shares under the Proposed Quotation, and therefore there will be no change in the issued share capital of the Company.

LETTER FROM THE BOARD

IV. THE EGM

The EGM will be held at Conference Room, Building 7, No. 37 Chaoqian Road, Changping District, Beijing, the PRC on Wednesday, November 29, 2023 at 11:00 a.m.. Notice convening the EGM is set out in pages N-1 to N-4 of this circular and is available on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.lepubiopharma.com).

V. CLOSURE OF REGISTER OF MEMBERS

As disclosed in the announcement of the Company dated November 9, 2023, for the purpose of determining the H Shareholders who are entitled to attend and vote at the EGM, the register of members of H Shares will be closed from Friday, November 24, 2023 to Wednesday, November 29, 2023 (both days inclusive), during which period no transfer of H Shares will be registered.

VI. PROXY ARRANGEMENT

The form of proxy of the EGM is published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.lepubiopharma.com).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for Domestic Shareholders, the form of proxy should be returned to the Company's principal place of office in the PRC at No. 651, Lianheng Road, Minhang District, Shanghai, the PRC by personal delivery or by post, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 11:00 a.m. on Tuesday, November 28, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish and in such event the form of proxy shall be deemed to be revoked.

VII. VOTING BY POLL

Any vote of the Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the Articles to demand a poll in relation to all the proposed resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM.

LETTER FROM THE BOARD

VIII. RECOMMENDATION

The Board considers that all the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

IX. RESPONSIBILITY STATEMENT

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

X. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

There is no assurance that the Proposed Quotation will proceed. Shareholders and investors are advised to exercise caution when dealing in the securities of the Company. Further details about the Proposed Quotation will be disclosed by the Company in due course.

Yours faithfully,

By order of the Board

Lepu Biopharma Co., Ltd.

Dr. Pu Zhongjie

Chairman of the Board and Executive Director

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES

Before amendment	After amendment
<p>Article 20 Domestic shares issued by the Company are deposited under the centralized custody of the securities depository institution that meets relevant requirements. The H Shares of the Company are mainly deposited under the custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders.</p>	<p>Article 20 <u>After the Company is quoted on the National Equities Exchange and Quotations Corporation Limited (the “NEEQ”), the domestic shares of the Company shall mainly be deposited under the custody of the China Securities Depository and Clearing Corporation Limited.</u> The H Shares of the Company are mainly deposited under the custody of entrusted Hong Kong securities clearing companies and such shares may also be held under the personal names of shareholders.</p>
<p>Article 21 The Company may, based on its business and development needs and in accordance with the laws, administrative regulations, normative documents, departmental rules and the listing rules of the places where the shares of the Company are listed, increase its capital in the following manners upon resolutions being adopted by the general meetings:</p> <p>(I) by public offering of shares;</p> <p>(II) by non-public offering of shares;</p> <p>(III) by placing shares to its existing shareholders;</p> <p>(IV) by distributing bonus shares to its existing shareholders;</p> <p>(V) by capitalizing its capital common reserve;</p> <p>(VI) by other means permitted by the law, administrative regulations or approved by the securities regulatory bodies.</p> <p>The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated in the relevant laws, administrative regulations, departmental rules, normative documents in the PRC and the procedures provided in the listing rules of the places where the shares of the Company are listed.</p>	<p>Article 21 The Company may, based on its business and development needs and in accordance with the laws, administrative regulations, normative documents, departmental rules and the listing rules of the places where the shares of the Company are listed <u>(including the rules of the NEEQ, the same applies below)</u>, increase its capital in the following manners upon resolutions being adopted by the general meetings:</p> <p>(I) by public offering of shares;</p> <p>(II) by non-public offering of shares;</p> <p>(III) by placing shares to its existing shareholders;</p> <p>(IV) by distributing bonus shares to its existing shareholders;</p> <p>(V) by capitalizing its capital common reserve;</p> <p>(VI) by other means permitted by the law, administrative regulations or approved by the securities regulatory bodies.</p> <p>The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated in the relevant laws, administrative regulations, departmental rules, normative documents in the PRC and the procedures provided in the listing rules of the places where the shares of the Company are listed.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 28 Unless the Company is under liquidation, it shall comply with the following provisions in respect of the repurchase of its outstanding shares:</p> <p>(I) where the Company repurchases its shares at nominal value, the amount thereof shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the repurchase of shares;</p> <p>(II) where the Company repurchases its shares at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the repurchase of shares. The portion in excess of the nominal value shall be handled as follows:</p> <ol style="list-style-type: none"> 1. if the shares repurchased were issued at nominal value, payment shall be deducted from the book balance of the distributable profits of the Company; 2. if the shares repurchased were issued at a price higher than their nominal value, payment shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the buy-back of shares, provided that the amount deducted from the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the shares repurchased nor shall it be more than the amount of the Company's capital common reserve account (including the premiums on the new issue of shares) at the time of such repurchase; 	<p>Article 28 Unless the Company is under liquidation, it shall comply with the following provisions in respect of the repurchase of its outstanding shares:</p> <p>(I) where the Company repurchases its shares at nominal value, the amount thereof shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the repurchase of shares;</p> <p>(II) where the Company repurchases its shares at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the repurchase of shares. The portion in excess of the nominal value shall be handled as follows:</p> <ol style="list-style-type: none"> 1. if the shares repurchased were issued at nominal value, payment shall be deducted from the book balance of the distributable profits of the Company; 2. if the shares repurchased were issued at a price higher than their nominal value, payment shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the buy-back of shares, provided that the amount deducted from the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the shares repurchased nor shall it be more than the amount of the Company's capital common reserve account (including the premiums on the new issue of shares) at the time of such repurchase;

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>(III) payment by the Company for the following purposes shall be paid out of the Company’s distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of rights to repurchase shares of the Company; 2. modification of any agreement for repurchasing shares of the Company; 3. release of any of the Company’s obligations under any agreement for repurchasing its shares; <p>(IV) after the aggregate nominal value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount deducted from the distributable profits for payment for repurchasing shares at their nominal value shall be accounted for in the Company’s capital common reserve account.</p> <p>Where the laws, administrative regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities in the places where the shares of the Company are listed contain any other provisions in respect of the accounting treatment related to the aforementioned share repurchase, such provisions shall prevail.</p>	<p>(III) payment by the Company for the following purposes shall be paid out of the Company’s distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of rights to repurchase shares of the Company; 2. modification of any agreement for repurchasing shares of the Company; 3. release of any of the Company’s obligations under any agreement for repurchasing its shares; <p>(IV) after the aggregate nominal value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount deducted from the distributable profits for payment for repurchasing shares at their nominal value shall be accounted for in the Company’s capital common reserve account.</p> <p>Where the laws, administrative regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities <u>(including the NEEQ, the same applies below)</u> in the places where the shares of the Company are listed contain any other provisions in respect of the accounting treatment related to the aforementioned share repurchase, such provisions shall prevail.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 56 The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to laws:</p> <p>(I) to decide the business operation guidelines and investment plans for the Company;</p> <p>(II) to elect, change, appoint and remove Directors and Supervisors who are not employees’ representatives, and determine the remunerations of Directors and Supervisors;</p> <p>(III) to consider and approve reports of the Board;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the annual financial budgets and final accounting proposals of the Company;</p> <p>(VI) to consider and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(VII) to resolve on the increase or reduction of the registered capital of the Company and issuance of shares of any class, stock warrants or other similar securities;</p> <p>(VIII) to resolve on the issuance of bonds of the Company;</p> <p>(IX) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;</p>	<p>Article 56 The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to laws:</p> <p>(I) to decide the business operation guidelines and investment plans for the Company;</p> <p>(II) to elect, change, appoint and remove Directors and Supervisors who are not employees’ representatives, and determine the remunerations of Directors and Supervisors;</p> <p>(III) to consider and approve reports of the Board;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the annual financial budgets and final accounting proposals of the Company;</p> <p>(VI) to consider and approve the Company’s profit distribution plans and loss recovery plans;</p> <p>(VII) to resolve on the increase or reduction of the registered capital of the Company and issuance of shares of any class, stock warrants or other similar securities;</p> <p>(VIII) to resolve on the issuance of bonds of the Company;</p> <p>(IX) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
(X) to amend these Articles of Association;	(X) to amend these Articles of Association;
(XI) to consider and approve the Company's purchase or disposal of major assets, investment or guarantees within one year with the aggregate amount exceeding 30% of the latest audited total assets of the Company;	(XI) to consider and approve the Company's purchase or disposal of major assets, investment or guarantees within one year with the aggregate amount exceeding 30% of the latest audited total assets of the Company;
(XII) to determine the Company's engagement, removal or discontinuance of engagement of accounting firms;	<u>(XII) to consider and approve transactions between the Company and related parties (other than provision of guarantees) with an amount that accounts for 5% or more of the Company's latest audited total assets and exceeds RMB30 million or that accounts for 30% or more of the Company's latest audited total assets (transactions with a single related party or transactions with different related parties in respect of the same subject matter within a period of 12 consecutive months shall be aggregated, except for those for which the corresponding decision making procedures or information disclosure obligations have been performed in accordance with the relevant requirements);</u>
(XIII) to consider and approve matters relating to the changes in the use of proceeds;	(XIII) to determine the Company's engagement, removal or discontinuance of engagement of accounting firms;
(XIV) to consider and approve share incentive schemes;	(XIV) to consider and approve matters relating to the changes in the use of proceeds;
(XV) to consider other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, departmental rules, normative documents, the listing rules of the places where shares of the Company are listed and these Articles of Association.	(XV) to consider and approve share incentive schemes;
	(XVI) to consider other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, departmental rules, normative documents, the listing rules of the places where shares of the Company are listed and these Articles of Association.

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
New provision	<p>Article 57 The following external guarantees provided by the Company shall be considered and approved by a general meeting:</p> <ul style="list-style-type: none"> (I) any guarantee provided after the total guarantee amount provided by the Company and its controlled subsidiaries has exceeded fifty percent (50%) of the Company's latest audited net assets; (II) any guarantee provided after the guarantee amount has exceeded 30% of the Company's latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months; (III) any guarantee provided to a party which has a debt-to-asset ratio in excess of seventy percent (70%); (IV) a single guarantee for an amount in excess of ten percent (10%) of the latest audited net assets; (V) guarantees to be provided to shareholders, actual controllers and their related parties; (VI) other guarantees stipulated by the CSRC, the NEEQ and the Articles of Association. <p>The above external guarantees which are subject to the approval of a general meeting shall be considered and approved by the Board of Directors before submission to the general meeting for approval. Guarantees within the authority of the Board of Directors shall also be subject to the approval of at least two thirds (2/3) of the directors present at a meeting of the Board of Directors, in addition to the approval by a majority of all directors. A guarantee under item (II) above shall be approved by at least two thirds (2/3) of voting rights held by the shareholders present at the general meeting.</p> <p>If the Company provides a guarantee for a wholly-owned subsidiary, or provides a guarantee for a controlled subsidiary and the other shareholders of the controlled subsidiary provide an equivalent guarantee in proportion to the interests enjoyed by them, which is not detrimental to the interests of the Company, it may be exempted from the provisions of items (I), (III) and (IV) above.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 70 Unless these Articles of Association otherwise requires, the notice of a general meeting shall be sent to shareholders and announced in accordance with the relevant requirements in Chapter 10 of these Articles of Association.</p> <p>The notice of the general meeting may also be given by way of announcement. The announcement referred to in the preceding paragraph shall, within the period from twenty (20) to twenty-five (25) days before the convening of an annual general meeting or fifteen (15) to twenty (20) days before the convening of an extraordinary general meeting, be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.</p> <p>The notices, materials or written statement of the general meeting should be delivered to the shareholders of overseas listed foreign shares 20 days before the convening of an annual general meeting or 15 days before the convening of an extraordinary general meeting in any of the following manners:</p> <p>(I) to be delivered to every holder of overseas listed foreign shares by person or by mail to the registered addresses of such holder of overseas listed foreign shares;</p> <p>(II) announced at the websites designated by the securities regulatory authorities or the stock exchange of the places where securities of the Company are listed in accordance with relevant laws, administrative regulations and relevant listing rules;</p> <p>(III) other manners required by the stock exchanges of the places where securities of the Company are listed and the listing rules.</p>	<p>Article 71 Unless these Articles of Association otherwise requires, the notice of a general meeting shall be sent to shareholders and announced in accordance with the relevant requirements in Chapter 10 of these Articles of Association.</p> <p>The notice of the general meeting may also be given by way of announcement. The announcement referred to in the preceding paragraph shall, within the period from twenty (20) to twenty-five (25) days before the convening of an annual general meeting or fifteen (15) to twenty (20) days before the convening of an extraordinary general meeting, be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the general meeting.</p> <p>The notices, materials or written statement of the general meeting should be delivered to the shareholders of overseas listed foreign shares 20 days before the convening of an annual general meeting or 15 days before the convening of an extraordinary general meeting in any of the following manners:</p> <p>(I) to be delivered to every holder of overseas listed foreign shares by person or by mail to the registered addresses of such holder of overseas listed foreign shares;</p> <p>(II) announced at the websites designated by the securities regulatory authorities or the stock exchange of the places where securities of the Company are listed <u>or at the NEEQ's designated website</u> in accordance with relevant laws, administrative regulations and relevant listing rules;</p> <p>(III) other manners required by the stock exchanges of the places where securities of the Company are listed and the listing rules.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 136 Except for matters set out in Items (VI), (VII) and (XIII) of Article 124 of these Articles of Association which are required to be approved by voting by two thirds (2/3) or more of the Directors, other matters can be approved by voting by more than half of the Directors as resolutions of the Board of Directors.</p> <p>As for the voting on a Board resolution, each Director shall have one vote only.</p>	<p>Article 137 Except for matters set out in Items (VI), (VII) and (XIII) of Article 125 of these Articles of Association which are required to be approved by voting by two thirds (2/3) or more of the Directors, other matters can be approved by voting by more than half of the Directors as resolutions of the Board of Directors.</p> <p>As for the voting on a Board resolution, each Director shall have one vote only.</p>
<p>Article 137 When a Director is connected to companies which are the subject of a resolution to be decided at a Board meeting, the related Director shall not vote on that resolution, and shall not vote on behalf of other Directors. Such Board meeting can be held if more than one half of the non-connected Directors attend. Resolutions made by the Board meeting shall be passed by more than one half of the non-connected Directors (resolutions involving Items (VI), (VII) and (XIII) of Article 124 of these Articles of Association shall be approved by voting by two thirds (2/3) or more of the non-connected Directors). The Independent Non-executive Directors shall offer their independent opinions on the material connected transactions. If less than three (3) non-connected Directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.</p>	<p>Article 138 When a Director is connected to companies which are the subject of a resolution to be decided at a Board meeting, the related Director shall not vote on that resolution, and shall not vote on behalf of other Directors. Such Board meeting can be held if more than one half of the non-connected Directors attend. Resolutions made by the Board meeting shall be passed by more than one half of the non-connected Directors (resolutions involving Items (VI), (VII) and (XIII) of Article 125 of these Articles of Association shall be approved by voting by two thirds (2/3) or more of the non-connected Directors). The Independent Non-executive Directors shall offer their independent opinions on the material connected transactions. If less than three (3) non-connected Directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 179 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company’s Directors, Supervisors, the CEO and other senior management members owes the following duties to each shareholder when exercising the functions and powers of the Company entrusted to him/her:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act honestly and in the best interests of the Company;</p> <p>(III) not to expropriate the Company’s property in any way, including, but not limited to, usurpation of opportunities which benefit the Company;</p> <p>(IV) not to expropriate individual rights of shareholders, including, but not limited to, rights to distribution and voting rights, except for the restructuring of the Company, which has been submitted to the shareholders for approval in accordance with these Articles of Association.</p>	<p>Article 180 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed <u>and rules applicable to all national public companies</u>, each of the Company’s Directors, Supervisors, the CEO and other senior management members owes the following duties to each shareholder when exercising the functions and powers of the Company entrusted to him/her:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act honestly and in the best interests of the Company;</p> <p>(III) not to expropriate the Company’s property in any way, including, but not limited to, usurpation of opportunities which benefit the Company;</p> <p>(IV) not to expropriate individual rights of shareholders, including, but not limited to, rights to distribution and voting rights, except for the restructuring of the Company, which has been submitted to the shareholders for approval in accordance with these Articles of Association.</p>
<p>Article 184 Subject to situations provided under Article 63 of these Articles of Association, the Directors, Supervisors, the CEO and other senior management of the Company may be released from liabilities for specific breaches of his/her duty with the informed consent of the shareholders given at a general meeting.</p>	<p>Article 185 Subject to situations provided under Article <u>64</u> of these Articles of Association, the Directors, Supervisors, the CEO and other senior management of the Company may be released from liabilities for specific breaches of his/her duty with the informed consent of the shareholders given at a general meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 190 A security for the repayment of a loan, which has been provided by the Company acting in breach of Item (I) of Article 188 shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) the security was provided in connection with a loan, which was made to an associate of the Directors, Supervisors, the CEO and other senior management of the Company or its parents and the lender of such funds is not informed;</p> <p>(II) the collateral, which has been provided by the Company has already been legally disposed of by the lender to a bona fide purchaser.</p>	<p>Article 191 A security for the repayment of a loan, which has been provided by the Company acting in breach of Item (I) of Article <u>189</u> shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) the security was provided in connection with a loan, which was made to an associate of the Directors, Supervisors, the CEO and other senior management of the Company or its parents and the lender of such funds is not informed;</p> <p>(II) the collateral, which has been provided by the Company has already been legally disposed of by the lender to a bona fide purchaser.</p>
<p>Article 229 In the circumstance set out in Item (I) of Article 228 of these Articles of Association, the Company may continue to subsist by amending the Articles of Association.</p> <p>An amendment to the Articles of Association according to the provisions as mentioned in the preceding paragraph requires affirmative votes by more than two thirds (2/3) of the votes held by shareholders attending the general meeting.</p>	<p>Article 230 In the circumstance set out in Item (I) of Article <u>229</u> of these Articles of Association, the Company may continue to subsist by amending the Articles of Association.</p> <p>An amendment to the Articles of Association according to the provisions as mentioned in the preceding paragraph requires affirmative votes by more than two thirds (2/3) of the votes held by shareholders attending the general meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 230 Where the Company is dissolved under the circumstances set out in Items (I), (II), (IV) and (VI) of Article 228 of these Articles of Association, the Company shall establish a liquidation committee within fifteen (15) days upon the approval of the securities regulatory authorities. The composition of the liquidation committee shall be determined by ordinary resolution at general meeting. If the Company fails to establish a liquidation committee on time, creditors may request the people’s court to designate certain persons to form a liquidation committee to perform liquidation.</p> <p>Where the Company is voluntarily dissolved under the circumstance set out in Item (II) of Article 228 of the Articles of Association, such dissolution must be approved by more than two thirds (2/3) of the voting rights held by shareholders present at the general meeting.</p> <p>Where the Company is dissolved under the circumstance set out in Item (III) of Article 228 of the Articles of Association, the Company shall apply to the securities regulatory authorities with reasons for dissolution and liabilities settlement scheme. The Company shall be dissolved after obtaining the approval from the securities regulatory authorities.</p> <p>Where the Company is dissolved under the circumstance set out in Item (V) of Article 228 of the Articles of Association, the people’s court shall, according to the applicable laws, order the formation of a liquidation committee comprising shareholders, relevant authorities and professionals to process the liquidation in accordance with the applicable bankruptcy law of enterprises.</p>	<p>Article 231 Where the Company is dissolved under the circumstances set out in Items (I), (II), (IV) and (VI) of Article 229 of these Articles of Association, the Company shall establish a liquidation committee within fifteen (15) days upon the approval of the securities regulatory authorities. The composition of the liquidation committee shall be determined by ordinary resolution at general meeting. If the Company fails to establish a liquidation committee on time, creditors may request the people’s court to designate certain persons to form a liquidation committee to perform liquidation.</p> <p>Where the Company is voluntarily dissolved under the circumstance set out in Item (II) of Article 229 of the Articles of Association, such dissolution must be approved by more than two thirds (2/3) of the voting rights held by shareholders present at the general meeting.</p> <p>Where the Company is dissolved under the circumstance set out in Item (III) of Article 229 of the Articles of Association, the Company shall apply to the securities regulatory authorities with reasons for dissolution and liabilities settlement scheme. The Company shall be dissolved after obtaining the approval from the securities regulatory authorities.</p> <p>Where the Company is dissolved under the circumstance set out in Item (V) of Article 229 of the Articles of Association, the people’s court shall, according to the applicable laws, order the formation of a liquidation committee comprising shareholders, relevant authorities and professionals to process the liquidation in accordance with the applicable bankruptcy law of enterprises.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
New provision	<p>Article 239 The Company shall disclose regular reports and interim reports according to law.</p> <p>The Company has designated the information disclosure platform of the National Equities Exchange and Quotations (www.neeq.com.cn) as the media for publishing announcements and other information required to be disclosed by companies in the PRC.</p>
New provision	<p>Article 240 The work of investor relationship management involves information that may affect investors' decision-making, and primarily includes:</p> <p>(I) the development strategy of the Company, including the Company's development trajectory, development plan, competition strategy, market strategy, operating policy, etc.;</p> <p>(II) the disclosure of the Company's statutory information and its description thereof, including regular reports, interim announcements, annual reports, etc.;</p> <p>(III) the operation and management information of the Company that can be disclosed in accordance with law, including production and operation status, financial status, research and development of new products or new technologies, operating results, dividend distribution, management models and changes thereto, etc.;</p> <p>(IV) the Company's corporate operation and management philosophy and the development of corporate culture;</p> <p>(V) other relevant information of the Company.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
New provision	Article 241 The means of communication between the Company and investors include but are not limited to: regular reports and interim announcements; the Company’s website; general meetings; telephone consultation and communication by facsimile; the delivery of materials; advertisements, brochures or other promotional materials; media interviews and reports; on-site visits or seminars; analyst meetings or performance briefings; and one-on-one communication.
New provision	Article 242 Should the Company apply for the discontinuation of the quotation of its shares on the National Equities Exchange and Quotations, it must give full consideration to the legitimate rights and interests of its shareholders, and institute reasonable arrangements for dissenting shareholders. The Company should institute investor protection mechanisms in connection with the discontinuation of its quotation. In particular, where the Company proactively seeks to discontinue the quotation, the controlling shareholders and the actual controllers should formulate reasonable investor protection measures, and provide protection for other shareholders’ rights and interests through the provision of cash options, buy-back arrangements, and other means; where the Company’s quotation is forcibly discontinued, the controlling shareholders and the actual controllers should proactively negotiate with other shareholders to arrive at a resolute arrangement.

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>Article 243 Definitions</p> <p>(I) The “controlling shareholder” shall refer to a person that satisfies any of the following conditions:</p> <ol style="list-style-type: none"> 1. he/she, acting alone or in concert with others, has the power to elect half or more of the total number of Directors; 2. he/she, acting alone or in concert with others, has the power to exercise or control the exercise of thirty percent (30%) or more of the Company’s voting rights; 3. he/she, acting alone or in concert with others, holds thirty percent (30%) or more of the issued and outstanding shares of the Company; 4. he/she, acting alone or in concert with others, has de facto control over the Company in any other manner. <p>The “acting in concert” in this Article means the act of two or more people that in form of agreement (whether oral or written) reaching a consensus that, through take-over of the Company’s voting rights by any one of them to achieve the purpose of controlling the Company or to consolidate such control.</p> <p>(II) The “actual controller” refers to that although such controller is not a shareholder of the Company, he/she is a person who can actually dominate the Company through investment relations, agreements or other arrangements.</p>	<p>Article 248 Definitions</p> <p>(I) The “controlling shareholder” shall refer to a person that satisfies any of the following conditions:</p> <ol style="list-style-type: none"> 1. he/she, acting alone or in concert with others, has the power to elect half or more of the total number of Directors; 2. he/she, acting alone or in concert with others, has the power to exercise or control the exercise of thirty percent (30%) or more of the Company’s voting rights; 3. he/she, acting alone or in concert with others, holds thirty percent (30%) or more of the issued and outstanding shares of the Company; 4. he/she, acting alone or in concert with others, has de facto control over the Company in any other manner. <p>The “acting in concert” in this Article means the act of two or more people that in form of agreement (whether oral or written) reaching a consensus that, through take-over of the Company’s voting rights by any one of them to achieve the purpose of controlling the Company or to consolidate such control.</p> <p>(II) The “actual controller” refers to that although such controller is not a shareholder of the Company, he/she is a person who can actually dominate the Company through investment relations, agreements or other arrangements.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES IN
RESPECT OF THE PROPOSED QUOTATION**

Before amendment	After amendment
<p>(III) The “connected relations” refers to the relationship between the Company’s controlling shareholders, actual controller, Directors, Supervisors, senior management officers and those enterprises, which are directly or indirectly controlled by the foregoing parties and such other relationship, which may cause the interests of the Company to be transferred. However, the state-controlled enterprises do not have connected relations merely because they are all being controlled by the State.</p> <p>(IV) The “internal Directors” shall refer to such Directors who are concurrently taking other positions in the Company.</p>	<p>(III) The “connected relations” refers to the relationship between the Company’s controlling shareholders, actual controller, Directors, Supervisors, senior management officers and those enterprises, which are directly or indirectly controlled by the foregoing parties and such other relationship, which may cause the interests of the Company to be transferred. However, the state-controlled enterprises do not have connected relations merely because they are all being controlled by the State. <u>The connected persons and connected transactions referred to in these Articles of Association are identified in accordance with the definitions of related (connected) parties and related (connected) party transactions set out in the Management Policy for Related (Connected) Transactions of the Company.</u></p> <p>(IV) The “internal Directors” shall refer to such Directors who are concurrently taking other positions in the Company.</p>
<p>New provision</p>	<p>Article 249 Disputes between the Company, shareholders, Directors, Supervisors, senior management that involve the requirements prescribed under these Articles of Association should first be resolved through negotiation. Only when negotiation fails to resolve said dispute should the parties refer it to a people’s court in the Company’s place of domicile to be resolved by way of litigation.</p>

LEPU BIOPHARMA CO., LTD.
MANAGEMENT POLICY FOR RELATED (CONNECTED) TRANSACTIONS

Article 1 In order to enhance the management of the related (connected) transactions of Lepu Biopharma Co., Ltd. (hereinafter referred to as the “**Company**”, together with its subsidiaries, the “**Group**”), to clearly define management duties and the allocations thereof, to protect the legitimate interests of the shareholders of the Company (the “**Shareholders**”) and creditors, and to ensure that the related (connected) transaction contracts to be entered into between the Company and the related (connected) parties are in line with the principle of fairness, openness and impartiality, the Rules are formulated in accordance with state laws and administrative regulations on the regulating of related (connected) transactions, the regulations and rules of the securities regulatory authorities and stock exchanges where the Company’s Shares are listed (including the Company being quoted on the National Equities Exchange and Quotations, the same applies below), and the requirements of the Articles of Association of Lepu Biopharma Co., Ltd. (the “**Articles of Association**”).

Article 2 Identification of Related (Connected) Transaction

2.1 In accordance with the “Governance Rules for the Companies Quoted on the National Equities Exchange and Quotations” (《全國中小企業股份轉讓系統掛牌公司治理規則》) (hereinafter referred to as the “**Governance Rules for the Quoted Companies**”), connected transactions mainly include the followings:

- (I) purchase or sale of assets;
- (II) external investments (including entrusted wealth management, investments in subsidiaries, etc.);
- (III) provision of financial assistance;
- (IV) provision of guarantees;
- (V) the leasing-in and leasing-out of assets;
- (VI) restructuring debts or claims;
- (VII) donating or receiving assets;
- (VIII) signing license agreements;
- (IX) transferring or acquiring R&D projects;
- (X) entering into contracts on management (including entrustment of operations, commission of operations, etc.);

- (XI) waiver of any rights (including the waiver of rights of first refusal, pre-emptive rights, etc.);
- (XII) other transactions as determined by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and National Equities Exchange and Quotations (hereinafter referred to as the “NEEQ”).

The purchase or sale of assets mentioned above does not include transactions related to daily operations, such as the purchase of raw materials, fuel and power, and the sale of products or goods.

2.2 In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), connected transactions refer to transactions conducted between the Company and its subsidiaries with connected persons of the Company, including but not limited to the followings:

- (I) acquiring or disposing of assets;
- (II) the group granting, accepting, exercising, transferring or terminating an option to acquire or dispose of assets, or to subscribe for securities; or the group deciding not to exercise an option to acquire or dispose assets, or to subscribe for securities;
- (III) entering into or terminating finance leases or operating leases or sub-leases;
- (IV) granting an indemnity or guarantee of indemnity; or providing or receiving financial assistance;
- (V) entering into any arrangement or agreement related to establishment of joint entities (whether formed as a partnership, company or any other joint venture);
- (VI) issuance of new securities by the group;
- (VII) providing, receiving or sharing services; or
- (VIII) providing or purchasing raw materials, semi-finished products and finished products; and
- (IX) any other matter which shall be identified as a connected transaction in accordance with provisions of the securities regulatory authority and stock exchange in the place where the Company’s Shares are listed.

A continuing related (connected) transaction is a related (connected) transaction involving goods, services or the provision of financial assistance that is expected to be carried out on a continuing or recurring basis over a period of time, usually in the ordinary course of the Company's business, including but not limited to:

- (I) selling products and goods;
- (II) providing or accepting labor services;
- (III) appointing others or being appointed for sales;
- (IV) signing license agreements;
- (V) transferring or acquiring R&D projects;
- (VI) appointing others or being appointed for management of assets or business;
- (VII) lease-in/lease-out of assets;
- (VIII) providing financial service; and
- (IX) any other matter which shall be identified as a related (connected) transaction in accordance with the provisions of the securities regulatory authority and stock exchange in the place where the Company's Shares are listed.

Article 3 Identification of Related (Connected) Party

3.1 A related party of the Company refers to any of the following natural persons, legal persons, or other organizations:

- (i) legal persons or organizations without any legal personality that directly or indirectly control the Company;
- (ii) legal persons or organizations without any legal personality, other than the Company and its controlled subsidiaries, which are controlled either directly or indirectly by the legal persons referred to in the preceding sub-paragraph;
- (iii) legal persons or organizations without any legal personality, other than the Company (upon its being quoted) and their controlled subsidiaries, which are controlled either directly or indirectly by a related natural person, or in which such related natural person serves as a director or senior officer;
- (iv) legal persons or organizations without any legal personality that directly or indirectly hold 5% or more of the shares in the Company (upon its being quoted);

- (v) other legal persons or organizations without any legal personality, as determined by the CSRC, the NEEQ, or the Company (upon its being quoted) in accordance with the principle of substance over form, that have a special relationship with the Company (upon its being quoted) which may cause or has caused the Company (upon its being quoted) to favor the interests of such legal persons or unincorporated organizations;
 - (vi) natural persons who directly or indirectly hold 5% or more of the shares in the Company (upon its being quoted);
 - (vii) the directors, supervisors, and senior officers of the Company (upon its being quoted);
 - (viii) the directors, supervisors, and senior officers of any legal person that directly or indirectly controls the Company;
 - (ix) close family members of the persons referred to in items (vii) and (viii) above, including their spouse, parents, children aged 18 or above and their spouse, siblings and their spouse, and the spouse's parents, siblings, and children's parents-in-law;
 - (x) natural persons, legal persons, or other organizations falling into any of the above-mentioned circumstances within the past 12 months, or within the next 12 months pursuant to relevant agreements;
 - (xi) other natural persons, as determined by the CSRC, the NEEQ, or the Company in accordance with the principle of substance over form, who have a special relationship with the Company which may cause or has caused the Company to favor the interests of such natural persons.
- 3.2 In accordance with the provisions of the Hong Kong Listing Rules, a connected person of the Company includes:
- (i) a director (including any person who was a director of the Company or any of its subsidiaries in the last 12 months), supervisor, chief executive or substantial Shareholder of the Company or any of its subsidiaries (the “**Basic Connected Person(s)**”). A substantial Shareholder means a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company or each of its subsidiaries;
 - (ii) an associate of any of the above Basic Connected Person(s);

- (iii) a non-wholly-owned subsidiary of the Company where any Basic Connected Person(s) and their associates (other than the Basic Connected Person(s) and their associates of branch and subsidiary) are individually or jointly entitled to exercise or control the exercise of, 10% or more of the voting power at any general meeting of such non-wholly owned subsidiary;
 - (iv) any subsidiary of such non-wholly-owned subsidiaries of the Company as mentioned in the above Subparagraph (iii);
 - (v) any director, supervisor, senior executive and major Shareholder of the Company's non-material subsidiaries does not constitute connected persons of the Company.
- 3.3 In addition to the above-mentioned persons, a connected person also include any natural and legal person identified as a connected person in accordance with the rules of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") effective from time to time thereafter.
- 3.4 An "associate" for the purpose of the Rules includes:
- an "associate" of a Basic Connected Person who is a natural person includes:
- (1) his spouse or a person cohabiting with him as a spouse;
 - (2) natural or adopted child of the person or his spouse specified in Item (1), under the age of 18 years;
- (any of the persons specified in Items (1) and (2) is hereinafter referred to as an "family right")
- (3) the trustees, acting in their capacity as trustees, of any trust of which he or any of his family right is a beneficiary or, in the case of a discretionary trust, is (to its knowledge) a discretionary object (the "trustees");
 - (4) parent, step parent, brother, sister, step-brother or step-sister;
 - (5) any of the following family members who may be deemed to be an associate by the Hong Kong Stock Exchange: father-in-law, mother-in-law, son-in-law and daughter-in-law; grandparents; grandson (granddaughter); uncle and aunt and his/her spouse; brother-in-law and sister-in-law; and nephew and niece;
- (any of the persons specified in Items (4) and (5) is hereinafter referred to as a "relative")

- (6) any company in the equity capital of which he, his immediate family member and/or relative taken together are directly or indirectly interested so as to exercise or control the exercise of 50% or more of the voting power at general meetings, or to control the composition of a majority of the Board of Directors (in determining whether the majority control is held, the interests of the individual and the persons will be aggregated);
- (7) any company in the equity capital of which he, his immediate family member and/or any of the trustees, taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or any other amount specified from time to time in the Codes on Takeovers and Mergers and Share Buy-backs (hereinafter referred to as the “Takeovers Code”) as the level for triggering a mandatory general offer) or more of the voting power at general meetings of the issuer, or to control the composition of a majority of the Board of Directors of the issuer; and
- (8) all branches and subsidiaries of the Company specified in Item (7).

an “associate” of a basic connected person who is a legal person includes:

- (1) the controlling Shareholder, the branch or subsidiary of the controlling Shareholder, or the various branches and subsidiaries of the Company;
- (2) the trustees, acting in their capacity as trustees of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to the Company’s knowledge) a discretionary object (the “trustees”);
- (3) any other company in the equity capital of which the company, its subsidiary or holding company or a fellow subsidiary of its holding company referred to in items (1) and (2) above, taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or any other amount specified from time to time in the Takeovers Code as the level for triggering a mandatory general offer) or more of the voting power at general meetings of the issuer, or to control the composition of a majority of the Board of Directors; and
- (4) all branches and subsidiaries of the Company specified in Item (4); and

Other natural and legal persons other than those specified above that are identified as an associate in accordance with the Hong Kong Listing Rules.

3.5 An “insignificant subsidiary” for the purpose of the Rules is a subsidiary whose:

- (i) the values of the ratio tests based on total assets, revenue and profits for each of the last three accounting years are all less than 10%;

- (ii) the values of the ratio tests based on total assets, revenue and profits for the last accounting year are all less than 5%.

Article 4 The related (connected) transaction of the Company shall follow the following basic principles:

- (I) Comply with the principle of good faith;
- (II) Comply with the principles of equality, voluntariness, equivalence and compensation;
- (III) Comply with the principles of fairness, openness, justice and impartiality;
- (IV) For any transaction between the Company and its connected persons, a written agreement shall be entered into, specifying the rights, obligations and legal responsibilities of both parties, and should be conducted in comply with relevant requirements including regulations of the securities regulatory authority in the place where the Company's stock is listed and the listing rules of the relevant stock exchange;
- (V) A related (connected) transaction shall be conducted on normal commercial terms (or, for the Company, the terms of the transaction shall be no less favourable than those available or provided by independent third parties), and the terms of the transaction shall be fair and reasonable and in the interests of the Shareholders as a whole;
- (VI) If a connected person has the right to vote on a related (connected) transaction proposed at the general meeting, he/she/it shall abstain from voting;
- (VII) Any director with any interest with related parties shall abstain from voting on the said matter when voting by the Board of Directors;
- (VIII) The Board of Directors of the Company shall objectively judge whether the related (connected) transaction is beneficial to the Company, and shall, if necessary, engage professional valuers or independent financial advisers to give opinions;
- (IX) Related (connected) transaction shall be beneficial to the Company's business development;
- (X) Comply with applicable laws, regulations and rules of relevant regulatory agencies.

Article 5 The relevant decision-making procedures stipulated in the Rules do not apply to the related (connected) transactions that are exempt from reporting, announcement and independent Shareholders' approval procedures according to the listing rules of the place where

the Company's Shares are listed. If it is a related (connected) transaction that is exempt from reporting, announcement and independent Shareholders' approval procedures according to the listing rules of the place where the Company's Shares are listed, the transaction shall be conducted in comply with other relevant provisions of the applicable listing rules of the place where the Company's Shares are listed.

Article 6 Pricing principles and pricing methods for related (connected) transactions:

- (I) The pricing order of related (connected) transaction shall be subject to the principle of market pricing. If there is a national pricing, it will be determined according to the national pricing. If there is no national pricing and market price, it is determined by the cost plus reasonable profits. In case of the failure of the above, the fair price shall be determined through negotiation between both parties.
- (II) Both parties of the transaction shall determine the pricing method according to the specific circumstances of the related (connected) transaction, and make it clear in the relevant agreement in respect of the related (connected) transaction.
- (III) Market price: Determine the price and rate of assets, goods or services based on market prices.
- (IV) Cost-plus price: A transaction price and rate determined by adding a reasonable profit to the cost of the assets, goods or services involved in the transaction.
- (V) Agreement price: Price and rate being negotiated on arm's length basis based on general commercial terms.

Article 7 Management of related (connected) transaction prices

- (I) The parties to the transaction shall calculate the transaction price according to the price agreed in the related (connected) agreement and the actual transaction quantity, and make payment subject to the settlement term, payment method and time stipulated in the related (connected) agreement;
- (II) The financial department of the Company shall track the changes of the market price and cost of related (connected) transaction of the Company, and report the changes to the Board for filing.

Where the independent non-executive Directors have doubts about the price change of the related (connected) transaction, they may engage an independent financial advisor to give opinions on the fairness of the price change of the related (connected) transaction.

According to the Hong Kong Listing Rules, the Company must enter into a written agreement to conduct related (connected) transactions.

Article 8 The connected parties of the Company should adopt the following abstention measures as necessary when they enter into related (connected) transaction agreements with the Company:

- (I) any individual may only enter into a related (connected) transaction agreement on behalf of one of the parties;
- (II) connected parties should not, by any means, interfere with the decisions of the Company.

Article 9 During the consideration of a related (connected) transaction by the Board of Directors of the Company, connected directors shall abstain from voting thereon and shall not exercise voting rights on behalf of other directors. A board meeting may be held once a majority of non-connected directors are present thereat. Resolutions made at a board meeting shall be adopted by a majority of non-connected directors. If the number of non-connected directors attending the meeting is less than three, the Company should submit the transaction to general meeting for approval.

Connected directors referred to in the preceding paragraph shall include the following directors or the directors who are:

- (I) the counterparties;
- (II) the direct or indirect controllers of the counterparties;
- (III) taking office at the counterparties, or at the legal persons or other units which can directly or indirectly control the counterparties, or at the entities of legal persons directly or indirectly controlled by the counterparties;
- (IV) close family members of the counterparties or its direct or indirect controllers;
- (V) family members having a close relationship with the counterparties or the directors, supervisors or senior executives of their direct or indirect controllers;
- (VI) the directors whose independent business judgement may be affected, as required by the securities regulations applicable to the Company or as determined by the Company based on other grounds.

Article 10 Major related (connected) transactions of the Company under relevant domestic rules (if applicable) shall be approved by independent non-executive Directors before submissions to the Board of Directors for consideration. Prior to making any judgment, independent non-executive Directors may hire an intermediary institution to prepare an independent financial consultancy report as the basis of their judgment.

Except for related (connected) transactions exempted from reporting, announcement and independent Shareholders' approval requirements, independent non-executive Directors shall express their opinions and record them in the minutes of board meetings. For related (connected) transactions of the Company subject to the approval by independent Shareholders, the Company shall appoint an independent financial adviser to advise independent non-executive Directors and independent Shareholders on whether independent Shareholders shall vote in favor of the transaction.

Article 11 If a substantial Shareholder or director is considered by the Board of Directors to have material conflict of interest in the related (connected) transaction to be considered at the meeting of the Board of Directors, such matter shall not be handled by way of circulation or by a sub-committee (other than a committee resolved to be established for such matter at a meeting of the Board of Directors), and the Board of Directors shall hold a meeting of the Board of Directors for such matter. If a director and his associate is not material interested in a transaction, such director shall attend the relevant meeting of the Board of Directors.

Article 12 When related (connected) transactions are considered at a general meeting of the Company, connected Shareholders shall abstain from voting thereon and shall not exercise voting rights on behalf of other Shareholders. Their Shares held with voting rights will not be counted within the total number of valid votes.

Connected Shareholders referred to in the preceding paragraph shall include the following Shareholders or the Shareholders who are:

- (I) the counterparties; or
- (II) the direct or indirect controllers of the counterparties; or
- (III) under direct or indirect control of the counterparty of a transaction;
- (IV) under common control of the same legal person or natural person with the counterparty of a transaction, whether directly or indirectly;
- (V) being a Shareholder whose voting right is restricted or affected due to any outstanding equity transfer agreements or other agreements between such Shareholder and the counterparty of a transaction or such counterparty's connected persons;
- (VI) being a Shareholder who may, as considered by the securities regulatory requirements, receive preferential benefits from the Company.

Article 13 The voting at the general meeting on related (connected) transactions shall be valid only if it is passed by more than half (exclusive) of the voting rights held by Shareholders attending the general meeting other than the connected Shareholders.

Article 14 Decision-making on related (connected) transactions

14.1 According to the Governance Rules for the Quoted Companies, the decision-making authority for related party transactions is:

Related transactions of the Company that meet one of the following criteria shall be submitted to the Board of Directors for consideration:

- (i) transactions with related natural persons in the amount of more than RMB500,000;
- (ii) transactions with related legal persons in the amount that accounts for more than 0.5% of the Company's latest audited total assets and exceeds RMB3 million.

Related transactions of the Company that meet one of the following criteria shall be submitted to the general meeting for consideration:

Transactions between the Company and related parties (other than the provision of guarantees) with a turnover that accounts for more than 5% of the Company's latest audited total assets and exceeds RMB30 million, or that accounts for 30% or more of the Company's latest audited total assets.

For related transactions submitted to the general meeting for consideration, the subject matter of the transaction shall be evaluated or audited. Any related party transaction concerning the day-to-day operations of the Company may be exempted from audit or appraisal.

Provision of a guarantee by the Company for a connected person regardless of the amount shall be submitted to the general meeting for consideration, after consideration and approval by the Board of Directors.

The transactions with a single related party for a period of consecutive 12 months or transactions with different related parties the objects of which are related in category shall be aggregated. The above-mentioned single related party includes legal persons or other organizations which are under the common control of an actual controller with the related party, or have an equity control relationship with the related party, or have any director or senior officer also serving as a director or senior officer in the related party.

The related party transactions that shall be submitted to the general meeting for consideration in accordance with The Rules shall be implemented after being considered and approved by the general meeting. Other related party transactions other than the matters considered and approved by the general meeting and the Board of Directors shall be approved by the CEO.

- 14.2 The proposed connected transactions of the Company meeting the following criteria shall be disclosed in the form of announcement in a timely manner after the consideration and approval by the Board of Directors: The maximum percentage ratio under the Hong Kong Listing Rules with regard to the transaction: (1) ranges between 0.1% and 5%; or (2) is equal to or more than 5% but less than 25%, and the total transaction amount is less than HK\$10 million.
- 14.3 The proposed connected transactions of the Company other than transactions specified in Articles 14.1 and 14.2 above (namely transactions in respect of which the maximum percentage ratio exceeds 5%) shall be submitted to the general meeting of the Company for consideration and approval after the consideration and approval by the Board of Directors of the Company; and such connected transactions shall be disclosed in the form of announcement and circular in a timely manner after the consideration and approval by the Board of Directors.
- 14.4 The “percentage ratios” include:
- (i) total asset test: namely the total assets involved in relevant transactions divided by the latest audited or unaudited total assets of a company which are disclosed;
 - (ii) revenue test: namely the revenue attributable to assets involved in relevant transactions (excluding revenue or income generated occasionally) divided by the latest audited revenue of a company which is disclosed;
 - (iii) profit test: namely the profit attributable to assets involved in relevant transactions (after deducting all charges except taxation and before noncontrolling interests) divided by the latest audited revenue of a company which is disclosed;
 - (iv) consideration test: namely the transaction consideration divided by the total market capitalisation of a listed company (calculated as the average closing price of the Shares of the company as quoted on the Hong Kong Stock Exchange for 5 trading days prior to the date of the transaction agreement times the total number of the Shares of the company); and
 - (v) Share capital test: the nominal value of the consideration Shares in the transaction divided by the nominal value of the total issued Share capital of the company prior to the transaction if the consideration is in Shares.

Under the Hong Kong Listing Rules, if a series of connected transactions were entered into or completed within a 12-month period or are otherwise related, such transactions shall be aggregated and be treated as if they were one transaction by the Hong Kong Stock Exchange. The Company shall comply with the connected transaction requirements based on the classification of the connected transactions when aggregated.

The factors that the Hong Kong Stock Exchange shall consider for aggregation of a series of connected transactions include whether:

- (1) such transactions are entered into between the Company and the Group with the same party, or parties who are connected with one another;
- (2) such transactions involve the acquisition or disposal of parts of an asset or securities or interests in a company (or a company and group);
- (3) together lead to substantial involvement by the Company and the Group in a new business activity.

The Company shall set an annual cap for continuing connected transactions (the “annual cap”). The annual cap shall be:

- (1) expressed in monetary terms;
- (2) determined by reference to previous transactions and information in the published information of the Company and the Group. If there were no previous transactions, the annual cap shall be set based on reasonable assumptions; and
- (3) approved by Shareholders if the transaction requires Shareholders’ approval.

In accordance with the requirements of the Hong Kong Listing Rules, continuing connected transaction between the Company or any of its subsidiary and a connected person are subject to the decision-making procedures and the disclosure obligations which shall be performed in accordance with this Chapter:

- (I) With regard to a continuing connected transaction conducted for the first time, the Company shall enter into a written agreement with the connected person, and submit the transaction to the Board of Directors or the general meeting for consideration, according to the annual total transaction amount involved in the agreement, and disclose the details of the transaction in a timely manner; if the amount of the transaction exceeds the estimated total amount during the actual implementation by the Company, the Company shall re-submit the transaction to the Board of Directors or the general meeting for consideration and disclose the transaction, according to the excess;
- (II) With regard to a continuing connected transaction agreement which is considered and approved by the general meeting or the Board of Directors of the Company and is being performed, if no material changes in principal terms take place during the agreement term, the Company shall disclose the actual performance of the agreement as required and explain whether the agreement is complied with, in its annual reports; if there are material changes in the principal terms of the agreement

during the agreement term or there is a need to renew the agreement upon the expiry of the agreement, the Company shall re-submit to the Board of Directors or the general meeting of the Company for consideration, the continuing connected transaction agreement which is amended or renewed, according to the annual total transaction amount involved in the agreement;

- (III) For each continuing connected transaction, the relevant functional department in charge of the transaction and the Financial Management Department shall estimate the annual total transaction amount;
- (IV) At the beginning of each financial year, the Company shall carry out calculation for continuing connected transactions, so as to confirm the caps for various continuing connected transactions in the year, and notify relevant functional departments in a timely manner;
- (V) If after calculation, the Company expects that the annual amount of a continuing connected transaction will exceed the pre-approved annual cap, the Company shall carry out summarization rapidly, and organize corresponding decision-making procedures according to the new annual cap, and disclose the details of the transaction in a timely manner;
- (VI) Any connected transaction with the transaction amount exceeding the pre-approved cap in respect of which the decision-making procedures are not performed as required shall not be implemented.

A continuing connected transaction agreement between the Company and a connected person shall include:

- (I) pricing policy and basis;
- (II) transaction price;
- (III) total transaction volume for each year and determination basis;
- (IV) payment date and method;
- (V) principal terms which are required to be disclosed.

The term of a continuing connected transaction between the Company and a connected person is three years or less generally; with regard to the continuing connected transaction agreement with a term of three years or less, the Company shall re-perform relevant decision-making procedures and disclosure obligations as required, every three years, if the

term exceeds three years, and the independent financial adviser appointed by the Company should explain the reasons for exceeding the three-year period and that such period is consistent with the general treatment of such agreements in the industry.

The independent non-executive Directors of the Company shall review continuing connected transactions every year and express their opinions on the continuing connected transactions of the Company and any of its subsidiaries in its annual report.

The external auditor of the Company shall issue a letter to the Board of Directors of the Company every year, expressing opinions on the continuing connected transactions of the Company and any of its subsidiaries. The Company shall allow the external auditor to audit relevant accounts so that the external auditor can express relevant opinions.

The Company shall disclose in its annual report, the details of continuing connected transactions for each year, including transaction dates, parties to the transactions, contents, purposes, amounts and principal terms of transactions, as well as the nature and extent of the interests of connected persons in the transactions.

Article 15 The review procedures stipulated for related party transactions are not required for the following related party transactions conducted by the Company and its related parties:

- (I) transactions where one party subscribes in cash for stocks, corporate bonds or enterprise bonds, convertible corporate bonds, or other securities publicly issued by the other party;
- (II) transactions where one party, as a member of the underwriting syndicate, underwrites the stocks, corporate bonds or enterprise bonds, convertible corporate bonds, or other securities publicly issued by the other party;
- (III) transactions where one party receives dividends, bonuses, or remuneration pursuant to the resolution of the other party's general meeting;
- (IV) transactions where one party is involved in the other party's public bidding or auction, except where it is difficult to achieve a fair price in the bidding or auction;
- (V) transactions in which the Company unilaterally receives benefits, including donated cash assets, debt relief, guarantees, and subsidies;
- (VI) related party transactions the pricing of which is stipulated by the state;
- (VII) where the related party offers funds to the Company, the interest rate of which is not higher than the benchmark loan interest rate prescribed by the People's Bank of China for the same period, and the Company has no corresponding guarantee for the financial assistance;

(VIII) where the Company supplies products and services for directors, supervisors, and senior management on the same trading terms as non-related parties; and

(IX) other transactions as determined by the CSRC and the NEEQ.

Article 16 The Rules will come into effect from the date when the Shares of the Company are quoted on the NEEQ after it is considered and approved at the general meeting.

Article 17 The Board of Directors may revise and supplement the Rules when it deems necessary. Matters not covered by the Rules shall be handled in accordance with the current relevant laws, administrative regulations, departmental rules, normative documents, securities supervision requirements of the place where the Company's Shares are listed and the Articles of Association. In case of any inconsistency between the Rules and the laws, administrative regulations, departmental rules, normative documents, the securities regulatory requirements of the place where the Company's Shares are listed to be promulgated in the future or the revised Articles of Association, the latter shall prevail.

Article 18 The power of interpretation of the Rules shall be vested in the Board of Directors of the Company.

Article 19 The Rules are prepared in both Chinese and English, and the Chinese version shall prevail.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

**LEPU BIOPHARMA CO., LTD.
MANAGEMENT POLICY FOR EXTERNAL GUARANTEES**

Chapter 1 General Provisions

Article 1 In order to standardize the provision external guarantees by Lepu Biopharma Co., Ltd. (hereinafter referred to as the “**Company**”), effectively control the risks on external guarantees of the Company and ensure the asset safety of the Company, and in accordance with the PRC Company Law, the PRC Securities Law, the Civil Code of the People’s Republic of China (《中華人民共和國民法典》), the listing rules and relevant guidelines (including quoting rules, the same applies below) of the place where the Company’s securities are listed (including being quoted on the National Equities Exchange and Quotations, the same applies below) and other laws, regulations and relevant normative documents as well as the provisions under the Articles of association of the Company of the Company, this management policy is hereby formulated.

Article 2 This policy applies to the Company and the controlled subsidiaries of the Company.

Article 3 “External guarantees” in this policy refer to guarantees provided by the Company for others, including guarantees provided by the Company for its controlled subsidiaries. The “total amount of external guarantees of the Company and its controlled subsidiaries” is the sum of the total amount of the Company’s external guarantees including the Company’s guarantees to its controlled subsidiaries and external guarantees of its controlled subsidiaries. Such guarantee includes guarantee in the form of a warranty, mortgage and pledge.

This policy is not applicable to the guarantees provided by the Company for its own debts.

Article 4 After the relevant resolutions on external guarantees are made by the Board of Directors or the general meeting, the controlled subsidiaries of the Company shall notify the Company promptly to perform its obligation of information disclosure.

Chapter 2 External Guarantees and Management

Section 1 Guarantee Objects

Article 5 The Company may provide guarantees to an entity with independent legal person status which meets one of the following criteria:

- (I) a mutually guaranteed entity due to business needs of the Company;
- (II) an entity with established important business relationship with the Company;

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

- (III) an entity with potential important business relationship with the Company;
- (IV) the wholly-owned subsidiaries, the controlled subsidiaries of the Company and other entities in a control relationship with the Company.

The entities above shall also have relatively strong solvency and shall meet other relevant provisions of this policy.

If the Company provides guarantees for its controlling shareholder(s), actual controller(s) and their related parties, such controlling shareholder(s), actual controller(s) and their related parties shall provide counter-guarantee.

Article 6 If any of the following situations occurs to an entity applying for guarantee (except for the controlled subsidiaries of the Company), no guarantee shall be provided therefor:

- (I) Unclear property rights, unfinished restructuring or the establishment of which being inconsistent with national laws or the national industrial policy;
- (II) Provision of false financial statements and other information to cheat the Company out of its guarantee;
- (III) Occurrence of overdue debt and arrears of interest in the previous guarantee provided for such party by the Company;
- (IV) Being loss-making for two consecutive years;
- (V) Deterioration of operating conditions with a bad reputation;
- (VI) The Company considers that such guarantee could otherwise be harmful to the interests of the Company or the shareholders of the Company (the “Shareholders”).

Section 2 Review of Guarantee

Article 7 The guarantee applicant shall provide the following materials to the Company:

- (I) Guarantee application;
- (II) Basic conditions of the enterprise;
- (III) Audit reports for recent three years and the latest financial statements;
- (IV) Analysis report on operating conditions;

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

- (V) Master contract and relevant materials;
- (VI) Uses of the guarantee, expected economic benefits and analysis on solvency;
- (VII) Representation statement that there is no material lawsuit, arbitration or administrative penalty;
- (VIII) Counter guarantee plans and relevant proof materials on collaterals;
- (IX) Other materials that the Company deems necessary to provide.

Article 8 The Company shall carefully review the operating conditions and financial situations of the guarantee applicant (the guaranteed party) to acquaint itself with the credit conditions of the guarantee applicant. The Company's financial department, legal personnel of the admonition department or external lawyers shall conduct audit verification against the basic information provided by the guarantee applicant and the counter guarantor to perform comprehensive analysis on the financial conditions of the guarantee applicant and the counter guarantor, as well as the validity, benefits and risks of the guarantee, and provide a written report on whether or not to provide such guarantee to the Board of Directors after the review and approval of the same by the CEO.

Section 3 Approval of External Guarantees

Article 9 The following external guarantees of the Company shall be considered and approved at the general meeting:

- (I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries has exceeded fifty percent (50%) of the Company's latest audited net assets;
- (II) any guarantee provided after the amount of guarantees has exceeded 30% of the Company's latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;
- (III) any guarantee provided to a party which has an asset-liability ratio in excess of seventy percent (70%);
- (IV) a single guarantee for an amount in excess of ten percent (10%) of the latest audited net assets;
- (V) any guarantee required by the China Securities Regulatory Commission, the National Equities Exchange and Quotations (hereinafter referred to as the "NEEQ"), or the Articles of Association of the Company.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

The above external guarantees that shall be approved at a general meeting shall be considered and approved by the Board of Directors before submission to the general meeting for approval. Matters of guarantee within the authority of the Board of Directors shall also be subject to the approval of at least two-thirds (2/3) of the directors present at a meeting of the Board of Directors, in addition to the approval by a majority of all directors. For the guarantee specified in item (II) above, it shall be approved by more than two-thirds (2/3) of voting rights held by the Shareholders attending the general meeting.

If the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlled subsidiary and other Shareholders of the controlled subsidiary provide an equivalent guarantee in proportion to the interests enjoyed by them, which is not detrimental to the interests of the Company, it may be exempted from the provisions of items (I), (III) and (IV) above. The Company shall summarize and disclose the aforementioned guarantees in its annual and interim reports.

When the Company provides external guarantees, the guaranteed party shall submit complete materials to the financial department based on the requirements of guarantee procedures. The CEO of the Company shall arrange the financial department, legal personnel of the administrative department or external lawyers and other relevant departments to conduct review and verifications on the guarantee, specify the responsible person on the guarantee, issue the review report and submit it to the Board of Directors or the general meeting for review and approval after being reviewed by the CEO.

Article 10 The Board of Directors shall carefully analyze the financial condition, operation condition and creditworthiness of the guaranteed party and make a prudent decision in accordance with laws. The Company may, when necessary, engage an external professional institution to evaluate the risk of the external guarantee as a basis for decision-making by the Board of Directors or at the general meeting.

Article 11 The external guarantees considered and approved by the Board of Directors or at the general meeting shall be disclosed in a timely manner in accordance with securities regulatory requirements of the place where the Company's Shares are listed. The contents disclosed shall include but not be limited to the resolution of the Board of Directors and/or the general meeting, as well as the aggregate amount of external guarantees provided by the Company and its controlled subsidiaries and the aggregate amount of guarantees provided by the Company for its controlled subsidiaries as of the date of such information disclosure.

Article 12 When guarantees provided to Shareholders, actual controller(s) and their related (connected) parties are considered at the meeting of the Board of Directors or the general meeting, such related (connected) directors and related (connected) Shareholders shall abide by relevant policies on the management of related (connected) transactions of the Company and abstain from voting.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

Article 13 For external guarantees, the Company shall request the counterparty to provide counter-guarantees or provide assets with guaranteed value and strong realization potential as collateral or pledge. The provider of counter-guarantees shall be proved to have the actual ability to bear relevant liabilities. The Company shall make prudent judgments on the actual guarantee capability of the provider of counter-guarantees and the enforceability of the counter-guarantees.

Section 4 Management of External Guarantee Contracts

Article 14 A written contract shall be entered into for guarantee projects considered and approved by the Board of Directors or at the general meeting. Guarantee contracts shall comply with the provisions of related laws and regulations and clearly stipulate the scope or limit of the debt, the scope of guaranteed liabilities, the mode and term of the guarantee in accordance with the Civil Code of the People's Republic of China.

Article 15 When a guarantee contract is entered into, the financial department shall carefully review the relevant contents of the guarantee contract. In the case of terms imposing compulsory obligations or the terms that are clearly unfavorable to the interests of the Company and the terms with possibility of unexpected risk, the other party shall be required to revise the terms or be refused to provide guarantee.

Article 16 The chairman of the Company or the authorized person of the Company shall enter into guarantee contracts on behalf of the Company pursuant to the resolutions of the Board of Directors or the general meeting. Without approval of the general meeting or the Board of Directors of the Company, the directors, the CEO or branches of the Company shall not sign guarantee contracts on behalf of the Company. The financial department shall not enter into guarantee contracts beyond its authority or sign or affix the common seal on the principal debt contract in the capacity of the guarantor.

Article 17 The independent non-executive Directors of the Company shall express independent opinions upon considering external guarantees at the meeting of the Board of Directors and, where necessary, may engage an accounting firm to review the Company's accumulated and current external guarantees. They shall promptly report any abnormality to the Board of Directors and regulatory departments and make an announcement.

Article 18 The financial department shall conduct guarantee registration with the relevant registration authority for those guarantees which must be registered as required under the laws.

Article 19 For external guarantees having obtained approval within the authority under this policy but failing to enter into relevant guarantee contracts within 30 days after obtaining the approval, it shall be deemed as a new guarantee for the purpose of handling guarantee procedures after the prescribed time limit and shall complete approval procedures again in accordance with this policy.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

Section 5 Risk Management

Article 20 The financial department of the Company is the responsible department for the management of the Company's external guarantees, which are in charge of the supervision on the performance of external guarantee contracts and the unified registration and record management of all external guarantees of the Company and its controlled subsidiaries.

Article 21 The Company shall assign a personnel to continuously monitor the circumstances of the guaranteed party, investigate and understand the usage of the loan proceeds by the enterprise receiving the loans, the changes in funds on bank accounts and the progress in the implementation of projects, collect the latest financial information and audit report of the guaranteed party, regularly analyze its financial status and solvency, monitor its production and operation, assets and liabilities, external guarantees, as well as separation and merger and changes in legal representatives, establish related financial records and report to the Board of Directors on a regular basis.

Article 22 The Company shall adopt counter-guarantees and other necessary preventive measures. The counter-guarantees or other effective risk prevention measures provided by the guarantee applicant shall match the amount to be guaranteed. The legal personnel of the administrative department or external lawyers shall complete relevant legal procedures with the financial department and handle the registration of mortgage or pledge in a timely manner when accepting counter-guarantee mortgage and pledge.

Article 23 Upon the maturity of the debt guaranteed by the Company, the Company shall urge the guaranteed party to fulfill the debt repayment obligations within a limited period of time. If the guaranteed party fails to perform its obligations on time, the Company shall report to the Board of Directors and take necessary remedial measures in a timely manner.

Article 24 If the debt guaranteed by the Company needs to be extended after maturity and the guarantee needs to be continued, it should be regarded as a new external guarantee and the guarantee approval procedure should be performed again.

In case of any change in the principal debt contract guaranteed by the Company, the Board of Directors of the Company shall resolve whether to continue bearing the guarantee liability.

Article 25 The Company, as a general guarantor, shall not perform its guarantee obligation for the debtor prior to obtaining the judgment or concluding the arbitration of the disputes relating to the principal contract and where the debtor's property still fails to fulfill its debt repayment obligation even after compulsory legal enforcement.

Article 26 When the Company fulfils its guarantee obligation for the debtor, the financial department shall adopt effective measures to demand compensation from the debtor and disclose the recovery status on a timely basis.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICY FOR EXTERNAL GUARANTEES**

In the annual reports, independent non-executive Directors of the Company shall make specific statements on the outstanding external guarantees of the listed company as at the end of the reporting period and those incurred in the current period, as well as the implementation of the provisions of this policy and express independent opinions.

Chapter 4 Investigation of Responsibilities

Article 27 All directors of the Company shall examine external guarantees of the Company in strict compliance with this policy and relevant laws, regulations and normative documents, and shall bear joint and several liabilities for losses arising from illegal or inappropriate external guarantees according to laws.

Article 28 The directors, managers and other management members of the Company shall be accountable to indemnify the Company against any losses incurred by the Company as a result of unauthorized signing of a financing contract, external guarantee contract or neglect of duty by them due to their failure to comply with the prescribed procedures. Where criminal actions are suspected, legal responsibilities shall be investigated in accordance with laws.

If the abovementioned personnel violates this policy, but does not result in any actual loss to the Company, the Company shall enforce penalty against the relevant responsible personnel according to the rules of the Company.

Chapter 5 Supplementary Provisions

Article 29 In case of any matters not covered in this policy, the provisions of relevant laws, administrative regulations, departmental rules, normative documents, securities regulatory requirements of the place where the Company's Shares are listed and the Articles of association of the Company shall prevail. Where this policy conflicts with laws, administrative regulations, departmental rules, normative documents, securities regulatory requirements of the place where the Company's Shares are listed and the Articles of association of the Company, relevant national laws, administrative regulations, departmental rules, normative documents, securities regulatory requirements of the place where the Company's Shares are listed and the Articles of association of the Company shall prevail and this policy shall be amended in time and submitted to the general meeting of the Company for consideration and approval.

Article 30 Upon approval at the general meeting, this policy shall take effect from the date on which the Shares of the Company are quoted on the NEEQ. Since the effective date of this policy, the Financing and External Guarantees Management Policies formulated by the Company before this system comes into effect shall be abolished simultaneously.

Article 31 This system shall be interpreted by the Board of Directors.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING



LEPU BIOPHARMA CO., LTD.

樂普生物科技股份有限公司

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

(Stock Code: 2157)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 second extraordinary general meeting (the “**EGM**”) of Lepu Biopharma Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Conference Room, Building 7, No. 37 Chaoqian Road, Changping District, Beijing, the PRC on Wednesday, November 29, 2023 at 11:00 a.m. or at any adjustment thereof for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated November 14, 2023 issued by the Company (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Quotation as follows:
 - i. Class of new Shares to be issued: RMB Ordinary Shares.
 - ii. Nominal value of new Shares to be quoted: RMB1.00 each.
 - iii. Shares to be quoted on the NEEQ: The Company proposes to quote 54,268,364 Domestic Shares on the NEEQ, representing all of the issued Domestic Shares of the Company as of the date of the announcement dated November 14, 2023 issued by the Company. There will be no issue of new Shares under the Proposed Quotation.
 - iv. Place of the Proposed Quotation for public trading: The NEEQ.
 - v. Market tier of the Proposed Quotation for public trading: Base market tier.
 - vi. Securities registration and clearing agency: Beijing branch of China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司北京分公司).
 - vii. Chief agency broker: Haitong Securities Co., Ltd (海通證券股份有限公司).

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

- viii. Validity of the resolutions: The resolutions in respect of the Proposed Quotation and trading of the Domestic Shares on the NEEQ will be valid for a period of 12 months from the date of the approval at the EGM.
2. To consider and approve the adoption of collective bidding as the method for the public trading of the Domestic Shares on the NEEQ.
3. To consider and approve the authorization to the Board of Directors and persons authorized by it to fully handle matters in connection with the Proposed Quotation and public trading of Domestic Shares on the NEEQ:

The authorization proposed to be granted to the Board and persons authorized by it shall include but not be limited to:

- i. the filing of an application to the NEEQ Co. Ltd. and the CSRC (if necessary) for approval of the Proposed Quotation and public trading of the Domestic Shares on the NEEQ;
- ii. after obtaining approval from the NEEQ Co. Ltd. and the CSRC (if necessary), entering into the quotation agreement with the NEEQ Co. Ltd.;
- iii. authorizing the Board of Directors, the chairman of the Company and the persons authorized by the chairman to sign documents, contracts and agreements related to this matter, including but not limited to engage intermediaries and perform all necessary or appropriate applications, approvals, registrations and filings, on behalf of the Company;
- iv. the registration of the Company's amended Articles, reviewing and approving the amended Articles and registration of the business registration, modifications and other related matters;
- v. approving and executing other legal documents and contracts related to the Proposed Quotation; and
- vi. handling other matters in relation to the Proposed Quotation.

The above authorisation, if approved, shall be valid for a period of 12 months from the date of the approval at the EGM.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

4. To consider and approve the proposal for the vesting of accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Quotation:

The undistributed profits accumulated before the Proposed Quotation will be shared by the existing and new shareholders after the Proposed Quotation; the accumulated unrecovered losses of the Company before the Proposed Quotation will be shared by the existing and new shareholders in proportion to, and not in excess of, the Shares they hold after the Proposed Quotation.

5. To consider and approve the proposed amendments to the Articles in respect of the Proposed Quotation.

ORDINARY RESOLUTIONS

6. To consider and approve the amendments to or adoption of the following internal governance policies:

- (a) the “Management Policy for Related (Connected) Transactions”; and
- (b) the “Management Policy for External Guarantees”.

7. To consider and approve the engagement of intermediaries, including but not limited to Haitong Securities Co., Ltd. (海通證券股份有限公司) as the sponsor, Zhong Lun Law Firm (北京市中倫律師事務所) as the legal adviser to the Company as to PRC laws, and PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所 (特殊普通合夥)) as the auditor, for the Proposed Quotation and trading of Domestic Shares on the NEEQ, and further authorize the Board of Directors to determine the remunerations of such intermediaries.

By order of the Board
Lepu Biopharma Co., Ltd.
Dr. Pu Zhongjie

Chairman of the Board and Executive Director

Shanghai, the PRC
November 14, 2023

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the respective websites of the Company at www.lepubiopharma.com and Stock Exchange at www.hkexnews.hk after the EGM.
2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and principal place of business in the PRC, at No. 651, Lianheng Road, Minhang District, Shanghai, the PRC (for Domestic Shareholders) or the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), at least 24 hours before the EGM (i.e. not later than 11:00 a.m. on Tuesday, November 28, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish and in such event the form of proxy shall be deemed to be revoked.
4. As disclosed in the announcement of the Company dated November 9, 2023, for the purpose of determining the list of H Shareholders who are entitled to attend the EGM, the H Share register of members of the Company closed from Friday, November 24, 2023 to Wednesday, November 29, 2023 (both days inclusive), during which period no transfer of H Shares will be registered.
5. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall alone be entitled to vote in respect thereof.
6. A Shareholder or his/her proxy should produce proof of identity when attending the EGM.
7. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Dr. Pu Zhongjie (Chairman), Dr. Sui Ziye (Chief Executive Officer) and Dr. Hu Chaohong (Co-Chief Executive Officer) as executive Directors; Mr. Lin Xianghong, Mr. Yang Hongbing and Ms. Pu Jue, as non-executive Directors; and Mr. Zhou Demin, Mr. Yang Haifeng and Mr. Fengmao Hua as independent non-executive Directors.