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, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Simcere Pharmaceutical Group Limited (the "**Company**"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Simcere Pharmaceutical Group Limited
先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

(I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; (II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND; (IV) PROPOSED RE-APPOINTMENT OF AUDITORS; (V) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION; AND (VI) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at No. 800, Minbei Road, Minhang District, Shanghai, the PRC on Friday, June 12, 2026 at 9:00 a.m. is set out on pages 34 to 39 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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 (i.e. 9:00 a.m. on Wednesday, June 10, 2026) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish.

May 22, 2026

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This circular is prepared in both English and Chinese.

In the event of inconsistency, the English text of this circular will prevail.

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

"AGM"	the annual general meeting of the Company to be held at No. 800, Minbei Road, Minhang District, Shanghai, the PRC on Friday, June 12, 2026 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 34 to 39 of this circular or any adjournment thereof (as the case may be)
"Articles of Association" or "Articles"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
"BVI"	the British Virgin Islands
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
"Company"	Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司), a company incorporated in Hong Kong on November 30, 2015 with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2096)
"Director(s)"	the director(s) of the Company
"Existing Articles of Association"	the amended and restated articles of association of the Company currently in force
"Final Dividend"	the proposed final dividend of RMB0.18 per Share as recommended by the Board
"General Mandate"	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution granting such mandate
"Group"	the Company and its subsidiaries, each a "Group Company"

"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	May 18, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New Articles of Association"	the amended and restated articles of association of the Company to be adopted by the Shareholders at the AGM containing the Proposed Amendments
"P&H Holdings"	P&H Holdings Group Ltd., a company incorporated under the laws of the BVI on December 5, 2018 and one of the Company's Ultimate Controlling Shareholders
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region and Taiwan
"Proposed Amendments"	the proposed amendments to the Existing Articles of Association, details of which are set out in Appendix III to this circular
"Register of Members"	the register of members of the Company
"Repurchase Mandate"	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
"Right Wealth"	Right Wealth Holdings Limited, a company incorporated under the laws of the BVI on December 13, 2011 and one of the Company's Ultimate Controlling Shareholders
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of the Company

"Shareholder(s)"	the holder(s) of the Share(s)
"SIG"	Simcere Investments Group Limited, formerly known as Excel Good Group Limited (先益集團有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on January 19, 2018 and one of the Company's Ultimate Controlling Shareholders
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
"treasury share(s)"	has the meaning ascribed to it under the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Ultimate Controlling Shareholders"	collectively, SIG, P&H Holdings, Right Wealth, Mr. REN Jinsheng, Mr. REN Yong, Ms. LI Shimeng, Mr. REN Weidong, Ms. REN Zhen and Ms. PENG Suqin
"%"	per cent

In this circular, the terms "close associate", "core connected person", "controlling shareholder", "subsidiary" and "substantial shareholder" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Simcere Pharmaceutical Group Limited
先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

Executive Directors:
Mr. REN Jinsheng *(Chairman)*
Mr. TANG Renhong
Mr. WAN Yushan
Ms. WANG Xi

Independent non-executive Directors:
Mr. SONG Ruilin
Mr. WANG Jianguo
Mr. WANG Xinhua
Mr. SUNG Ka Woon

Registered office:
Unit 703, 7/F
Building 20E
Phase Three
Hong Kong Science Park
Shatin
New Territories
Hong Kong

Headquarters in the PRC:
No. 699-18, Xuanwu Road
Xuanwu District, Nanjing
Jiangsu
PRC

May 22, 2026

To the Shareholders

Dear Sir or Madam,

(I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; (II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND; (IV) PROPOSED RE-APPOINTMENT OF AUDITORS; (V) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION; AND (VI) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) re-election of the retiring Directors; (iii) proposed declaration and payment of the Final Dividend for the year ended December 31, 2025; (iv) proposed re-appointment of auditors; (v) Proposed Amendments to the Existing Articles of

Association and adoption of the New Articles of Association; and (vi) 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 matter.

A notice convening the AGM is set out on pages 34 to 39 of this circular.

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting held on June 13, 2025, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue as at June 13, 2025; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares in issue as at June 13, 2025; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

(a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable law, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 2,595,697,618 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorised to issue up to 519,139,523 Shares under the General Mandate;

(b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 2,595,697,618 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 259,569,761 Shares. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable law, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

(c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in "Appendix I" to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. REN Jinsheng, Mr. TANG Renhong, Mr. WAN Yushan and Ms. WANG Xi as executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as independent non-executive Directors.

In accordance with Article 111 of the Articles, Mr. TANG Renhong, Mr. WAN Yushan, and Mr. SONG Ruilin will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The biographical details of the above named Directors who are subject to 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 re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board considers the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, 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.

In recommending Mr. SONG Ruilin to stand for re-election as independent non-executive Director, the Board has considered that, in view of Mr. SONG Ruilin's extensive experience in the pharmaceutical industry, his working profile and other experience as set out in "Appendix II" to this circular, Mr. SONG Ruilin will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and his appointment will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

Mr. SONG Ruilin 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. The Board had reviewed the independence of Mr. SONG Ruilin and is of the view that Mr. SONG Ruilin meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent for re-election.

4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND

At the meeting of the Board held on March 25, 2026, the Board recommended the payment of a final dividend of RMB0.18 per Share for the year ended December 31, 2025. The Final Dividend is denominated and declared in RMB and payable in HK dollars to Shareholders. The actual amount declared in HK dollars is converted based on the average central parity rate of Renminbi against HK dollars as promulgated by the People's Bank of China for the five business days preceding the date of the AGM.

As at the Latest Practicable Date, there were a total of 2,595,697,618 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to RMB467,225,571.24.

Subject to the approval of this proposal at the AGM, the Final Dividend will be payable to the Shareholders whose names appear on the Register of Members as at the close of business on Wednesday, June 24, 2026. The Final Dividend is expected to be distributed to the Shareholders on or before Monday, 13 July, 2026.

5. PROPOSED RE-APPOINTMENT OF AUDITORS

KPMG is the Company's auditors for 2025. KPMG will retire as the auditors of the Company with effect from the conclusion of the AGM and, being eligible, offer themselves for re-appointment. The audit committee of the Board (the "**Audit Committee**") has reviewed the work performed by KPMG and was satisfied with their independence, objectivity, qualifications, expertise, resources and the effectiveness of the audit process. Upon the recommendation of the Audit Committee, the Board proposed to re-appoint KPMG as the auditors of the Company for 2026 with a term of office commencing from the conclusion of the AGM to the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending December 31, 2026 is expected to be in the range of approximately RMB4.2 million to approximately RMB4.4 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditors.

Furthermore, the estimated audit fee assumes there will be no additional material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit work.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

6. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated March 25, 2026, the Company proposes to (a) make the Proposed Amendments to the Existing Articles of Association in order to (i) align with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules which require, among others, the holding of general meetings which shareholders can attend virtually with the use of technology and cast votes by electronic means; (ii) permit the Company to hold treasury shares aligning with the amended Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in relation to the implementation of the treasury share regime for Hong Kong incorporated listed companies; and (iii) incorporate certain housekeeping amendments; and (b) adopt the New Articles of Association incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles of Association.

Save for the Proposed Amendments, the contents of the other provisions of the Articles of Association shall remain unchanged. The Proposed Amendments and the proposed adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM. The New Articles of Association will become effective on the date of approval of the Proposed Amendments and the adoption of the New Articles of Association by the Shareholders at the AGM.

The Shareholders should note that the New Articles of Association is in English. The Chinese translation of any content of the New Articles of Association is for reference purpose only. In case of any inconsistency between the English and Chinese versions of the New Articles of Association, the English version shall prevail.

The legal advisors to the Company as to Hong Kong laws have confirmed that the Proposed Amendments and the New Articles of Association conform with the requirements of the Listing Rules and the laws of Hong Kong. The Company confirms that there is nothing unusual about the Proposed Amendments and the proposed adoption of the New Articles of Association for a company listed on the Stock Exchange.

The full details of the Proposed Amendments (marked-up against the relevant contents in the conformed version of the Existing Articles of Association posted on the website of the Stock Exchange) are set out in Appendix III to this circular.

7. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, June 9, 2026 to Friday, June 12, 2026 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM to be held on Friday, June 12, 2026. The record date will be Friday, June 12, 2026. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Monday, June 8, 2026.

The Register of Members will be closed from Friday, June 19, 2026 to Wednesday, June 24, 2026 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2025. The record date will be Wednesday, June 24, 2026. In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Thursday, June 18, 2026.

8. ANNUAL GENERAL MEETING

Set out on pages 34 to 39 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue Shares and to repurchase Shares; (ii) the re-election of the retiring Directors; (iii) declaration and payment of the Final Dividend for the year ended December 31, 2025; (iv) proposed re-appointment of auditors; and (v) Proposed Amendments to the Existing Articles of Association and adoption of the New Articles of Association.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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 (i.e. 9:00 a.m. on Wednesday, June 10, 2026) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish. In the event that a Shareholder having lodged a proxy form attends and votes the AGM, his/her/its proxy form will be deemed to have been revoked.

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

To the best of the Directors' knowledge and information having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM, and accordingly, no Shareholder is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.simcere.com) in the manner prescribed under Rule 13.39(5) and (5A) of the Listing Rules.

9. RECOMMENDATION

The Directors consider that (i) the granting of the General Mandate and the Repurchase Mandate to the Directors to issue and to repurchase Shares; (ii) the re-election of the retiring Directors; (iii) the declaration and payment of the Final Dividend; (iv) proposed re-appointment of auditors; and (v) Proposed Amendments to the Existing Articles of Association and adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

10. RESPONSIBILITY STATEMENT

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

11. GENERAL

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

12. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
Simcere Pharmaceutical Group Limited
Mr. REN Jinsheng
Chairman and Executive Director

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,595,697,618 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 259,569,761 Shares, representing 10% of the total issued Shares as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to receive the general authority from the Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will be in the interest of the Company and the Shareholders. Such repurchases may, depending on market conditions, funding arrangements and other circumstances at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

As compared with the financial position of the Company as at December 31, 2025 (as disclosed in its latest audited financial statements for the year ended December 31, 2025), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of Hong Kong.

Any payment for the repurchase of Shares will be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase or out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

5. EFFECT OF TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, the Ultimate Controlling Shareholders, namely SIG, P&H Holdings, Right Wealth, Mr. REN Jinsheng, Mr. REN Yong, Ms. LI Shimeng, Mr. REN Weidong, Ms. REN Zhen and Ms. PENG Suqin, directly and indirectly through Simcere Pharmaceutical Holding Limited, Artking Global Limited, Fortune Fountain Investment Limited, Simcere Holding Limited and Excel Investments Group Limited, collectively held 1,730,875,815 Shares, representing approximately 66.68% of the total number of Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Repurchase Mandate which is proposed to be granted, the interest of the Ultimate Controlling Shareholders would be increased to approximately 74.09% of the then total number of Shares in issue. The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Code if the Repurchase Mandate was to be exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of buy-back, any repurchase of Shares which results in the number of Shares held by the public being reduced to less than prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the minimum percentage permitted by the Stock Exchange.

6. SHARE PURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased a total of 22,485,000 Shares on the Stock Exchange and the details are set out below:

Date of Repurchase	No. of Shares	Highest Share price *HK$*	Lowest Share price *HK$*
12 January 2026	3,672,000	11.60	11.1975
16 January 2026	4,433,000	11.7726	11.52
20 January 2026	1,884,000	11.9046	11.5945
22 January 2026	862,000	11.68	11.57
26 March 2026	1,974,000	11.3272	10.9444
4 May 2026	847,000	11.91	11.65
5 May 2026	1,379,000	11.8033	11.60
13 May 2026	1,063,000	11.6	11.5
14 May 2026	1,884,000	11.66	11.43
15 May 2026	2,575,000	11.5713	11.35
18 May 2026	1,912,000	11.2814	11.03

7. GENERAL

The Directors will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the Companies Ordinance.

Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

The Company does not have a present intention to hold the repurchased Shares as treasury shares in the event that the Repurchase Mandate is exercised. The repurchased Shares (if any) will be cancelled following settlement of any such repurchase.

8. SHARE PRICES

During each of the previous twelve months to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	9.06	7.07
May	13.22	8.24
June	13.36	9.85
July	14.28	10.16
August	15.08	11.95
September	14.55	12.35
October	13.63	11.60
November	14.38	12.07
December	14.34	11.65
2026		
January	12.65	10.60
February	13.26	11.08
March	12.86	10.83
April	14.28	11.68
May (up to the Latest Practicable Date)	12.07	11.00

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

(1) Mr. TANG Renhong (唐任宏)

Position and Experience

Mr. TANG Renhong (唐任宏), aged 46, is an executive Director of the Company and the chairman of the board of directors and the chief executive officer of Simcere Zaiming Pharmaceutical Co., Ltd. (先聲再明醫藥有限公司) ("**Simcere Zaiming**"), a subsidiary of the Company. Mr. TANG is committed to the overall leading of Simcere Zaiming, which is responsible for the research and development, production and marketing of oncology pharmaceuticals of the Group.

Mr. TANG has nearly 16 years of experience in pharmaceutical research and development and management of pharmaceutical companies. Mr. TANG joined the Group acting as the vice president in May 2019. He was officially appointed as an executive Director and the vice president of the Company on November 19, 2019 and further appointed as the senior vice president, the executive vice president and the co-chief executive officer (the "**Co-CEO**") of the Company on June 1, 2020, March 31, 2021 and May 25, 2022, respectively. Mr. TANG resigned as the Co-CEO of the Company on December 31, 2022 and was appointed as the chairman of the board of directors and the chief executive officer of Simcere Zaiming on January 1, 2023.

Prior to joining Simcere, he served as the vice general manager of Shanghai Shengdi Pharmaceutical Co., Ltd. (上海盛迪醫藥有限公司) from September 2017 to May 2019. From September 2013 to August 2017, Mr. TANG worked as the associate director of China Innovation Center of Astrazeneca Investment (China) Co., Ltd. (阿斯利康投資(中國)有限公司). Before that, he worked at the Novo Nordisk Research Centre China (諾和諾德中國研究發展中心) from June 2009 to September 2013 with the last position there being the head of department. At the beginning of his career, he was a postdoctoral researcher at the University of California, San Francisco from April 2007 to May 2009.

Mr. TANG obtained a bachelor's degree in biotechnology from Shanghai Jiao Tong University (上海交通大学) in July 2002. He also obtained a Ph.D. in molecular cell biology from Nanyang Technological University in April 2007.

Save as disclosed above, Mr. TANG (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within the Group.

Length of service

Mr. TANG has entered into the service contract with the Company on June 15, 2023. The service contract is for a term of three years or until the third annual general meeting of the Company since June 15, 2023, whichever is sooner. The service contract may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

Relationships

Mr. TANG does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. TANG was interested in 1,550,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. TANG is entitled to receive emoluments of RMB3,600,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. TANG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(2) Mr. WAN Yushan (萬玉山)

Position and Experience

Mr. WAN Yushan (萬玉山), aged 55, is an executive Director, the chief financial officer and one of the joint company secretaries of the Company. He is primarily responsible for the financial, legal and compliance management, formulating financial strategies and in charge of the process and information business of the Group.

Mr. WAN has over 25 years of experience with the Group where he has accumulated knowledge and skills required in the financial management of the Group. Mr. WAN joined the Group in May 2000 and has assumed various positions successively since then, including the financial controller, general manager of financial department, vice president and chief financial officer. On November 19, 2019, Mr. WAN was officially appointed as an executive Director and the chief financial officer of the Company. He was also the director of several subsidiaries of the Company including, among others, Hainan Simcere Pharmaceutical Co., Ltd. from July 2011 to February 2026 and Simcere Pharmaceutical Co., Ltd. from July 2017 to March 2026.

Mr. WAN obtained a bachelor's degree in biochemistry from Nanjing University (南京大學) in June 1992 and a master's degree in management (majoring in accounting) from Nanjing University in June 1999. Mr. WAN was admitted as a non-practicing member of Jiangsu Institute Certified Public Accountants (江蘇省註冊會計師協會) in November 2009.

Save as disclosed above, Mr. WAN (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within the Group.

Length of service

Mr. WAN has entered into the service contract with the Company on June 15, 2023. The service contract is for a term of three years or until the third annual general meeting of the Company since June 15, 2023, whichever is sooner. The service contract may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

Relationships

Mr. WAN does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date and pursuant to Part XV of the SFO, Mr. WAN was interested in 1,445,453 Shares directly held by him and 2,100,000 Shares underlying the restricted share units ("RSUs") granted to him under the 2021 RSU Scheme.

Director's emoluments

Mr. WAN is entitled to receive emoluments of RMB1,980,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. WAN has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. SONG Ruilin

Position and Experience

Mr. SONG Ruilin (宋瑞霖), aged 63, is an independent non-executive Director of the Company. He is primarily responsible for supervising and providing independent advice on the operation and management of the Group.

Mr. SONG has extensive experience in the pharmaceutical industry. Mr. SONG joined the Group in November 2019. He has held positions in following companies, including a non-executive director of Luye Pharma Group Ltd. (stock code: 2186.HK) since March 2017, an independent director of Mediwelcome Healthcare Service and Technology Inc. (麥迪衛康健康醫療服務科技有限公司) (stock code: 2159.HK) since December 2020, an independent director of Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (stock code: 1167.HK) since December 2020, an independent director of Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696.HK) since June 2018, an independent director of Shenzhen Chipscreen Biosciences Co., Ltd (深圳微芯生物科技股份有限公司) (stock code: 688321.SH) since August 2018, an independent director of Boya Biopharmaceutical Group Co., Ltd. (博雅生物製藥集團股份有限公司) (stock code: 300294.SZ) from March 2017 to March 2021, an independent director of Tibet Aim Pharm. Inc. (西藏易明西雅醫藥科技股份有限公司) (stock code: 002826.SZ) from August 2015 to August 2021, an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd. (山西振東製藥股份有限公司) (stock code: 300158.SZ) from June 2015 to June 2021, an independent director of Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) (stock code: 300181.SZ) from July 2009 to January 2014 and an independent director of Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (stock code: 600998.SH) from November 2008 to November 2014.

Mr. SONG is currently the executive president of PhIRDA (中國醫藥創新促進會) (formerly named as China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會)). Mr. SONG also hold several important social positions including specially-invited expert of the Talent Pool Participating in and Discussing State Affairs of the CPPCC, consultant of Participating in and Discussing State Affairs of the Chinese Peasants and Workers Democratic Party, the executive deputy director of the Research Centre for Drug Policy and Industrial Development at China Pharmaceutical University (中國藥科大學國家藥物政策與產業發展研究中心), a member of the NMPA's Expert Advisory Committee on the Strategic Decision of Chinese medicine management (中藥管理戰略決策專家諮詢委員會), a member of the Biotech Advisory Panel of the Stock Exchange, vice chairman of China Alliance Rare Diseases, a honorary council member of the Chinese Medicine Society, council member of Chinese Pharmacist Association, a council member of the Bethune Charitable Foundation, a visiting researcher of Shanghai Jiao Tong University. Since 2007, Mr. SONG has been dedicated to the research of China's pharmaceutical policies, especially the policies for pharmaceutical innovation. Prior to that, he worked in the Legislative Affairs Office of the State Council of China, mainly engaged in the legislative review and research of health and medicine for a number of years.

Mr. SONG graduated with a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in July 1985. He also graduated with a degree of master of business administration (EMBA) from China Europe International Business School (中歐國際商學院) in November 2004 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University (中國藥科大學) in December 2018.

Save as disclosed above, Mr. SONG (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within the Group.

Length of service

Mr. SONG has renewed a letter of appointment with the Company on June 15, 2023. The letter of appointment is for a term of three years or until the third annual general meeting of the Company since June 15, 2023, whichever is sooner. The letter of appointment may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

Relationships

Mr. SONG does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. SONG does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Director's emoluments

Mr. SONG is entitled to receive emoluments of RMB360,000 per annum as determined by the Board according to the letter of appointment with reference to his duties and responsibilities and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. SONG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

13. …

(e) the Company shall be at liberty to treat the person whose name stands first in the Register as one of the joint holders of any shares as solely entitled to delivery of the certificate relating to such shares, or to receive notices from the Company, or to attend or vote at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders; but any one of such joint holders may be appointed the proxy of the persons entitled to vote on behalf of such joint holders, and as such proxy to attend and vote at general meetings of the Company, but if more than one of such joint holders be present at any meeting personally (whether physically or by virtual attendance with the use of technology) or by proxy that one so present whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof.

14. Every person whose name is entered as a member in the Register shall be entitled ~~without payment to receive: (i) within two months after allotment or, (ii) within ten business days of the lodgment of an instrument of transfer duly stamped, or within such period as the terms of issue shall provide,~~ to receive one certificate for all his shares of any particular class for free within the period specified in the provisions of the Ordinance and other applicable laws and rules, or any other period that may be specified in the terms of issue, or if he shall so request, upon payment of a fee (not exceeding the maximum amount as the Stock Exchange may from time to time permit) for every certificate after the first, as the Directors shall from time to time determine, such number of certificates for shares in Stock Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in the event of a member transferring part of the shares represented by a certificate in his name a new certificate in respect of the balance thereof shall be issued in his name without payment. In the case of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

18. The Directors may from time to time make calls upon the members in respect of all moneys unpaid on their shares but subject always to the terms of issue of such shares, and any such call may be made payable by instalments. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place for payment, pay to the Company the amount called on his shares and at the specified time and in the specified manner (including by means of a funds transfer system or other electronic means) ~~or times and place so specified~~. The non-receipt of a notice of any call by, or the accidental omission to give notice of a call to, any of the members shall not invalidate the call. A call may be revoked, varied or postponed as to all or any of the members liable therefor as the Directors may determine. A person on whom a call is made will remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made. The joint holders of a share shall be jointly and severally liable for the payment of all calls in respect of that share.

24. No member shall, unless the Directors otherwise determine, be entitled to receive any dividend or bonus, or to receive notice of or to be present or vote at any general meeting, either personally (whether physically or by virtual attendance with the use of technology) or (save as proxy for another member) by proxy, or to exercise any privileges as a member, or be reckoned in a quorum, until he shall have paid all calls or other sums for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

25. If any member fails to pay in full any call or any instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of the call remains unpaid without prejudice to the provisions of Article 24, serve a notice on him requiring him to pay so much of the call as is unpaid together with interest accrued and any expenses incurred by reason of such non-payment. The notice shall name a further day (not being less than fourteen clear days from the date of the notice) on or before which such call or part thereof and all interest accrued and expenses incurred by reason of such non-payment are to be paid, and it shall also name the ~~place where payment is to be made, such place being either the Office, or some other place at which calls of the Company are usually made payable~~ method of payment. The notice shall also state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call is payable will be liable to forfeiture.

38. Every instrument of transfer and other documents relating to or affecting the title to any shares of the Company shall be lodged at the Office for registration (or at such other place or manner as the Board may appoint for such purpose) accompanied by the certificate relating to the shares to be transferred and such other evidence as the Directors may require in relation thereto.

56A. The Company may exercise any powers conferred or permitted by the Ordinance or any other ordinance from time to time to purchase or otherwise acquire its own shares at any price or to give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares in the Company and should the Company purchase or otherwise acquire its own shares neither the Company nor the Board shall be required to select the shares to be purchased or otherwise acquired ratably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by the Stock Exchange or the Securities and Futures Commission from time to time in force. For the purpose of this Article, "shares" include shares, warrants and any other securities convertible into shares which are issued from time to time by the Company.

56B. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be cancelled immediately or held as treasury shares in accordance. In the event that the Directors do not specify that the relevant shares are to be held as treasury shares, such shares shall be cancelled. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share. The Company shall be entered in the register of members as the holder of the treasury shares provided that:

(a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and

(b) a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Listing Rules or these Articles, save that an allotment of shares as fully paid bonus shares in respect of a treasury share is permitted and shares allotted as fully paid bonus shares in respect of a treasury share shall be regarded as being bought back and may be held by the Company.

56C. Treasury shares may be cancelled or disposed of by the Company on such terms and conditions as determined by the Directors in accordance with the provisions of these Articles, the Ordinance and the Listing Rules. The rights of holder(s) of any treasury shares of the Company under these Articles shall be subject to any applicable requirements and restrictions under the Ordinance, the Listing Rules and any applicable laws and regulations.

57. Subject to the provisions of the Companies Ordinance, all or any of the special rights attached to any class of shares (unless otherwise provided for by the terms of issue of the shares of that class) for the time being in issue may, at any time, as well before as during liquidation, be altered or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions contained in the Articles of Association relating to general meetings shall mutatis mutandis apply to every such meeting, except that (a) the quorum thereof shall be not less than two persons holding or representing by proxy one third of the total voting rights of holders of shares of the class, and that (b) any holder of shares of that class present in person (whether physically or by virtual attendance with the use of technology) or by proxy may demand a poll.

60. The Company shall in respect of each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that year. The annual general meeting shall be held within 6 months after the end of each financial year and at such place(s) and in such manner(s) as may be determined by the Directors.

Meetings at physical venues, by using virtual meeting technology or a combination of both ~~Meetings at more than one location~~

63. ~~A~~ The Directors may in its absolute discretion decide that the Company will hold a general meeting ~~may be held~~:

(a) at ~~two~~ one or more ~~places~~ physical venue in any part of the world;

(b) by using ~~any~~ virtual meeting technology ~~that enables~~; or

(c) both at one or more physical venue and by using virtual meeting technology.

64. For the purposes of these Articles, a general meeting taking place at two or more meeting locations shall be treated as taking place where the chairman of the meeting presides ("**principal location**").

65. A member, who is present in person (whether physically or by virtual attendance with the use of technology) or by proxy at a meeting location other than the principal location and entitled to vote, shall be counted in the quorum and may exercise all rights that they would have been able to exercise as if they were present at the principal location.

66. Subject to any other requirements in these Articles, a general meeting shall be duly constituted and its proceedings shall be valid if the chairman of the meeting is satisfied that electronic facilities are available during the meeting to allow members ~~who are not together at the same place~~ present in person (whether physically or by virtual attendance with the use of technology) or by proxy at the meeting to exercise their rights to listen, speak and vote at it.

67. The entitlement of any member or proxy to attend a general meeting shall be subject to any such ~~meeting~~ arrangements, requirements or restrictions as stated in the notice of meeting to apply to the meeting or as required by the Directors or the chairman of the meeting pursuant to these Articles. Members or proxies must comply with all such arrangements, requirements and restrictions and any failure to comply may result in the person being refused entry or removed from the meeting.

68. If there is a failure of electronic facilities or any other arrangements procured by or on behalf of the Company for attendance or participation in the meeting at one or more meeting location(s), the chairman of the meeting may suspend or adjourn the meeting. Such suspension or adjournment or the failure of electronic facilities or arrangements will not affect the validity of the meeting, or any business conducted at the meeting up to the point of suspension or adjournment, or any action taken pursuant to the meeting.

69. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information and opinion which that person has on the business of the meeting.

70. A person is able to exercise the right to vote at a general meeting when,

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.

71. In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same meeting location as each other or how they are able to communicate with each other.

72. A person is regarded as attending a general meeting by using virtual meeting technology if:

(a) the person uses the virtual meeting technology specified in the notice of the meeting or as determined by the Directors or chairman of the meeting pursuant to these Articles; and

(b) where the person has the rights to listen, speak and vote (whether physically or by virtual attendance with the use of technology) at the meeting, the person is able to exercise them as stipulated in Articles 73 and 91.

73. All persons seeking to attend and participate in a general meeting using virtual meeting technology shall be responsible for ensuring that they have access to the facilities (including systems, equipment and connectivity) which are necessary to enable them to do so. Any failure of these facilities accessed or used by any attendee shall not affect the validity of the meeting or any business conducted at the meeting up to the point of suspension or adjournment, or any action taken pursuant to the meeting.

~~65~~75. Subject to sections 576 and 578 of the Ordinance, the notice shall specify the manner(s), the place(s), date and time of meeting and the details for members to attend the meeting virtually with the use of technology (if applicable). The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

~~68~~78. No business save the election of a chairman of the meeting shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two members present in person (whether physically or by virtual attendance with the use of technology) or by proxy and entitled to vote shall be a quorum for all purposes.

~~69~~79. If, within fifteen minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place(s) and in the same manner(s), or to such other day, time, ~~and~~ place(s) and manner(s) as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for the meeting, the member or members present in person (whether physically or by virtual attendance with the use of technology) or by proxy shall be a quorum and may transact the business for which the meeting is called.

~~71~~81. The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place(s) to place(s) and in a specific manner(s) or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned sine die the time and place(s) for the adjourned meeting shall be fixed by the Directors.

~~72~~82. Subject to the rules prescribed by the Stock Exchange from time to time, any vote of shareholders at a general meeting shall be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands (whether physically or by virtual attendance with the use of technology). For the purposes of these Articles, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the duties of the Chairman of the meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

~~73~~83. A poll shall be taken at such time and place and in such manner (including the use of ballot or voting papers or tickets or electronic means) as the Chairman of the meeting shall direct, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

~~74~~84. On any resolution where a vote is not required under the Ordinance, the Listing Rules or these Articles to be held on a poll, a poll may be demanded before or on the declaration of the result of the show of hands:

(a) by the Chairman of the meeting; or

(b) by at least five members present in person (whether physically or by virtual attendance with the use of technology), or in the case of a member being a corporation, by its duly authorised representative, or by proxy and entitled to vote at the meeting; or

(c) by any member or members present in person (whether physically or by virtual attendance with the use of technology), or in the case of a member being a corporation, by its duly authorised representative, or by proxy and representing in the aggregate not less than 5 per cent of the total voting rights of all members having the right to attend and vote at the meeting; or

(d) by any member or members present in person (whether physically or by virtual attendance with the use of technology), or in the case of a member being a corporation, by its duly authorised representative, or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than 5 per cent of the total sum paid up on all shares conferring that right.

~~76~~86. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time, ~~and~~ place and manner(s) as the chairman directs, not being more than 30 days after the poll is demanded.

~~78~~88. Where a resolution is voted on by a show of hands (whether physically or by virtual attendance with the use of technology), a declaration by the Chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

~~79~~89. In the case of an equality of votes at any general meeting, whether upon a show of hands or on a poll (whether physically or by virtual attendance with the use of technology), the Chairman of the meeting shall be entitled to a second or casting vote.

~~81~~91. Subject to the provisions of the Ordinance, these Articles and to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, every member who (being an individual) is present in person (whether physically or by virtual attendance with the use of technology) or (being a corporation) is present by a representative duly authorised at any general meeting shall be entitled, on a show of hands, to one vote only and, on a poll, to one vote for every fully paid-up share of which he is the holder.

~~82~~92. On a poll, votes may be given either personally (whether physically or by virtual attendance with the use of technology) or by proxy or (in the case of a corporate member) by a duly authorised representative. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, votes may be cast by members by electronic means, if such means are provided.

~~83~~93. In the case of joint holders, the vote of the senior who tenders a vote, whether in person (whether physically or by virtual attendance with the use of technology) or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names stand in the Register in respect of such share.

~~84~~94. Save as expressly provided in these Articles, no person other than a member duly registered and who shall have paid all amounts for the time being payable by him to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally (whether physically or by virtual attendance with the use of technology) or by proxy, or to be reckoned in a quorum at any general meeting.

~~85~~95. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction (whether in Hong Kong or elsewhere) in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis or other person may on a poll, vote by proxy. If any member be a minor he may vote by his guardian or one of his guardians who may give their votes personally (whether physically or by virtual attendance with the use of technology) or by proxy.

8999. An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may accept. An instrument appointing a proxy shall be signed by the appointor or his duly authorised attorney, or be certified in several other manners as required by the Board. A corporation may execute a form of proxy either under its common seal or under the hand of a duly authorised officer, or be certified in several other manners as required by the Board. The appointor should be allowed to send the instrument appointing a proxy by electronic means. Any instrument of proxy issued to a member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business, and shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The Directors may require evidence of the authority of such attorney, agent or officer. In the absence of satisfactory evidence required by the Directors, the Company may treat an appointment of the relevant proxy as invalid.

90100. The instrument appointing a proxy and any authority (if any) under which it is signed, or a copy of such power or authority, shall be ~~deposited~~ sent to ~~at~~ the Office in the manner specified in the notice of the general meeting (including submission through electronic means (if such means are provided)) at least forty-eight hours before the time fixed for holding the meeting at which the person named in such instrument proposes to attend and vote or, in the case of a poll, at least twenty-four hours before the time appointed for the taking of the poll; otherwise the person so named shall not be entitled to vote at that meeting (or as the case may be) except with the approval of the Chairman of the meeting. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person (whether physically or by virtual attendance with the use of technology) at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

93103. Any corporation which is a member of the Company may, by resolution of its Directors or other governing body or by power of attorney, authorise such persons as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. References in these Articles to a member present in person (whether physically or by virtual attendance with the use of technology) at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

~~140~~150. (a) ...

(i) ...

...

(B) the Board, after determining the basis of allotment and notwithstanding that the number of shares to be allotted may not be calculated until after notice to the shareholders has been given as required by the provisions of this sub-paragraph and subject to the provisions of sub-paragraph (D) below, shall give notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the ~~place at~~ manner in which and the latest date and time by which duly completed forms of election must be lodged in order to be effective which shall be not less than two weeks from the date on which the notice above referred to was despatched to the shareholders;

…

(ii) ...

...

(B) the Board, after determining the basis of allotment and notwithstanding that the number of shares to be allotted may not be calculated until after notice to the shareholders has been given as required by the provisions of this sub-paragraph and subject to the provisions of sub-paragraph (D) below, shall give notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the ~~place at~~ manner in which and the latest date and time by which duly completed forms of election must be lodged in order to be effective which shall be not less than two weeks from the date on which the notice above referred to was despatched to the shareholders;

~~144~~154. Unless otherwise directed any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent by post to the registered address of the member or person entitled, or, in the case of joint holders, to the registered address of that one whose name stands first on the Register in respect of the joint holding, or addressed to such person at such address as the holder or joint holders shall direct or funds transfer system or other method or a combination of methods. The Company shall not be liable or responsible for any cheque or warrant lost in transmission nor for any dividend or other monies lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant. Payment of the cheque or warrant by the banker on whom it is drawn shall be a good discharge to the Company.

~~151~~161. …

(c) Where a member or debenture holder of the Company has, in accordance with the provisions of the Ordinance, consented (including an implied consent or a deemed consent) ~~or is deemed to have consented~~ to treat the publication or the making available of the relevant financial documents and/or the summary financial report on the ~~Company's~~ website or by such other means as discharging the Company's obligation under the Ordinance to send a copy of the relevant financial documents and/or the summary financial report, then the publication or the making available by the Company, in accordance with the provisions of the Ordinance, on the Company's website or by such other means of the relevant financial documents or the summary financial report not less than twenty-one days before the date of the meeting shall, in relation to each such member or debenture holder of the Company, be deemed to discharge the Company's obligations under paragraph (2) above.

~~156~~166. (a) The Company may, after it has made adequate arrangements to ascertain the preference of the holders of its securities and other persons entitled to receive notices of general meetings of the Company and to the extent permitted by and in accordance with applicable laws and regulations, send or otherwise make available using electronic means or by posting on the ~~Company's own~~ website any corporate communication which it is required by the Listing Rules or the Ordinance to send, mail, despatch, issue, publish or otherwise make available to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company and any such corporate communication sent or otherwise made available using electronic means or by posting on the ~~Company's own~~ website shall be deemed to satisfy the requirements in the Listing Rules or the Ordinance that such corporate communication be sent, mailed, despatched, issued, published or otherwise made available by the Company to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company.

…

(c) Any corporate communication which is made available by the Company, in compliance with this paragraph (a) of this Article, to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company by posting on the ~~Company's own~~ website shall be deemed to have been given to such holders or persons at the time when such corporate communication is first posted on the Company's own website. Any corporate communication which is made available by the Company, in compliance with this Article, by using electronic means shall be deemed to have been served or delivered on the day following that on which it was sent by or on behalf of the Company.

~~158~~168. (a) Subject to and to the extent not prohibited by law and in accordance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations, the Company may give notice to any member or other entitled person:

(i) by serving it personally on the relevant person;

(ii) by personally leaving it at the registered address of the relevant person (where such person is a member, at the registered address as appearing in the Register);

~~(ii)~~(iii) by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address as appearing in the register (or in the case of any other entitled person, to such address as he may provide to the Company for that purpose);

~~(iii)~~(iv) by delivering or leaving it at such address as aforesaid;

~~(iv)~~(v) by publishing such notice in one English language and one Chinese language newspaper;

~~(v)~~(vi) by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member or the entitled person at his electronic address as he may provide to the Company;

~~(vi) by publishing it in accordance with applicable legislation and the Listing Rules on the Company's computer network (including the Company's website);~~

(vii) by publishing it on the Company's website and/or the Stock Exchange's website, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for obtaining of consent (including an implied consent or a deemed consent) from the relevant person;

~~(vii)~~(viii) subject to the applicable legislation and the Listing Rules, by any other means authorised in writing by the member or the entitled person concerned; or

~~(viii)~~(ix) by ~~any~~ sending or otherwise making it available to the relevant person through such other means, whether electronically or otherwise, to the extent permitted by ~~applicable legislation~~ and in accordance with the Listing Rules and all applicable laws, rules and regulations.

~~161~~171. …

(v) if published on the Company's computer network (including the Company's website and the Stock Exchange's website), shall be deemed to have been served, received or delivered ~~24 hours after the later of (i) where it is so published, (ii) notification of such publication is given by the Company at the time as prescribed by the Ordinance and other applicable laws, rules and regulations~~; and

~~169~~179. For dividends or other moneys payable on and in respect of any share which is normally paid by sending any cheque by post or other means, without prejudice to the rights of the Company, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post or paying dividends or other moneys payable on and in respect of such shares by other means if such cheques or warrants, or dividends or other moneys payable on and in respect of any share paid by other means have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

~~170~~180. …

(i) at least three cash dividends or other distributions including cheques or warrants for any sum payable in cash to the holder of such shares in respect of them or dividends sent by means of a funds transfer system or other electronic means, ~~all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent~~ during the relevant period in the manner authorised by these Articles have remained uncashed or unclaimed;

Simcere Pharmaceutical Group Limited
先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Simcere Pharmaceutical Group Limited (the "**Company**") will be held at No. 800, Minbei Road, Minhang District, Shanghai, the PRC on Friday, June 12, 2026 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

AS ORDINARY BUSINESS

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Director(s)**") and auditors of the Company (the "**Auditors**") for the year ended December 31, 2025.

2. (a) To declare a final dividend of RMB0.18 per ordinary share of the Company for the year ended December 31, 2025 (the "**Final Dividend**").

   (b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.

3. (a) To re-elect the following retiring Directors:

      i. Mr. TANG Renhong as an executive Director;

      ii. Mr. WAN Yushan as an executive Director; and

      iii. Mr. SONG Ruilin as an independent non-executive Director.

   (b) To authorise the board of the Directors (the "**Board**") to fix the remuneration of the Directors.

4. To consider and approve the re-appointment of KPMG as the Auditors and authorise the Board to fix the auditors' remuneration.

AS SPECIAL BUSINESS

5. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

"**That**:

(a) subject to paragraph (c) below, 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 the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes 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, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly;

(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 law or the articles of association of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, 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 jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

6. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

"**That**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and

(d) for the purposes 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 law or the articles of association of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

7. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

"**That** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution."

SPECIAL RESOLUTION

8. To consider and if thought fit, pass the following resolution (with or without modification) as special resolution of the Company:

"**That** the existing articles of association of the Company (the "**Existing Articles of Association**") be amended in the manner as set out in the circular of the Company dated May 22, 2026 (the "**Circular**") and the amended and restated articles of association of the Company (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purpose of identification), which consolidates all the proposed amendments mentioned in the Circular, be adopted as the new articles of association of the Company (the "**New Articles of Association**") in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect upon the approval by the shareholders of the Company at the AGM and that any Director be and is hereby authorized to do all such acts and things and execute all such documents and (where required) under seal of the Company as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the adoption of the New Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company."

By order of the Board
Simcere Pharmaceutical Group Limited
Mr. REN Jinsheng
Chairman and Executive Director

Hong Kong, May 22, 2026

Registered office:
Unit 703, 7/F
Building 20E
Phase Three
Hong Kong Science Park
Shatin
New Territories
Hong Kong

Headquarters in the PRC:
No. 699-18, Xuanwu Road
Xuanwu District,
Nanjing
Jiangsu
PRC

Notes:

1. The resolution at the AGM (except those related to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange (www.hkexnews.hk) and the Company (www.simcere.com) in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.

3. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 (i.e. 9:00 a.m. on Wednesday, June 10, 2026) before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding

of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.

4. The instrument appointing a proxy shall 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 its common seal or under the hand of an officer or attorney or other person duly authorized.

5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.

7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, June 9, 2026 to Friday, June 12, 2026 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM to be held on Friday, June 12, 2026. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Monday, June 8, 2026.

8. For the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2025, the register of members of the Company will be closed from Friday, June 19, 2026 to Wednesday, June 24, 2026 (both days inclusive). In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Thursday, June 18, 2026.

9. References to time and dates of this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. REN Jinsheng as the Chairman and executive Director, Mr. TANG Renhong, Mr. WAN Yushan and Ms. WANG Xi as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as the independent non-executive Directors.