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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CanSino Biologics Inc.**, you should at once hand this circular together with the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CanSino Biologics Inc.**  
**康希諾生物股份公司**

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

**(Stock code: 6185)**

**(1) THE PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**  
**(2) USE OF PART OF THE OVER-RAISED PROCEEDS RECEIVED**  
**FROM THE A SHARE OFFERING TO PERMANENTLY**  
**SUPPLEMENT WORKING CAPITAL**  
**AND**  
**(3) NOTICE OF EGM**

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A notice convening the EGM of CanSino Biologics Inc. to be held at 2:00 p.m. on Monday, October 11, 2021 at No. 2 Ballroom, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, the PRC is set out in this circular. The corresponding form of proxy for use at the EGM is also enclosed and published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cansinotech.com>).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Sunday, October 10, 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

References to dates and time in this circular are to Hong Kong dates and time.

September 23, 2021

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## DEFINITIONS

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

“A Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each and listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and traded in RMB
“A Share Offering”	the Company’s initial public offering of 24,800,000 A Shares and listing on the Sci-Tech Innovation Board of Shanghai Stock Exchange on August 13, 2020
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	CanSino Biologics Inc. (康希諾生物股份公司), a joint stock company incorporated in the PRC with limited liability on February 13, 2017, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6185) and the A Shares of which are listed on Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688185)
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 third extraordinary general meeting of the Company to be held on Monday, October 11, 2021 at 2:00 p.m.
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each which are subscribed for and traded in Hong Kong Dollars and listed on the Main Board of the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	September 17, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Notice of EGM”	the notice of the EGM dated September 23, 2021
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares

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## LETTER FROM THE BOARD

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### CanSino Biologics Inc. 康希諾生物股份公司

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

(Stock code: 6185)

*Executive Directors:*

Dr. Xuefeng YU  
Dr. Shou Bai CHAO  
Dr. Tao ZHU (朱濤)  
Dr. Dongxu QIU

*Non-Executive Directors:*

Mr. Liang LIN (林亮)  
Ms. Nisa Bernice Wing-Yu LEUNG (梁穎宇)  
Mr. Zhi XIAO (肖治)

*Independent Non-executive Directors:*

Mr. Shiu Kwan Danny WAI (韋少琨)  
Ms. Zhu XIN (辛珠)  
Mr. Shuifa GUI (桂水發)  
Mr. Jianzhong LIU (劉建忠)

*Headquarters and Registered Office  
in the PRC:*

401-420, 4th Floor  
Biomedical Park  
185 South Avenue  
TEDA West District  
Tianjin  
PRC

*Principal Place of Business  
in Hong Kong:*

Room 1901, 19/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

September 23, 2021

*To the Shareholders*

Dear Sirs,

**(1) THE PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
(2) USE OF PART OF THE OVER-RAISED PROCEEDS RECEIVED  
FROM THE A SHARE OFFERING TO PERMANENTLY  
SUPPLEMENT WORKING CAPITAL  
AND  
(3) NOTICE OF EGM**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

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## LETTER FROM THE BOARD

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Ordinary resolutions will be proposed at the EGM for the Shareholders to consider, and if thought fit, to approve:

- (1) the proposed appointment of Ms. Jing WANG (“**Ms. Wang**”) as an executive Director (the “**Proposed Appointment**”); and
- (2) the proposed use of part of the over-raised proceeds received from the A Share Offering (the “**Over-raised Proceeds**”) to permanently supplement working capital (“**Proposed Use of Over-raised Proceeds**”).

## II. DETAILS OF THE RESOLUTIONS

### Ordinary Resolutions

#### *(1) Proposed Appointment*

Reference is made to the announcement of the Company dated September 10, 2021 in relation to, among other things, the Proposed Appointment.

The biographical details of Ms. Wang are set out below:

**Jing WANG** (王靖), aged 41, is appointed as chief commercial officer and deputy general manager of the Group on September 10, 2021. Ms. Wang has been serving as a director of CanSino SPH Biologics Inc. (上海上藥康希諾生物製藥有限公司) (a subsidiary of the Company as of the Latest Practicable Date) since February 2021. She has been serving as the CFO from March 2020 to September 2021, and as the secretary of the Board from February 2017 to September 2021, where she was mainly responsible for corporate financing, financial management, corporate governance, and investor relations. Ms. Wang holds a bachelor’s degree in economics, and a master’s degree in engineering of Peking University. Ms. Wang has nearly 20 years of experience in the pharmaceutical industry. She has extensive experience in capital market operation, strategic financing, financial management, domestic and foreign marketing, corporate management, etc. After joining the Company in June 2012, Ms. Wang has led the establishment of the Group’s financing, financial operations, human resource and administration systems as well as completing the pre-initial public offering fundraising of approximately RMB743 million. Ms. Wang successfully led the Company’s initial public offering on the Main Board of the Hong Kong Stock Exchange in March 2019 and on the Sci-tech Innovation Board of the Shanghai Stock Exchange in August 2020, making the Company the first “A+H” dual listing vaccine company.

The Proposed Appointment will be effective upon the approval by the Shareholders at the EGM. Ms. Wang’s term of office as an executive Director shall commence from the date of approval at the EGM until the expiry of the term of the second session of the Board. She shall

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## LETTER FROM THE BOARD

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be eligible for re-election upon the expiry of her term of office. The Company will enter into a service contract with Ms. Wang upon approval of the Proposed Appointment at the EGM. Ms. Wang will not receive any director's fee or remuneration for serving as an executive Director from the Company.

Ms. Wang does not hold any directorships in any listed companies in the past three years prior to the Latest Practicable Date. Save as disclosed above, Ms. Wang does not hold any positions in the Group, and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As of the Latest Practicable Date, Ms. Wang does not have any interest in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Ms. Wang has not been subject to any penalty or punishment imposed by the China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Save as disclosed above, Ms. Wang has confirmed that there is no other matter relating to the Proposed Appointment that needs to be brought to the attention of the Shareholders, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the Proposed Appointment.

### ***(2) Proposed Use of Over-raised Proceeds***

Reference is made to the interim results announcement of the Company dated August 27, 2021 which set out, inter alia, the details of utilization of the proceeds received by the Company from its A Share Offering. The Company proposed to use of part of the over-raised proceeds received from the A Share Offering to permanently supplement working capital for the reasons set out below.

Under the premise of ensuring the capital needs for the projects in relation to the use of proceeds from the A Share Offering, in order to meet the Company's liquidity needs, improve the efficiency of the use of proceeds, reduce financial costs, enhance the Company's profitability, and safeguard the interests of the Shareholders, according to relevant rules and regulations, the Articles and Association and the Company's internal policies, taking into account the Company's operation needs and financial positions, the Board proposed to use RMB1,190.0 million of the Over-raised Proceeds, accounting for 29.9% of the total Over-raised Proceeds, to permanently supplement working capital. Such proceeds will be used for the Company's production and operation activities related to its primary business.

The Company undertakes that (i) the accumulated amount used to supplement working capital in every 12 months will not exceed 30% of the total amount of Over-raised Proceeds; (ii) the Proposed Use of Over-raised Proceeds will not affect the capital needs for the

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## LETTER FROM THE BOARD

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construction project in relation to the use of proceeds from the A Share Offering; and (iii) no high-risk investment or financial assistance to others will be made within 12 months after the working capital is supplemented.

The Proposed Use of Over-raised Proceed has been approved by the Board, and is subject to the approval by the Shareholders by way of an ordinary resolution at the EGM. An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the Proposed Use of Over-raised Proceeds.

### III. THE EGM

The EGM will be held at 2:00 p.m. on Monday, October 11, 2021 at No. 2 Ballroom, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, PRC. A notice convening the EGM will be despatched to the Shareholders on September 23, 2021, and published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.cansinotech.com>).

### IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, October 7, 2021 to Monday, October 11, 2021, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares of the Company who are entitled to attend and vote at the EGM.

To be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, October 6, 2021 for registration.

### V. PROXY ARRANGEMENT

The form of proxy of the EGM is enclosed and published on the websites of the Hong Kong Stock Exchange and the Company.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Sunday, October 10, 2021) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.



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## LETTER FROM THE BOARD

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### VI. VOTING BY POLL

Any vote of Shareholders at the EGM must 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. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to the proposed resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting on the proposed resolutions at the EGM.

### VII. RECOMMENDATION

The Board considers that the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the proposed resolutions.

### VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

By order of the Board  
**CanSino Biologics Inc.**  
**Xuefeng YU**  
*Chairman*

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## NOTICE OF EGM

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### **CanSino Biologics Inc.** **康希諾生物股份公司**

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

**(Stock code: 6185)**

#### **NOTICE OF THE 2021 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2021 third extraordinary general meeting (the “**EGM**”) of CanSino Biologics Inc. (the “**Company**”) will be held at No. 2 Ballroom, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, the People’s Republic of China on Monday, October 11, 2021 at 2:00 p.m. for the following purpose. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated September 23, 2021.

#### **ORDINARY RESOLUTIONS**

- (1) To consider and approve the proposed appointment of Ms. Jing WANG as an executive director of the Company; and
- (2) To consider and approve the proposed use of part of the Over-raised Proceeds to permanently supplement working capital.

By order of the Board  
**CanSino Biologics Inc.**  
**Xuefeng YU**  
*Chairman*

Hong Kong, September 23, 2021

*Notes:*

1. The resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.cansinotech.com](http://www.cansinotech.com) and The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares), at least 24 hours before the EGM (i.e. not later than 2:00 p.m. on Sunday, October 10, 2021) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.

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## NOTICE OF EGM

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4. For the purpose of determining the list of holders of H shares who are entitled to attend the EGM, the H share register of members of the Company will be closed from Thursday, October 7, 2021 to Monday, October 11, 2021, both days inclusive, during which period no transfer of H shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, October 6, 2021 for registration.
5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. References to date and time in this notice are to Hong Kong dates and time.

*As of the date of this notice, the board of directors comprises Dr. Xuefeng YU, Dr. Shou Bai CHAO, Dr. Tao ZHU and Dr. Dongxu QIU as executive directors, Mr. Liang LIN, Ms. Nisa Bernice Wing-Yu LEUNG and Mr. Zhi XIAO as non-executive directors, and Mr. Shiu Kwan Danny WAI, Ms. Zhu XIN, Mr. Shuifa GUI and Mr. Jianzhong LIU as independent non-executive directors.*