

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong 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.



Nanjing Leads Biolabs Co., Ltd.
南京维立志博生物科技股份有限公司

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

(Stock Code: 9887)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Nanjing Leads Biolabs Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the articles of association of the Company (the “**Articles of Association**”) to make some house-keeping amendments (the “**Proposed Amendments**”).

The Proposed Amendments shall be subject to the passing of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). The Board will also propose at the AGM to authorize itself to make corresponding adjustments to the contents of the Proposed Amendments in accordance with the opinions or requirements of regulatory authorities (if any), and to sub-delegate the chairman to handle all matters related to the regulatory approval and filing with the market supervision and administration department for the Proposed Amendments. A circular containing, among others, details of the Proposed Amendments together with a notice convening the AGM will be published by the Company as soon as practicable.

Particulars of the Proposed Amendments to the Articles of Association are as follows:

Original articles	Amended articles
Article 28 Where the Company purchases its own shares under any of the circumstances specified in items (III), (V) and (VI) of paragraph 1 under Article 26 of these Articles, centralized public trading shall be used, provided that the requirements of the Hong Kong Listing Rules and the regulatory rules and guidelines of the Hong Kong Stock Exchange are complied with. The purchase by the Company of its own shares under any of the circumstances specified in items (I) and (II) of paragraph 1 under Article 26 of these Articles shall be subject to resolution passed by the shareholders' meeting. The purchase by the Company of its own shares under any of the circumstances specified in items (III), (V) and (VI) of paragraph 1 under Article 26 of these Articles shall be subject to a board resolution approved by more than two-thirds of directors attending the board meeting in accordance with the provisions of these Articles or as authorized by the shareholders' meeting. After the Company purchases its own shares pursuant to the provisions of Paragraph 1 under Article 26 of these Articles, such shares shall be cancelled within ten days from the date of repurchase under the circumstance as referred to in item (I); such shares shall be transferred or cancelled within six months under the circumstances as referred to in items (II) and (IV); the aggregate number of shares held by the Company shall not exceed 10% of the Company's total issued shares and such shares shall be transferred or cancelled within three years under the circumstance as referred to in items (III), (V) and (VI).	Article 28 Where the Company purchases its own shares under any of the circumstances specified in items (III), (V) and (VI) of paragraph 1 under Article ~~26~~<u>27</u> of these Articles, centralized public trading shall be used, provided that the requirements of the Hong Kong Listing Rules and the regulatory rules and guidelines of the Hong Kong Stock Exchange are complied with. The purchase by the Company of its own shares under any of the circumstances specified in items (I) and (II) of paragraph 1 under Article ~~26~~<u>27</u> of these Articles shall be subject to resolution passed by the shareholders' meeting. The purchase by the Company of its own shares under any of the circumstances specified in items (III), (V) and (VI) of paragraph 1 under Article ~~26~~<u>27</u> of these Articles shall be subject to a board resolution approved by more than two-thirds of directors attending the board meeting in accordance with the provisions of these Articles or as authorized by the shareholders' meeting. After the Company purchases its own shares pursuant to the provisions of Paragraph 1 under Article ~~26~~<u>27</u> of these Articles, such shares shall be cancelled within ten days from the date of repurchase under the circumstance as referred to in item (I); such shares shall be transferred or cancelled within six months under the circumstances as referred to in items (II) and (IV); the aggregate number of shares held by the Company shall not exceed 10% of the Company's total issued shares and such shares shall be transferred or cancelled within three years under the circumstance as referred to in items (III), (V) and (VI).

Original articles	Amended articles
Article 46 The shareholders’ meeting is composed of all shareholders and is the organ of authority of the Company, which exercises the following powers in accordance with the law: (IX) to examine and approve the guarantee matters set out in Article 46 of these Articles;	Article 46 The shareholders’ meeting is composed of all shareholders and is the organ of authority of the Company, which exercises the following powers in accordance with the law: (IX) to examine and approve the guarantee matters set out in Article ~~46~~<u>47</u> of these Articles;
.....	
Article 47 The external guarantees within the scope of authority of the board of directors shall also be approved by more than two-thirds of the directors present at the board meeting other than being approved by more than half of all directors. The external guarantees under item (III) of paragraph 1 of Article 46 of these Articles shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.	Article 47 The external guarantees within the scope of authority of the board of directors shall also be approved by more than two-thirds of the directors present at the board meeting other than being approved by more than half of all directors. The external guarantees under item (III) of paragraph 1 of Article ~~46~~<u>47</u> of these Articles shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.
Article 59 Proposals not set out in the notice of the shareholders’ meeting or not complying with Article 57 of these Articles shall not be voted on or resolved at the shareholders’ meeting.	Article 59 Proposals not set out in the notice of the shareholders’ meeting or not complying with Article ~~57~~<u>58</u> of these Articles shall not be voted on or resolved at the shareholders’ meeting.
Article 116 External guarantees that shall be considered by the board of directors refer to external guarantees other than those required to be approved by the shareholders’ meeting as stipulated in Article 46 of these Articles.	Article 116 External guarantees that shall be considered by the board of directors refer to external guarantees other than those required to be approved by the shareholders’ meeting as stipulated in Article ~~46~~<u>47</u> of these Articles.

Original articles	Amended articles
Article 132 The circumstances of disqualification from being a director stipulated in Article 101 of these Articles shall be applicable to senior management members. Any appointment of senior management in violation of the provisions of Article 101 of these Articles shall be invalid. The board of directors of the Company shall dismiss a senior management member if any of the circumstances set forth in Article 101 of these Articles occurs during his/her tenure of office. Provisions regarding the duty of royalty of directors under Article 103 and duties of diligence of directors under items (IV), (V) and (VI) of Article 104 hereof shall also be applicable to the senior management members.	Article 132 The circumstances of disqualification from being a director stipulated in Article ~~101~~<u>102</u> of these Articles shall be applicable to senior management members. Any appointment of senior management in violation of the provisions of Article ~~101~~<u>102</u> of these Articles shall be invalid. The board of directors of the Company shall dismiss a senior management member if any of the circumstances set forth in Article ~~101~~<u>102</u> of these Articles occurs during his/her tenure of office. Provisions regarding the duty of royalty of directors under Article ~~103~~<u>104</u> and duties of diligence of directors under items (IV), (V) and (VI) of Article ~~104~~<u>105</u> hereof shall also be applicable to the senior management members.
Article 170 In the event of the circumstance as set forth in items (I) and (II) of Article 182, the Company may carry on its existence by amending these Articles or with approval by resolution of the shareholders' meeting, provided that the Company has not distributed its property to the shareholders.....	Article 170 In the event of the circumstance as set forth in items (I) and (II) of Article ~~182~~<u>169</u>, the Company may carry on its existence by amending these Articles or with approval by resolution of the shareholders' meeting, provided that the Company has not distributed its property to the shareholders.....

Original articles	Amended articles
Article 171 Where the Company is dissolved under items (I), (II), (IV) and (V) of Article 182, the Company shall be liquidated. The directors, who are the liquidation obligors of the Company, shall form a liquidation group to carry out liquidation within 15 days after the occurrence of an event of dissolution. The liquidation group shall be composed of directors, unless it is otherwise provided for in these Articles or elected by the shareholders' meeting. Where the Company is dissolved due to item (IV) of paragraph 1 of Article 182, the department or the company registration authority that made the decision to revoke the business license, order to close down or revoke may apply to the people's court to appoint relevant personnel to establish the liquidation group to conduct liquidation.	Article 171 Where the Company is dissolved under items (I), (II), (IV) and (V) of Article ~~182~~<u>169</u>, the Company shall be liquidated. The directors, who are the liquidation obligors of the Company, shall form a liquidation group to carry out liquidation within 15 days after the occurrence of an event of dissolution. The liquidation group shall be composed of directors, unless it is otherwise provided for in these Articles or elected by the shareholders' meeting. Where the Company is dissolved due to item (IV) of paragraph 1 of Article ~~182~~<u>169</u>, the department or the company registration authority that made the decision to revoke the business license, order to close down or revoke may apply to the people's court to appoint relevant personnel to establish the liquidation group to conduct liquidation.

By order of the Board
Nanjing Leads Biolabs Co., Ltd.
南京维立志博生物科技股份有限公司
Dr. KANG XIAOQIANG
Chairman, Executive Director and
Chief Executive Officer

Nanjing, PRC, April 24, 2026

As at the date of this announcement, the board of directors of the Company comprises: (i) Dr. Kang Xiaoqiang (Chairman of the Board), Dr. Lai Shoupeng and Mr. Zuo Honggang as executive Directors; (ii) Mr. Zhang Yincheng and Dr. Chen Renhai as non-executive Directors; and (iii) Dr. Zhang Hongbing, Mr. Du Yilong and Ms. Du Jiliu as independent non-executive Directors.