

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



CARsgen Therapeutics Holdings Limited

科濟藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2171)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of CARsgen Therapeutics Holdings Limited (the “**Company**”) announces that Dr. Huabing LI (“**Dr. Li**”) tendered his resignation as an independent non-executive Director with effect from April 29, 2024 due to his other business commitments which require more of his attention and dedication.

Following the resignation of Dr. Li, he also ceased to act as the chairman of the remuneration committee (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination and corporate governance committee (the “**Nomination and Corporate Governance Committee**”) of the Company.

Dr. Li confirmed that he has no claim against the Company and has no disagreement with the Board and there are no other matters with respect to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Dr. Li for his contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Dr. Wen ZHOU (“**Dr. Zhou**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Nomination and Corporate Governance Committee and a member of the Audit Committee with effect from April 29, 2024.

The biographical details of Dr. Zhou are set out below:

Dr. Zhou, aged 49, is currently working as a professor at the School of Basic Medical Sciences, Central South University. Dr. Zhou received her Ph.D. degree in Medicine in December 2009 from Central South University. She served as postdoctoral researcher in the University of Utah and School of Medicine in the University of Iowa. She has published multiple articles as corresponding author in leading international academic journals such as Cell Metabolism, Nature Communications, Advanced Science, Microbiome, Leukemia and Cell Reports. Dr. Zhou is a youth member of the Chinese Society for Cell Biology (中國細胞生物學會) and a member of the Oncology Committee of the Chinese Society of Cell Biology (中國細胞生物學會腫瘤委員會), as well as an editor and reviewer for several journals (Frontiers oncology, Cancers, etc.).

Dr. Zhou has entered into a letter of appointment with the Company as an independent non-executive Director for a term of three years commencing from April 29, 2024. She will hold office until the first general meeting of the Company after her appointment and will thereafter be subject to retirement by rotation and re-election in accordance with the provisions of the articles of association of the Company. Pursuant to the letter of appointment, Dr. Zhou is entitled to receive a director's fee of RMB100,000 per annum before tax. Such fee was determined by the Board with reference to suggestion by the Remuneration Committee, her qualifications, experience, duties and responsibilities in the Company, and the prevailing market conditions.

Dr. Zhou has confirmed her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Nomination and Corporate Governance Committee has also assessed and was satisfied with the independence of Dr. Zhou.

Dr. Zhou has confirmed that, save as disclosed in this announcement, she (i) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any interest in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (iii) does not hold any other positions in the Company or its subsidiaries; and (iv) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Save as disclosed in this announcement, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointment of Dr. Zhou or any other information that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to express its warmest welcome to Dr. Zhou.

By order of the Board
CARsgen Therapeutics Holdings Limited
Dr. Zonghai LI
Chairman

Hong Kong, April 29, 2024

As at the date of this announcement, the board of directors of the Company comprises Dr. Zonghai LI, Dr. Huamao WANG and Dr. Hua JIANG as executive Directors; Mr. Bingsen GUO, Mr. Huaqing GUO and Mr. Ronggang XIE as non-executive Directors; Dr. Guangmei YAN, Ms. Xiangke ZHAO and Dr. Wen ZHOU as the independent non-executive Directors.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.