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**LEPU BIOPHARMA CO., LTD.**

**樂普生物科技股份有限公司**

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

**(Stock Code: 2157)**

## **NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2023 second extraordinary general meeting (the “**EGM**”) of Lepu Biopharma Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Conference Room, Building 7, No. 37 Chaoqian Road, Changping District, Beijing, the PRC on Wednesday, November 29, 2023 at 11:00 a.m. or at any adjustment thereof for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated November 13, 2023 issued by the Company (the “**Circular**”).

### **SPECIAL RESOLUTIONS**

1. To consider and approve the Proposed Quotation as follows:
  - i. Class of new Shares to be issued: RMB Ordinary Shares.
  - ii. Nominal value of new Shares to be quoted: RMB1.00 each.
  - iii. Shares to be quoted on the NEEQ: The Company proposes to quote 54,268,364 Domestic Shares on the NEEQ, representing all of the issued Domestic Shares of the Company as of the date of the announcement dated November 13, 2023 issued by the Company. There will be no issue of new Shares under the Proposed Quotation.
  - iv. Place of the Proposed Quotation for public trading: The NEEQ.
  - v. Market tier of the Proposed Quotation for public trading: Base market tier.
  - vi. Securities registration and clearing agency: Beijing branch of China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司北京分公司).
  - vii. Chief agency broker: Haitong Securities Co., Ltd (海通證券股份有限公司).

- viii. Validity of the resolutions: The resolutions in respect of the Proposed Quotation and trading of the Domestic Shares on the NEEQ will be valid for a period of 12 months from the date of the approval at the EGM.
2. To consider and approve the adoption of collective bidding as the method for the public trading of the Domestic Shares on the NEEQ.
  3. To consider and approve the authorization to the Board of Directors and persons authorized by it to fully handle matters in connection with the Proposed Quotation and public trading of Domestic Shares on the NEEQ:

The authorization proposed to be granted to the Board and persons authorized by it shall include but not be limited to:

- i. the filing of an application to the NEEQ Co. Ltd. and the CSRC (if necessary) for approval of the Proposed Quotation and public trading of the Domestic Shares on the NEEQ;
- ii. after obtaining approval from the NEEQ Co. Ltd. and the CSRC (if necessary), entering into the quotation agreement with the NEEQ Co. Ltd.;
- iii. authorizing the Board of Directors, the chairman of the Company and the persons authorized by the chairman to sign documents, contracts and agreements related to this matter, including but not limited to engage intermediaries and perform all necessary or appropriate applications, approvals, registrations and filings, on behalf of the Company;
- iv. the registration of the Company's amended Articles, reviewing and approving the amended Articles and registration of the business registration, modifications and other related matters;
- v. approving and executing other legal documents and contracts related to the Proposed Quotation; and
- vi. handling other matters in relation to the Proposed Quotation.

The above authorisation, if approved, shall be valid for a period of 12 months from the date of the approval at the EGM.

4. To consider and approve the proposal for the vesting of accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed Quotation:

The undistributed profits accumulated before the Proposed Quotation will be shared by the existing and new shareholders after the Proposed Quotation; the accumulated unrecovered losses of the Company before the Proposed Quotation will be shared by the existing and new shareholders in proportion to, and not in excess of, the Shares they hold after the Proposed Quotation.

5. To consider and approve the proposed amendments to the Articles in respect of the Proposed Quotation.

### **ORDINARY RESOLUTIONS**

6. To consider and approve the amendments to or adoption of the following internal governance policies:
  - (a) the “Management Policy for Related (Connected) Transactions”; and
  - (b) the “Management Policy for External Guarantees”.
7. To consider and approve the engagement of intermediaries, including but not limited to Haitong Securities Co., Ltd. (海通證券股份有限公司) as the sponsor, Zhong Lun Law Firm (北京市中倫律師事務所) as the legal adviser to the Company as to PRC laws, and PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所 (特殊普通合夥)) as the auditor, for the Proposed Quotation and trading of Domestic Shares on the NEEQ, and further authorize the Board of Directors to determine the remunerations of such intermediaries.

By order of the Board  
**Lepu Biopharma Co., Ltd.**  
**Dr. Pu Zhongjie**

*Chairman of the Board and Executive Director*

Shanghai, the PRC  
November 14, 2023

*Notes:*

1. All 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 Listing Rules. The results of the poll will be published on the respective websites of the Company at [www.lepubiopharma.com](http://www.lepubiopharma.com) and Stock Exchange 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 Company's headquarters and principal place of business in the PRC, at No. 651, Lianheng Road, Minhang District, Shanghai, the PRC (for Domestic Shareholders) or 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 H Shareholders), at least 24 hours before the EGM (i.e. not later than 11:00 a.m. on Tuesday, November 28, 2023) 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 and in such event the form of proxy shall be deemed to be revoked.
4. As disclosed in the announcement of the Company dated November 9, 2023, for the purpose of determining the list of H Shareholders who are entitled to attend the EGM, the H Share register of members of the Company closed from Friday, November 24, 2023 to Wednesday, November 29, 2023 (both days inclusive), during which period no transfer of H Shares will be registered.
5. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall alone be entitled to vote in respect thereof.
6. A Shareholder or his/her proxy should produce proof of identity when attending the EGM.
7. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Dr. Pu Zhongjie (Chairman), Dr. Sui Ziye (Chief Executive Officer) and Dr. Hu Chaohong (Co-Chief Executive Officer) as executive Directors; Mr. Lin Xianghong, Mr. Yang Hongbing and Ms. Pu Jue, as non-executive Directors; and Mr. Zhou Demin, Mr. Yang Haifeng and Mr. Fengmao Hua as independent non-executive Directors.*