
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 Sirnaomics Ltd., 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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Sirnaomics Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2257)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of Sirnaomics Ltd. to be held at 10:30 a.m. on Thursday, June 20, 2024 at Meeting Room 06–07, INNO2, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, at which, among other things, the above proposals will be considered, is set out on pages 34 to 38 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 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.

May 30, 2024

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	4
Introduction	4
General Mandates	5
Explanatory Statement	5
Re-election of Directors	6
Re-appointment of Auditor	7
Proposed Amendments to the Memorandum and Articles of Association	7
Notice of Annual General Meeting	7
Form of Proxy	8
Voting by Poll	8
Closure of Register of Members	8
Recommendation	9
General	9
Appendix I — Explanatory Statement on Buy-back Mandate	10
Appendix II — Details of the Directors Proposed for Re-election	17
Appendix III — Details of the Proposed Amendments to the Memorandum and Articles of Association	23
Notice of Annual General Meeting	34

RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) 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” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 10:30 a.m. on Thursday, June 20, 2024 at Meeting Room 06–07, INNO2, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, notice of which is set out on pages 34 to 38 of this circular and any adjournment thereof
“Articles” or “Articles of Association”	the fourth amended and restated articles of association of the Company adopted by special resolution passed on June 28, 2022
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Buy-back Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to buy-back such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Sirnaomics Ltd., an exempted company incorporated in the Cayman Islands with limited liability on October 15, 2020, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2257)
“Director(s)”	director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 Shares out of treasury that are held as treasury Shares, if permitted under the Listing Rules) of up to 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares bought-back by the Company pursuant to the authority granted under the Buy-back Mandate
“Latest Practicable Date”	May 23, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	December 30, 2021, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the fourth amended and restated memorandum of association of the Company adopted by special resolution passed on June 28, 2022
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	proposed amendments to the Memorandum and Articles of Association
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.001 each
“Shareholder(s)”	holder(s) of the Shares
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024 and as amended from time to time
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



Sirnaomics Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2257)

Executive Directors

Dr. Yang Lu (*alias* Patrick Lu) (*Chairman*)
Dr. Xiaochang Dai
Dr. David Mark Evans
Dr. Edward Yongxiang Wang

Registered office

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-executive Directors

Mr. Mincong Huang
Mr. Jiankang Zhang

Principal place of business in Hong Kong

46/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors

Dr. Cheung Hoi Yu
Mr. Fengmao Hua
Ms. Monin Ung
Ms. Shing Mo Han, Yvonne (*alias* Mrs. Yvonne Law)

May 30, 2024

To the Shareholder(s)

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND BUY BACK SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
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 at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Buy-back Mandate; (ii) the re-election

LETTER FROM THE BOARD

of the retiring Directors; (iii) the re-appointment of the Auditor; (iv) the Proposed Amendments to the Memorandum and Articles of Association; and (v) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

GENERAL MANDATES

At the annual general meeting of the Company held on June 28, 2023, ordinary resolutions were passed to grant the Directors (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares of the Company in issue at the date of the passing of the relevant resolution; (ii) a general unconditional mandate to purchase Shares up to 10% of the aggregate number of Shares of the Company in issue 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 of the Company purchased by the Company pursuant to the mandate to purchase Shares referred to (ii) above.

The above general mandates will continue in force until whichever of the following first occurs: (i) the conclusion of the AGM; or (ii) the expiration of the period within which the AGM is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Buy-back Mandate. The Directors wish to state that they have no immediate plan to issue any Shares (including to sell or transfer any treasury Shares) or buy back any Shares pursuant thereto, respectively. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 34 to 38 of this circular for details of the proposed Issue Mandate and Buy-back Mandate.

As at the Latest Practicable Date, the number of issued Shares was 87,638,480 Shares. Assuming no further Shares are to be issued or bought back and that the Company does not have any treasury Shares prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 17,527,696 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Buy-back Mandate is set out in the 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 Buy-back Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Dr. Edward Yongxiang Wang will retire at the AGM and, being eligible, will offer himself for re-election as Director at the Annual General Meeting.

In accordance with Article 16.19 of the Articles of Association of the Company, at every annual general meeting one-third of the Directors for the time being (or, if their number is not 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. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Dr. David Mark Evans, Mr. Jiankang Zhang and Mr. Fengmao Hua will retire as Directors at the AGM, and they, being eligible, will offer themselves for re-election as Directors at the AGM.

Being the independent non-executive Director eligible for re-election at the AGM, Mr. Fengmao Hua has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment. The Company considers that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the abovenamed Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix II to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company for the year ending December 31, 2024 and to hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. Deloitte Touche Tohmatsu have indicated their willingness to be re-appointed as auditor of the Company for the said period.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board resolved to propose to: (i) amend the Memorandum and Articles of Association for the purpose of, among others, updating and bringing the Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from December 31, 2023 onwards, as well as other housekeeping changes; and (ii) adopt the fifth amended and restated memorandum of association and articles of association of the Company incorporating and consolidating the Proposed Amendments.

The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the Proposed Amendments conform with the Listing Rules (including the requirements of Appendix A1 to the Listing Rules). The Company has also received a written confirmation from its Cayman Islands legal advisers, confirming that the Proposed Amendments are not inconsistent with the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

A special resolution will be proposed at the AGM to approve the Proposed Amendments, details of which are set out in Appendix III to this circular.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 34 to 38 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 Buy-back Mandate, the re-election of Directors and the re-appointment of auditor, and the special resolution relating to the Proposed Amendments to the Memorandum and Articles of Association and the adoption of the fifth amended and restated memorandum of association and articles of association of the Company.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it 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 AGM 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.

VOTING BY POLL

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.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, June 17, 2024 to Thursday, June 20, 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, June 14, 2024.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the grant of the Issue Mandate and the Buy-back Mandate, the re-election of Directors and the re-appointment of auditor and the special resolution in relation to the Proposed Amendments to the Memorandum and Articles of Association and the adoption of the fifth amended and restated memorandum of association and articles of association of the Company 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 favor of such resolutions at the AGM.

GENERAL

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

Yours faithfully,
By order of the Board
Sirnaomics Ltd.
Yang (Patrick) Lu
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be purchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on-market purchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such purchase.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 87,638,480 Shares which have been fully paid, and the Company did not have any treasury Shares. Subject to the passing of the ordinary resolution for purchase of Shares and on the basis that no further new Shares are issued or purchased and the Company does not have any treasury Shares up to the AGM, the Company would be allowed under the Buy-back Mandate to purchase a maximum of 8,763,848 Shares, representing 10% of the aggregate number of the total issued Shares (excluding treasury Shares) as at the date of the passing of the ordinary resolution for purchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such purchase 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. On the other hand, Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. The Directors would only exercise the power to purchase Shares in circumstances where they consider that the purchase would be in the best interests of the Company and the Shareholders as a whole.

4. FUNDING OF PURCHASE OF SHARES

Any purchase of the Shares 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, 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 of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up, in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed purchase period.

However, the Directors do not propose to exercise the Buy-back 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 position which in the opinion of the Directors are from time to time appropriate for the Company.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

6. SHARE PRICES

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

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
May	55.95	46.65
June	55.50	44.45
July	59.00	53.40
August	56.45	47.10
September	54.25	46.70
October	50.80	46.50
November	48.95	45.30
December	46.10	35.55
2024		
January	36.00	28.25
February	31.00	12.40
March	17.30	7.72
April	8.78	5.64
May (up to the Latest Practicable Date)	10.32	6.66

Source: the Stock Exchange's website

7. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Buy-back Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of purchase pursuant to the Buy-back 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 (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, Dr. Yang Lu ("**Dr. Lu**") was deemed to be interested in an aggregate of 11,496,232 Shares and underlying Shares, representing approximately 13.12% of the issued share capital of the Company (excluding treasury Shares), within the meaning of Part XV of the SFO. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and that the Company does not have any treasury Shares, in the event that the Directors should exercise in full the Buy-back Mandate, the interests in the Company of Dr. Lu will be increased to approximately 14.58% of the issued Shares (excluding treasury Shares).

To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to purchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Dr. Lu to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making purchase on the Stock Exchange if the result of the purchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company (excluding treasury Shares) would be in public hands. The Directors do not propose to purchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date (i.e. from November 24, 2023 to May 23, 2024).

The Company purchased a total of 979,350 Shares on the Stock Exchange during the year ended December 31, 2023 and up to the Latest Practicable Date (i.e. from January 1, 2023 to May 23, 2024). All purchased Shares had been cancelled on February 6, 2023 and August 9, 2023, respectively. Details of the purchases are as follows:

Date of Purchase	Number of Shares Purchased	Price per Share	
		Highest (HK\$)	Lowest (HK\$)
January 3, 2023	7,000	57.75	56.55
January 16, 2023	10,950	57.75	56.70
January 17, 2023	5,600	57.80	56.50
January 18, 2023	8,400	58.65	56.80
January 19, 2023	14,450	59.10	57.25
January 20, 2023	7,800	57.00	55.55
January 26, 2023	18,800	55.45	53.70
May 31, 2023	42,950	48.40	46.80
June 1, 2023	40,450	49.50	45.00
June 2, 2023	27,350	46.40	44.60
June 5, 2023	31,550	45.60	44.70
June 6, 2023	11,800	46.60	45.30
June 7, 2023	35,950	47.45	46.35
June 8, 2023	36,300	46.45	45.00
June 9, 2023	12,700	46.10	45.20
June 12, 2023	70,250	46.05	44.80

Date of Purchase	Number of Shares Purchased	Price per Share	
		Highest (HK\$)	Lowest (HK\$)
June 13, 2023	17,850	47.50	46.15
June 14, 2023	29,500	48.50	46.95
June 15, 2023	15,400	48.55	47.65
June 16, 2023	35,000	49.15	48.35
June 19, 2023	6,650	49.05	48.30
June 20, 2023	15,300	50.00	48.20
June 21, 2023	7,450	49.45	48.65
June 23, 2023	11,100	51.30	48.80
June 26, 2023	8,000	52.10	50.50
June 27, 2023	14,900	52.75	51.50
June 28, 2023	10,400	53.35	51.60
June 29, 2023	19,050	53.35	51.40
June 30, 2023	21,000	55.10	52.30
July 3, 2023	13,600	55.80	54.00
July 4, 2023	7,650	56.75	55.70
July 5, 2023	12,850	56.75	55.40
July 6, 2023	22,000	56.40	55.00
July 7, 2023	22,050	55.90	54.80
July 10, 2023	8,600	55.85	54.90
July 11, 2023	14,550	55.75	54.60
July 12, 2023	8,200	56.00	55.00
July 13, 2023	22,800	57.35	55.00
July 14, 2023	18,700	57.45	56.00
July 18, 2023	21,750	57.25	55.50
July 19, 2023	18,300	56.20	55.10
July 20, 2023	27,150	56.45	54.35
July 21, 2023	30,950	55.35	53.40
July 24, 2023	17,200	57.30	54.00
July 25, 2023	30,450	58.45	56.30
July 26, 2023	20,150	58.20	56.10
July 27, 2023	25,350	57.55	56.20
July 28, 2023	43,150	57.55	56.00

11. INTENTION STATEMENT REGARDING SHARE BUY-BACK

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board notes that with effect from June 11, 2024, the Listing Rules will be amended to remove the requirement to cancel purchased shares and to adopt a framework to govern the resale and/or transfer of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares purchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any purchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of treasury Shares will be made pursuant to the terms of the Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

Dr. David Mark Evans (“**Dr. Evans**”), aged 61, is an executive Director and the Head of Drug Discovery and Collaboration of the Group. Dr. Evans is responsible for scientific, technological and Research operations in oncology and fibrosis. Dr. Evans served as an executive vice president of research and development of the Group from March 2008 to January 2013. Dr. Evans has rich experience in pharmaceutical research and focuses on the development of siRNA therapeutics in oncology and fibrosis.

Prior to joining the Group, Dr. Evans served as (i) the head of in vitro screening group at Frederick National Lab for Cancer Research, a federally funded research and development center sponsored by the National Cancer Institution in the U.S., from February 2013 to April 2018; (ii) the vice president of operations at Emerald Biostructures Inc. in the U.S. from February 2012 to December 2012; (iii) the senior director at Dharmacon Inc., a wholly owned subsidiary of Thermo Fisher Scientific Inc., a company listed on the New York Stock Exchange (stock code: TMO), in the U.S. in July 2016; and (iv) the senior investigator at the Translational Genomics Research Institute in the U.S. from June 2003 to December 2005. Dr. Evans also worked at Psychiatric Genomics Inc. in the U.S. in 2002.

Dr. Evans received a bachelor’s degree of science in biochemistry, a degree of doctor in philosophy and a diploma in biochemistry from the Imperial College in the U.K. in August 1983, April 1988 and April 1988, respectively. He was also a postdoctoral scientist at the University of Maryland School of Medicine in the U.S. from November 1987 to December 1989 and a postdoctoral fellow at the Pharmacology Department of Saint Louis University School of Medicine in the U.S. from January 1990 to March 1993. Dr. Evans has authored and co-authored more than 20 scientific publications with the first one tracing back to 1986 and is the named inventor of more than 20 registered patents and patent applications.

Save as disclosed above, Dr. Evans does not have any relationship with any other 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, Dr. Evans was deemed to be interested in an aggregate of 1,145,100 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Dr. Evans has entered into a service contract with the Company for a term of three years, with effect from December 16, 2021, 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

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

provisions on retirement by rotation of Directors as set out in the Articles. Dr. Evans is entitled to an annual salary of US\$175,000, which is determined with reference to his experience and duties as well as prevailing market conditions.

Save as disclosed above, Dr. Evans has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Dr. Evans's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Dr. Edward Yongxiang Wang (“**Dr. Wang**”), aged 71, is an executive Director and the Chief Production Officer of the Group. Prior to joining the Group in August 2020, Dr. Wang served as (i) the senior scientist in the National Cancer Institute Biopharmaceutical development program in the U.S. from January 2001 to December 2004; (ii) the technology director of Charter Medical Ltd. from January 2005 to December 2006; (iii) the deputy director of engineering in the US AERAS Global Tuberculosis Vaccine Foundation R&D Base (a non-profit organization affiliated with the Bill & Melinda Gates Foundation) from May 2007 to October 2011; (iv) the technology consultant of Parexel International in Ben Venue Laboratory of Boehringer Ingelheim from October 2011 to October 2012; (v) the vice president of technical operations at Wuxi Biological Base of WuXi AppTec Co., Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 2359), from October 2012 to February 2014; (vi) the director of vaccine production in Newlink Genetics Inc. for a special project to fight the Ebola Epidemic from August 2014 to June 2016; and (vii) the deputy general manager at Shanghai Furen Medicine R&D Co., Ltd. (上海輔仁醫藥研發有限公司) from October 2016 to June 2018.

Dr. Wang received his bachelor's degree of biophysics in University of Science and Technology of China in the PRC in November 1976, his master's degree of biochemistry in Tokyo Institute of Technology in Japan in September 1983, and his doctoral degree of technology at the Department of Chemical Engineering in the Faculty of Engineering and Materials Science at the Helsinki University of Technology in Finland in December 1995.

Save as disclosed above, Dr. Wang does not have any relationship with any other 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, Dr. Wang was deemed to be interested in an aggregate of 313,326 Shares and underlying Shares, 150,000 underlying shares of RNAimmune, Inc., an associated corporation of the Company, and 250,000 shares of EDIRNA Inc., an associated corporation of the Company, within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Wang has entered into a service contract with the Company for a term of three years, with effect from May 10, 2024, 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. Dr. Wang is entitled to an aggregate annual salary of US\$167,500, which is determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Group as well as prevailing market conditions.

Save as disclosed above, Dr. Wang has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Dr. Wang's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. Jiankang Zhang (章建康) ("Mr. Zhang"), aged 66, is a non-executive Director. Mr. Zhang participates in the formulation of the general corporate business plans, strategies and major decisions of the Company through the Board.

Mr. Zhang has over 40 years of professional experience in biotechnology industry and global public health field. From August 2018 to December 2023, Mr. Zhang served as an independent director of Shanghai Serum Bio-technology Co., Limited (上海賽倫生物技術股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688163). From March 2017 to August 2019, Mr. Zhang worked as the executive vice president and chief operating officer in Ustar Biotechnologies (Hangzhou) Limited (杭州優思達生物技術有限公司). Prior to that, Mr. Zhang worked at the Program for Appropriate Technology in Health (PATH), a global non-profit health organization as the chief representative in China from January 2007 to May 2016. From July 1999 to October 2006, he served as the general manager of Haemonetics China (美國血液技術公司). He was an editor of the International Journal of Biologicals from January 1982 to August 1990, which was operated by Shanghai Institute of Biological Products (上海生物製品研究所), where Mr. Zhang was the medical information specialist, project manager, assistant managing director and the executive deputy managing director for operation from January 1982 to June 1999 successively.

Mr. Zhang concurrently holds the following positions outside the Company:

- vice president and director of Walvax Biotechnology Co., Ltd. (雲南沃森生物技術股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 300142) since June 2020; and

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

- president and director of Shanghai Zerun Biotechnology Co., Ltd. (上海澤潤生物科技股份有限公司) since June 2020.

Mr. Zhang obtained his master's degree of business administration from China Europe International Business School in April 2000. He obtained a master's degree in library and information sciences majored in medicine in January 1992 from Dominican University in Illinois, the U.S. He graduated from Fudan University in the PRC with a bachelor's degree of arts in French language and literature in January 1982. He also obtained a diploma in public health from Shanghai Health Bureau in September 1977. He obtained a professional title of associate research fellow in January 1995 from the former Ministry of Health, the PRC.

Save as disclosed above, Mr. Zhang does not have any relationship with any other 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. Zhang did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a service contract with the Company for a term of three years, with effect from December 16, 2021, 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. Mr. Zhang is entitled to a director's fee of US\$2,500 per regular quarterly Board meeting and, to the extent appropriate, any other ad hoc Board meeting that requires significant contribution from the Board members.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Zhang's standing for re-election as Director that need to be brought to the attention of the Shareholders.

Mr. Fengmao Hua (華風茂) ("Mr. Hua"), aged 55, is an independent non-executive Director. Mr. Hua participates in the decision-making on major issues concerning the Company through the Board. Mr. Hua is the chairperson of the Nomination Committee and a member of the Audit Committee.

In addition to his position at the Group, Mr. Hua serves as the chairman of the board of China Finance Strategies Investment Holdings since August 2014, and as independent non-executive director of (i) Lepu Biopharma Co., Ltd., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2157) since December 2021; and (ii) Biocytogen

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Pharmaceuticals (Beijing) Co., Ltd., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2315) since July 2021. From December 2021 to February 2024, he served as an independent non-executive director of Ferretti S.p.A., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9638). Mr. Hua has more than 15 years of experience in the investment banking industry. Mr. Hua previously worked at a number of investment banking firms where he was mainly responsible for corporate finance, public offering, reorganization, merger and acquisitions as well as other financial consulting work, the details of which are set forth below:

- prior to August 2005, Mr. Hua held various positions in various investment banks, including CLSA Capital Market Limited and Standard Chartered Securities Hong Kong Limited;
- from April 2008 to August 2014, Mr. Hua served as the head of direct investment department and the head of investment banking department in BOCOM International Holdings Company Limited;
- from July 2018 to June 2021, Mr. Hua served as an executive director and the chief financial officer of Viva Biotech Holdings, a company listed on the Hong Kong Stock Exchange (stock code: 1873); and
- he served as the chief executive officer and as an executive director of Chempartner Pharmatech Co., Ltd., a company listed on Shenzhen Stock Exchange (stock code: 300149), from July 2021 to October 2022 and from August 2021 to October 2022, respectively.

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

Save as disclosed above, Mr. Hua does not have any relationship with any other 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. Hua did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Hua has entered into an appointment letter with the Company for a term of three years, with effect from December 16, 2021, 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

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

provisions on retirement by rotation of Directors as set out in the Articles. Pursuant to the appointment letter entered into with the Company, Mr. Hua is entitled to an annual director's fee of HK\$360,000.

Save as disclosed above, Mr. Hua has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Hua's standing for re-election as Director that need to be brought to the attention of the Shareholders.

NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Nomination Committee and the Board have followed the nomination policy and board diversity policy for the re-appointment of Mr. Hua as an independent non-executive Director. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

With reference to the past contributions made by Mr. Hua to the Company during his tenure, his qualifications and his rich experience in corporate finance and investment, the Board is of the view that Mr. Hua can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

Mr. Hua, being the independent non-executive Director of the Company eligible for re-election at the AGM, has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment. The Company considers that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board resolved to propose to: (i) amend the Memorandum and Articles of Association for the purpose of, among others, updating and bringing the Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from December 31, 2023 onwards, as well as other housekeeping changes; and (ii) adopt the fifth amended and restated memorandum of association and articles of association of the Company incorporating and consolidating the Proposed Amendments.

Set out below is a summary of the Proposed Amendments:

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
2.2	<p>.....</p> <p>“electronic means” shall include sending or otherwise making available to the intended recipients <u>of the communication</u> in electronic format.</p> <p>.....</p>	2.2	<p>.....</p> <p>“electronic means” shall include sending or otherwise making <u>the communication</u> available to the intended recipients in electronic format.</p> <p>.....</p>
2.2	<p>.....</p> <p>“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorized representatives, at a general meeting held in accordance with these Articles, and <u>shall include</u> an ordinary resolution passed pursuant to Article 13.10.</p> <p>.....</p>	2.2	<p>.....</p> <p>“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorized representatives, at a general meeting held in accordance with these Articles, and <u>includes</u> an ordinary resolution passed pursuant to Article 13.10.</p> <p>.....</p>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
3.3	Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognized clearing house (in its capacity as such) is a member. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.	3.3	Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognized clearing house (in its capacity as such) is a member <u>of the Company</u> . Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.
3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths <u>in nominal value</u> of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third <u>in nominal value</u> of the issued shares of that class.	3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths <u>of the voting rights</u> of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third <u>of the voting rights</u> of the issued shares of that class.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.	4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u>
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as <u>herein</u> provided.	6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as provided <u>in Article 30.1.</u>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
10.1	<p>.....</p> <p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum <u>of Association of the Company</u>, subject nevertheless to the provisions of the Companies Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>	10.1	<p>.....</p> <p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum, subject nevertheless to the provisions of the Companies Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>
12.1	<p>The Company shall hold a general meeting as its annual general meeting <u>in</u> each financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	12.1	<p>The Company shall hold a general meeting as its annual general meeting <u>for</u> each financial year, <u>to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year</u>. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, <u>every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have</u> one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak, (b) <u>one vote</u> on a show of hands and (c) one vote for each share registered in his name in the register <u>on a poll</u> . On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
30.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member <u>either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u> In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	30.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member <u>in any of the following manner to the extent permitted by, and compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) <u>by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;</u></p> <p>(d) <u>by placing it on the Company's Website or the Exchange's website; or</u></p> <p>(e) <u>(in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u></p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
30.4	<p><u>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</u></p>		<p><i>(proposed to be removed)</i></p>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
30.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	30.4	Any notice or document; (a) <u>delivered or left at a registered address otherwise than by post</u> shall be deemed to have been served <u>or delivered</u> on the day <u>it was so delivered or left;</u> (b) <u>sent by post shall be deemed to have been served on the day</u> following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof; (c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
			<p><u>(d) served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and</u></p> <p><u>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>
30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.		<u>(proposed to be removed but have incorporated into the revised Article 30.4(a))</u>
30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).		<u>(proposed to be removed but have incorporated into the revised Article 30.4(e))</u>
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.		<u>(proposed to be removed but have incorporated into the revised Article 30.4(c))</u>

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
34	Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, <u>following the year of incorporation</u> , shall begin on 1 January in each year.	34	Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year.

Note: The fifth amended and restated memorandum of association and articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING



Sirnaomics Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2257)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “AGM”) of Sirnaomics Ltd. (the “Company”) will be held at 10:30 a.m. on Thursday, June 20, 2024 at Meeting Room 06–07, INNO2, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended December 31, 2023.
2.
 - (i) To re-elect Dr. David Mark Evans as an executive Director.
 - (ii) To re-elect Dr. Edward Yongxiang Wang as an executive Director.
 - (iii) To re-elect Mr. Jiankang Zhang as a non-executive Director.
 - (iv) To re-elect Mr. Fengmao Hua as an independent non-executive Director.
 - (v) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the Board to fix its remuneration.
4. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 each in the share capital of the Company (the “**Shares**”) (including any sale or transfer of Shares out of treasury that are held as treasury Shares, if permitted under the Rules Governing the Listing of

NOTICE OF ANNUAL GENERAL MEETING

Securities on The Stock Exchange of Hong Kong Limited (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, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize 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;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued (including the treasury Shares resold and/or transferred, if permitted under the Listing Rules) 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 or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time, shall not exceed 20% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) as at the date of the passing of 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 any applicable laws or the articles of association of the Company to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL 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 expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back 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 the Company may hold the Shares so purchased in treasury) and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the aggregate number of Shares, which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) as at the date of the passing of 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 any applicable laws or the articles of association of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company 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 (including any sale or transfer of Shares out of treasury that are held as treasury Shares, if permitted under the Listing Rules) 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 purchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) as at the date of passing the resolution.”

AS SPECIAL RESOLUTION

7. To consider and approve the proposed amendments (the “**Proposed Amendments**”) to the fourth amended and restated memorandum of association and articles of association of the Company (details of which are set out in Appendix III to the circular of the Company dated May 30, 2024), and the amended and restated memorandum of association and articles of association of the Company which consolidate all the Proposed Amendments be and are hereby approved and adopted as the fifth amended and restated memorandum of association and articles of association of the Company, in substitution for and to the exclusion of the fourth amended and restated memorandum of association and articles of association of the Company in their entirety, with immediate effect; and that any Director be and is hereby authorized to do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to implement the adoption of the fifth amended and restated memorandum of association and articles of association of the Company.

By order of the Board
Sirnaomics Ltd.
Yang (Patrick) Lu
Chairman

Hong Kong, May 30, 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, June 17, 2024 to Thursday, June 20, 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, June 14, 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. For the avoidance of doubt, holders of treasury Shares of the Company (if any) are not entitled to vote at the AGM.
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. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. With respect to resolution numbered 2 of this notice, Dr. David Mark Evans, Dr. Edward Yongxiang Wang, Mr. Jiankang Zhang and Mr. Fengmao Hua shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated May 30, 2024.
6. With respect to resolution numbered 4 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares (including to sell or transfer any treasury shares) of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated May 30, 2024.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

As at the date of this notice, the Board comprises Dr. Yang Lu (alias Patrick Lu), Dr. Xiaochang Dai, Dr. David Mark Evans and Dr. Edward Yongxiang Wang as executive Directors, Mr. Mincong Huang and Mr. Jiankang Zhang as non-executive Directors, and Dr. Cheung Hoi Yu, Mr. Fengmao Hua, Ms. Monin Ung and Ms. Shing Mo Han, Yvonne (alias Mrs. Yvonne Law) as independent non-executive Directors.