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**Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**  
**四川科倫博泰生物醫藥股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6990)**

**NOTICE OF 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2023 annual general meeting (the “**AGM**”) of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the “**Company**”) will be held at 8:00 a.m. on June 20, 2024 at Meeting Room 1, R&D Building, Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd., No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province the People’s Republic of China for the following purposes:

**ORDINARY RESOLUTIONS**

1. To consider and approve the financial accounts report of the Group for the year 2023.
2. To consider and approve the financial budget report of the Group for the year 2024.
3. To consider and approve the report of the Board of Directors for the year 2023.
4. To consider and approve the report of the Supervisory Committee for the year 2023.
5. To consider and approve the annual report of the Group for the year 2023.
6. To consider and approve the re-appointment of KPMG as the auditors of the Company for the year 2024, for a term commencing from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company, and to authorize the Board of Directors to determine the specific matters, including but not limited to their remuneration of not more than RMB2,400,000 for the year 2024 before tax, in relation to such appointment.
7. To consider and approve the remuneration of the Directors and Supervisors for the year 2024.
8. To consider and approve the annual profit distribution plan of the Company for the year 2023.
9. To consider and approve the acquisition of wealth management products with idle self-owned funds for the year 2024, with the details as set out in the circular of the Company dated May 21, 2024 (the “**Circular**”).

## SPECIAL RESOLUTIONS

10. To consider and approve the grant of a general mandate to the Board to issue Shares and sell Treasury Shares, with the details of the general mandate as set out in the Circular.
11. To consider and approve the grant of a general mandate to the Board to repurchase H Shares, with the details of the general mandate as set out in the Circular.
12. (a) To consider and approve the grant of a specific mandate (the “**Subscription Specific Mandate**”) for a validity period of 12 months from the date of approval at the AGM to issue 4,423,870 new Domestic Shares at the subscription price of RMB136.21 per Domestic Share in accordance with the terms and conditions of the Subscription Agreement dated May 8, 2024 and entered into by the Company as issuer and Kelun Pharmaceutical as Subscriber, including:

(a) **Type of Shares to be issued**

The shares to be issued are unlisted domestic ordinary shares, denominated in RMB (“**Domestic Shares**”).

(b) **Nominal value of Shares to be issued**

The nominal value of the new Domestic Shares to be issued is RMB1.00.

(c) **Method of issuance**

The Domestic Shares to be issued will be subscribed by Kelun Pharmaceutical.

(d) **Number of Shares to be issued**

The number of new Domestic Shares to be issued is 4,423,870.

(e) **Subscription price**

The subscription price for the new Domestic Shares to be issued is RMB136.21 per Domestic Share, equivalent to HK\$150.00 per Domestic Share, which is the same as the price per H Share under the Placing.

(f) **Method of subscription**

The aggregate consideration for the Subscription will be payable by the Subscriber in cash.

(g) **Arrangement in relation to undistributed retained profits**

The undistributed retained profits of the Company before the completion of issuance of new Domestic Shares under the Subscription Specific Mandate and the Subscription will be shared by the Shareholders after the completion of the Subscription in proportion to their respective shareholdings in the Company.

(h) **Use of proceeds**

The Company intends to use the estimated net proceeds of the Subscription (i) for the research and development, clinical trials, registration filings, manufacturing and commercialization of its Core Products (as defined in the Prospectus) and other products; (ii) to enhance its internal research and development technology capabilities, strengthen external collaboration, and expand its product pipeline portfolio; and (iii) to replenish working capital and for general corporate purposes.

- (b) To consider and approve the authorization to the Board and persons authorized by the Board to deal with all matters in relation to the issue of new Domestic Shares under the Subscription Specific Mandate as set out in special resolution 12.
13. (a) To consider and approve the proposed amendments to the articles of association of the Company as set out in the Circular which result from the completion of the Placing (as defined in the Circular).
- (b) To consider and approve the proposed amendments to the articles of association of the Company as set out in the Circular which will result from the completion of the Subscription (as defined in the Circular).

By order of the Board  
**Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**  
**LIU Gexin**  
*Chairman of the Board and Non-executive Director*

Hong Kong, May 21, 2024

*Notes:*

1. All resolutions at the AGM 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 <https://kelun-biotech.com> and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
2. Any Shareholder entitled to attend and vote at the AGM 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 H Share Registrar, 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 AGM (i.e. before 8:00 a.m. on June 19, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from June 17, 2024 to June 20, 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered Shareholders shall ensure all transfer documents accompanied by the relevant share certificates are 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 not later than 4:30 p.m. on June 14, 2024 for registration.
5. In the 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 AGM.
8. Contact information of the meeting:  
  
Contact person: Zhuo Chen  
Telephone: +86-18084866369  
Email: yfchengz@kelun.com  
Address: No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, PRC
9. Further details of the resolutions are set out in the circular of the Company dated May 21, 2024. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.
10. References to dates and time in this notice are to Hong Kong dates and time.

*As at the date of this notice, the Board comprises Mr. LIU Gexin as the chairman of the Board and non-executive Director, Dr. GE Junyou and Dr. WANG Jingyi as executive Directors, Mr. LIU Sichuan, Mr. FENG Hao, Mr. ZENG Xuebo and Mr. LI Dongfang as non-executive Directors, and Dr. ZHENG Qiang, Dr. TU Wenwei, Dr. JIN Jinping and Dr. LI Yuedong as independent non-executive Directors.*