
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ascletis Pharma Inc., you should at once hand this circular and the accompanying 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.



Ascletis Pharma Inc.

歌禮製藥有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1672)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Ascletis Pharma Inc. to be held at 11/F, Building D, 198 Qidi Road, HIPARK, Xiaoshan District, Hangzhou, Zhejiang Province, China on Thursday, May 23, 2024 at 11:00 a.m., at which, among other things, the above proposals will be considered, is set out on pages 19 to 22 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 11:00 a.m. on Tuesday, May 21, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

April 29, 2024

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	4
Appendix I – Explanatory Statement on Repurchase Mandate	11
Appendix II – Details of the Retiring Directors proposed to be re-elected at the AGM	16
Notice of Annual General Meeting	19

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 11/F, Building D, 198 Qidi Road, HIPARK, Xiaoshan District, Hangzhou, Zhejiang Province, China on Thursday, May 23, 2024 at 11:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Board Diversity Policy”	the board diversity policy of the Company
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region, Taiwan, China
“Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or the Articles
“Company”	Ascletris Pharma Inc., an exempted company incorporated in the Cayman Islands with limited liability on February 25, 2014
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Dr. Wu, Mrs. Wu, JJW12 Limited, Lakemont Holding LLC, Lakemont Remainder Trust and Northridge Trust, as a group, or any member of them
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Dr. Wu”	Dr. Jinzi Jason WU, the founder, chairman of the Board, chief executive officer and an executive Director of the Company, one of our Controlling Shareholders and the spouse of Mrs. Wu
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale or transfer of treasury shares of the Company on or after the Rule Amendment Effective Date) of up to 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased and resold by the Company pursuant to the authority granted under the Repurchase Mandate in accordance with the Listing Rules, the Companies Act and the Memorandum and Articles (as applicable)
“Latest Practicable Date”	April 23, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Memorandum”	the memorandum of association of the Company
“Mrs. Wu”	Mrs. Judy Hejingdao WU, an executive Director, one of our Controlling Shareholders and the spouse of Dr. Wu
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi Yuan, the lawful currency of China
“Rule Amendment Effective Date”	the date on which the proposed amendments to Listing Rules relating to treasury shares will come into effect, i.e., June 11, 2024
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share Option Scheme”	the share option scheme adopted by the Company on June 6, 2019
“Share(s)”	ordinary shares of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended or supplemented from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

LETTER FROM THE BOARD



Ascletis Pharma Inc.

歌禮製藥有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1672)

Executive Directors:

Dr. Jinzi Jason WU (*Chairman and
Chief Executive Officer*)

Mrs. Judy Hejingdao WU (*Senior Vice President*)

Independent Non-executive Directors:

Dr. Yizhen WEI

Mr. Jiong GU

Ms. Lin HUA

Registered Office:

Walkers Corporate Limited

190 Elgin Avenue

George Town

Grand Cayman KY1-9008

Cayman Islands

Corporate Headquarters:

12/F, Building D

198 Qidi Road, HIPARK

Xiaoshan District

Hangzhou

Zhejiang Province

PRC

Principal Place of Business

in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

April 29, 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors, and (iii) to give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on June 29, 2023, ordinary resolutions were passed to grant to the Directors (i) a general unconditional mandate to allot, issue and deal in Shares (including any sale or transfer of treasury shares of the Company on or after the Rule Amendment Effective Date) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) at the date of the passing of the relevant resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the total number of Shares in issue (excluding treasury shares, if any) at the date of the passing of the relevant resolution; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (ii) above.

Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares and repurchase Shares if and when appropriate, ordinary resolutions will be proposed at the AGM to approve:

- (i) the granting of the Issue Mandate to the Directors to allot, issue or deal with Shares (including any sale or transfer of treasury shares of the Company on or after the Rule Amendment Effective Date) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of such ordinary resolution (i.e. 202,551,600 Shares on the basis that the total number of issued Shares will remain unchanged on the date of the AGM) and the Company may cancel or hold Shares so repurchased in treasury on or after the Rule Amendment Effective Date;
- (ii) the granting of the Repurchase Mandate to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate number of not more than 10% of the aggregate number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of such ordinary resolution (i.e. 101,275,800 Shares, on the basis that the total number of issued Shares will remain unchanged on the date of the AGM); and
- (iii) the extension of the Issue Mandate by adding the total number of Shares repurchased by the Company since the granting of the Repurchase Mandate.

Each of the Issue Mandate and the Repurchase Mandate will remain in effect until the earliest of the following:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles; or
- (iii) it is varied, revoked or renewed by an ordinary resolution of the Shareholders at a general meeting.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issue Mandate or to repurchase any Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, in relation to the resolution numbered 2 as set out in the notice of the AGM, Mr. Jiong GU and Ms. Lin HUA will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

SELECTION CRITERIA AND PROCEDURE FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of Directors including independent non-executive Directors in accordance with the following selection criteria and nomination procedures:

Selection criteria

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- (a) Reputation for integrity;
- (b) Accomplishment and experience;
- (c) Compliance with legal and regulatory requirements;
- (d) Commitment in respect of available time and relevant interest; and
- (e) Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles and other applicable rules and regulations.

LETTER FROM THE BOARD

Nomination procedures

The procedures for the Nomination Committee to nominate candidates to the Board for directorship are as follows:

The secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members.

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

Pursuant to the Articles, if a Shareholder wishes to propose a person for election as a Director, such Shareholder shall have given a notice in writing of the intention to propose that person for election as a Director and also a notice in writing by that person of his/her willingness to be elected shall be given to the Company at least seven (7) days before the date of general meeting. Such period for lodgement of the notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

A candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has considered Mr. Jiong GU's ("**Mr. Gu**") extensive experience in the media, entertainment investments and telecommunications industries, his working profile and other experience and factors as set out in his biographical details in Appendix II to this circular. Having considered the Board Diversity Policy and the qualifications, skills, experiences, time commitment and contributions of Mr. Gu, the Nomination Committee recommended to the Board that the retiring Director, Mr. Gu, is eligible for re-election. The Board believed that his re-election as the independent non-executive Director would continue to bring valuable industry experience, knowledge and professionalism to the Board and would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has considered Ms. Lin HUA's ("**Ms. Hua**") extensive experience in culture, real estate development and media industries, her working profile and other experience and factors as set out in her biographical details in Appendix II to this circular. Having considered the Board Diversity Policy and the qualifications, skills, experiences, time

LETTER FROM THE BOARD

commitment and contributions of Ms. Hua, the Nomination Committee recommended to the Board that the retiring Director, Ms. Hua, is eligible for re-election. The Board believed that her re-election as the independent non-executive Director would continue to bring valuable industry experience, knowledge and professionalism to the Board and would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, with respect to Mr. Gu and Ms. Hua, being the independent non-executive Directors eligible for re-election at the AGM, the Nomination Committee has considered and believed that:-

- (a) Mr. Gu and Ms. Hua were both appointed as independent non-executive Directors on April 27, 2018 and they have held this position for about six years. The length of the tenure of Mr. Gu and Ms. Hua on the Board have not affected their independence. Besides, Mr. Gu and Ms. Hua do not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company;
- (b) Neither Mr. Gu nor Ms. Hua holds seventh (or more) listed company directorship;
- (c) Mr. Gu has extensive experience in media, entertainment investments and telecommunications industries. Mr. Gu was the chief financial officer of CMC Capital Partners (華人文化產業投資基金), an investment fund specializing in media and entertainment investment in the PRC and globally from September 2013 to August 2016. Mr. Gu has served as the chief financial officer and vice president of CMC Holdings Limited (華人文化有限責任公司), an investment platform focusing on media and entertainment investments since September 2016. From January 2010 to August 2013, Mr. Gu served as the chief financial officer in BesTV New Media Co., Ltd. (百視通新媒體股份有限公司), a PRC company principally engaged in the provision of technical services, content services and marketing services for television terminals, computer terminals and mobile terminals through a media source platforms, whose shares are listed on Shanghai Stock Exchange (stock code: 600637). Mr. Gu's extensive experience in media, entertainment investments, telecommunications industries and, his working profile and other experience can provide advice to the Board from a professional perspective;
- (d) Ms. Hua has extensive experience in culture, real estate development and media industries. Since June 2022, Ms. Hua has been appointed as the executive director of Beijing Wenguanglv New Culture Communication Co., Ltd.* (北京文廣旅新文化傳播有限公司). Since May 2016, Ms. Hua has served as the managing director of Beijing Highgrove Cultural Communication Co., Ltd. (北京海格羅府文化傳播有限公司), a company primarily conducted cultural communication activities including organizing exhibitions and introducing and marketing foreign brands into PRC, where she was mainly responsible for overall management of its Greater China operations. From April 2010 to April 2016, Ms. Hua had worked for Yang Guang Xin Ye Real Property Co., Ltd. (陽光新業地產股份有限公司), a real estate

LETTER FROM THE BOARD

development and management company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000608) and served as a vice president of commercial management department when she left. From May 2003 to March 2010, Ms. Hua worked at Verakin Group Company Ltd. (同景集團有限公司), a company primarily conducted real estate development, education, healthcare and tourism and served as board secretary and head of Beijing headquarter when she left. From October 2002 to April 2003, Ms. Hua served as an assistant to producer and program director at China Central Television. From September 1996 to June 2000, Ms. Hua worked at Daiko Pacific International Advertising Inc. (大廣太平洋國際廣告有限公司), an international advertising company, and she served as a creative director when she left. Ms. Hua's extensive experience in culture, real estate development and media industries and, her working profile and other experience can provide advice to the Board from a professional perspective; and

- (e) The Board currently consists of 3 male Directors and 2 female Directors. The Board has considered the above factors, and the personal characteristics of Mr. Gu and Ms. Hua, and believed that Mr. Gu and Ms. Hua can enhance the diversity of the Board.

During their appointment, they have demonstrated their ability to provide an independent view to the Company's matters. The Nomination Committee is of the view that they are able to continue to fulfill their roles as independent non-executive Directors and thus recommends them to the Board for it to propose to Shareholders for re-election at the AGM.

ANNUAL GENERAL MEETING

Set out on pages 19 to 22 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 11:00 a.m. on Tuesday, May 21, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

By order of the Board
Asclepis Pharma Inc.
歌禮製藥有限公司
Jinzi Jason WU
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of total issued Shares (excluding treasury shares, if any) was 1,012,758,000 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 101,275,800 Shares, representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution for granting the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share if the Board resolves to cancel the Shares repurchased and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. On the other hand, Shares repurchased by the Company and held as treasury shares on or after the Rule Amendment Effective Date may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended December 31, 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company may cancel such repurchased Shares or hold them as treasury shares on or after the Rule Amendment Effective Date, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as treasury shares.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follow:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	2.99	2.38
May	2.87	1.72
June	2.10	1.75
July	2.30	1.88
August	2.26	1.70
September	2.24	1.76
October	2.02	1.66
November	2.05	1.78
December	1.90	1.43
2024		
January	1.86	1.24
February	1.93	1.55
March	1.80	1.40
April (up to and including the Latest Practicable Date)	1.43	1.21

7. UNDERTAKING BY THE DIRECTORS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the Controlling Shareholders are interested in an aggregate of 599,532,078 Shares and entitled to 2,000,000 Shares underlying shares options granted pursuant to the Share Option Scheme, representing 59.40% of the total number of Shares in issue (excluding treasury shares, if any). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the aggregate interest of the Controlling Shareholders would be increased to approximately 65.99% of the total number of Shares in issue (excluding treasury shares, if any). To the best knowledge and belief of the Directors, such increase would not give rise to any general offer obligation under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the minimum public float requirement under the Listing Rules.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company had repurchased its Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, the details of which were as follows:

Date of buy-back	Number of Shares bought back	Highest price paid per Share HK\$	Lowest price paid per Share HK\$
24 October 2023	100,000	1.78	1.76
25 October 2023	250,000	1.79	1.70
26 October 2023	350,000	1.73	1.71
27 October 2023	264,000	1.82	1.74
30 October 2023	202,000	1.84	1.83
31 October 2023	196,000	1.86	1.85
1 November 2023	300,000	1.89	1.85
2 November 2023	105,000	1.86	1.83
3 November 2023	150,000	1.85	1.82
6 November 2023	715,000	1.95	1.92
7 November 2023	83,000	1.97	1.91
8 November 2023	166,000	1.99	1.99
9 November 2023	100,000	2.01	1.92
10 November 2023	400,000	1.96	1.86
14 November 2023	100,000	1.89	1.86
15 November 2023	200,000	1.92	1.88
16 November 2023	300,000	1.89	1.81
20 November 2023	200,000	1.91	1.85
21 November 2023	100,000	1.93	1.89
22 November 2023	500,000	1.92	1.83
23 November 2023	100,000	1.91	1.89
24 November 2023	600,000	1.97	1.83
27 November 2023	200,000	1.95	1.88
28 November 2023	200,000	1.97	1.90
29 November 2023	400,000	1.92	1.88
30 November 2023	300,000	1.91	1.88
1 December 2023	200,000	1.90	1.85
4 December 2023	300,000	1.87	1.82
5 December 2023	800,000	1.79	1.74
6 December 2023	200,000	1.81	1.77
7 December 2023	100,000	1.79	1.76
8 December 2023	100,000	1.77	1.67
11 December 2023	150,000	1.75	1.69
12 December 2023	100,000	1.77	1.73
13 December 2023	60,000	1.77	1.69
14 December 2023	700,000	1.64	1.61

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

Date of buy-back	Number of Shares bought back	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>
15 December 2023	200,000	1.68	1.65
18 December 2023	700,000	1.64	1.57
19 December 2023	500,000	1.60	1.54
20 December 2023	500,000	1.53	1.52
21 December 2023	600,000	1.65	1.53
22 December 2023	500,000	1.62	1.53
4 January 2024	1,000,000	1.31	1.24
5 January 2024	1,000,000	1.30	1.25
8 January 2024	1,500,000	1.31	1.26
9 January 2024	634,000	1.35	1.33
10 January 2024	1,500,000	1.36	1.32
11 January 2024	2,365,000	1.36	1.29
12 January 2024	1,500,000	1.38	1.36
15 January 2024	18,000	1.40	1.39
16 January 2024	1,000,000	1.44	1.41
17 January 2024	2,500,000	1.45	1.37
18 January 2024	1,500,000	1.48	1.39
19 January 2024	499,000	1.50	1.49
22 January 2024	1,297,000	1.53	1.48
26 January 2024	2,500,000	1.73	1.61
29 January 2024	1,500,000	1.74	1.64
30 January 2024	750,000	1.74	1.69
31 January 2024	750,000	1.76	1.69
1 February 2024	750,000	1.78	1.69
2 February 2024	500,000	1.78	1.66
5 February 2024	750,000	1.71	1.59
6 February 2024	1,500,000	1.64	1.56
7 February 2024	1,000,000	1.71	1.59
8 February 2024	635,000	1.75	1.68
9 February 2024	344,000	1.75	1.70
14 February 2024	500,000	1.75	1.69
15 February 2024	500,000	1.73	1.69
16 February 2024	145,000	1.80	1.73
19 February 2024	246,000	1.84	1.84
21 February 2024	800,000	1.89	1.84
22 February 2024	480,000	1.90	1.87

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 108(a) of the Articles.

1. Mr. Jiong GU

Mr. Jiong GU (顧炯), aged 51, was appointed as an independent non-executive Director on April 27, 2018. Mr. Gu is primarily responsible for supervising and providing independent judgement to our Board. Mr. Gu is also the chairman of the audit committee of our Board.

Mr. Gu was the chief financial officer of CMC Capital Partners (華人文化產業投資基金), an investment fund specializing in media and entertainment investment in the PRC and globally from September 2013 to August 2016. Mr. Gu has served as the chief financial officer and vice president of CMC Holdings Limited (華人文化有限責任公司), an investment platform focusing on media and entertainment investments since September 2016. From January 2010 to August 2013, Mr. Gu served as the chief financial officer in BesTV New Media Co., Ltd. (百視通新媒體股份有限公司), a PRC company principally engaged in the provision of technical services, content services and marketing services for television terminals, computer terminals and mobile terminals through a media source platforms, whose shares are listed on Shanghai Stock Exchange (stock code: 600637). From April 2004 to December 2009, Mr. Gu successively worked at UTStarcom Telecom Co., Ltd. (UT斯達康通訊有限公司) and its holding company, UTStarcom Inc., a global telecom infrastructure provider specialized in the provision of packet optical transport and broadband access products to network operators, whose shares are listed on Nasdaq (ticker symbol: UTSI), where he was responsible for accounting and financial matters. From July 1995 to April 2004, Mr. Gu had worked for Ernst & Young's Shanghai office and was the senior manager of the audit department when he left the firm. From June 2015 to June 2021, Mr. GU was the independent non-executive director of Xinming China Holdings Limited (新明中國控股有限公司) (HK2699). From March 2017 to July 2023, he was the independent non-executive director of Amlogic (Shanghai) Co., Ltd (晶晨半導體(上海)股份有限公司) (stock code: 688099). From September 2018 to January 2023, he was the independent non-executive director of Dafa Properties Group Limited (大發地產集團有限公司) (HK6111). From May 2019, Mr. Gu has been appointed as the independent non-executive director of Mulsanne Holding Limited (慕尚集團控股有限公司) (HK1817). From December 2020, he has been appointed as the independent non-executive director of Vesync Co., Ltd (HK2148). From November 2022, he has been appointed as the independent non-executive director of Howkingtech International Holding Limited (濠暎科技國際控股有限公司) (HK2440).

Mr. Gu has been a non-practicing member of the Chinese Institute of Certified Public Accountants since April 2004. Mr. Gu received his bachelor's degree in finance management from Fudan University (復旦大學) in the PRC in July 1995.

Save as disclosed above, Mr. Gu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Gu did not have any interests in Shares within the meaning of Part XV of the SFO.

Mr. Gu has entered into a letter of appointment with the Company for a term of three years, with effect from April 1, 2021, and subsequently a renewed letter of appointment with the Company with effective date of April 1, 2024 for a term of three years since the effective date, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the renewed letter of appointment, Mr. Gu is entitled to a director's fee of RMB400,000 per annum.

2. Ms. Lin HUA

Ms. Lin HUA (華林), aged 50, was appointed as an independent non-executive Director on April 27, 2018. Ms. Hua is primarily responsible for supervising and providing independent judgement to our Board.

Since June 2022, Ms. Hua has been appointed as the executive director of Beijing Wenguanglv New Culture Communication Co., Ltd.* (北京文廣旅新文化傳播有限公司). Since May 2016, Ms. Hua has served as the managing director of Beijing Highgrove Cultural Communication Co., Ltd. (北京海格羅府文化傳播有限公司), a company primarily conducted cultural communication activities including organizing exhibitions and introducing and marketing foreign brands into PRC, where she was mainly responsible for overall management of its Greater China operations. From April 2010 to April 2016, Ms. Hua had worked for Yang Guang Xin Ye Real Property Co., Ltd. (陽光新業地產股份有限公司), a real estate development and management company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000608) and served as a vice president of commercial management department when she left. From May 2003 to March 2010, Ms. Hua worked at Verakin Group Company Ltd. (同景集團有限公司), a company primarily conducted real estate development, education, healthcare and tourism and served as board secretary and head of Beijing headquarter when she left. From October 2002 to April 2003, Ms. Hua served as an assistant to producer and program director at China Central Television. From September 1996 to June 2000, Ms. Hua worked at Daiko Pacific International Advertising Inc. (大廣太平洋國際廣告有限公司), an international advertising company, and she served as a creative director when she left.

Ms. Hua received her bachelor's degree in industrial design from Zhejiang University (浙江大學) in July 1996 and her master degree in distributed computing system from the University of Greenwich in the U.K in June 2002.

* For identification purpose only

Ms. Hua does not have any relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, Ms. Hua did not have any interests in Shares within the meaning of Part XV of the SFO.

Ms. Hua has entered into a letter of appointment with the Company for a term of three years, with effect from April 1, 2021, and subsequently a renewed letter of appointment with the Company with effective date of April 1, 2024 for a term of three years since the effective date, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the renewed letter of appointment, Ms. Hua is entitled to a director's fee of RMB400,000 per annum.

3. General

Save for the information set out in this section, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Ascletis Pharma Inc. 歌禮製藥有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 1672)

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Ascletis Pharma Inc. (the “Company”) will be held at 11/F, Building D, 198 Qidi Road, HIPARK, Xiaoshan District, Hangzhou, Zhejiang Province, China on Thursday, May 23, 2024 at 11:00 a.m. to transact the following businesses:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2023.
2.
 - i) To re-elect Mr. Jiong GU as an independent non-executive Director.
 - ii) To re-elect Ms. Lin HUA as an independent non-executive Director.
 - iii) To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint KPMG as the auditor of the Company and to authorize the board of Directors to fix its remuneration.

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

4. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with shares of US\$0.0001 each in the share capital of the Company (the “Shares”) including any sale or transfer the treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) any adjustment of rights to subscribe for shares under options and warrants or a special authority granted by the shareholders of the Company; (iv) the exercise of any subscription rights which maybe granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and

NOTICE OF ANNUAL GENERAL MEETING

the Stock Exchange for this purpose (and the Company may hold the shares so repurchased in treasury on or after the Rule Amendment Effective Date), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution).”

By order of the Board
Ascleto Pharma Inc.
歌禮製藥有限公司
Jinzi Jason WU
Chairman

Hangzhou, the People’s Republic of China, April 29, 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, May 20, 2024 to Thursday, May 23, 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 17, 2024.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 11:00 a.m. on Tuesday, May 21, 2024).
5. With respect to resolution numbered 2 of this notice, Mr. Jiong GU and Ms. Lin HUA shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated April 29, 2024.
6. As the date of this notice, the Board of Directors of the Company comprises Dr. Jinzi Jason WU and Mrs. Judy Hejingdao WU, as executive Directors; and Dr. Yizhen WEI, Mr. Jiong GU and Ms. Lin HUA, as independent non-executive Directors.
7. Shareholders with enquiries may contact our investor relations team by email at ir@ascletis.com.