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

If you have sold or transferred all your shares in Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd., you should at once hand this circular and the form of proxy of the AGM to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for any securities of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd..



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)

SUPPLEMENTAL CIRCULAR

- (1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
- (3) SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the "Company") dated May 21, 2024 and the notice dated May 21, 2024 convening an annual general meeting of the Company (the "AGM") to 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 PRC. A supplemental notice of the AGM is set out on pages 9 to 10 of this Supplemental Circular. A revised form of proxy ("**Revised Proxy Form**") for use at the AGM, which shall supersede the form of proxy published on May 21, 2024, is published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://kelun-biotech.com>).

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the Revised Proxy Form of the AGM in accordance with the instructions stated thereon 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 AGM (i.e. not later than 8:00 a.m. on June 19, 2024) or any adjourned meeting thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting thereof if they so wish.

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

May 31, 2024

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DEFINITIONS

In this circular, the following expressions have the following meanings unless defined otherwise:

“AGM”	the 2023 annual general meeting of the Company to 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 PRC
“Articles of Association”	the articles of association of the Company
“Board of Directors” or “Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only and except where the context requires, references to “China” and the “PRC” in this circular do not include Hong Kong, the Macao Special Administrative Region of the PRC or Taiwan
“Company”, “the Company” or “we”	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 established in the PRC with limited liability on November 22, 2016 and the H Shares of which are listed on the Stock Exchange (stock code: 6990) and which includes its subsidiaries (from time to time) where the context so requires
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	unlisted shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“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 listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Original Circular”	the circular of the Company dated May 21, 2024
“Original Notice of AGM”	the notice of the AGM of the Company dated May 21, 2024
“Original Proxy Form”	the form of proxy of the Company dated May 21, 2024
“Revised Proxy Form”	the revised form of proxy of the Company dated May 31, 2024
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning attributable to it in the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Supplemental Circular”	the supplemental circular of the Company dated May 31, 2024
“Supplemental Notice of AGM”	the supplemental notice of the AGM of the Company dated May 31, 2024
“Unlisted Foreign Share(s)”	unlisted shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in a currency other than RMB
“Unlisted Share(s)”	Domestic Share(s) and/or Unlisted Foreign Share(s)
“%”	per cent

LETTER FROM THE BOARD OF DIRECTORS



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)

*Chairman of the Board and
Non-executive Director*

Mr. LIU Gexin (劉革新)

Executive Director

Dr. GE Junyou (葛均友)

Non-Executive Directors

Mr. LIU Sichuan (劉思川)

Mr. FENG Hao (馮昊)

Mr. ZENG Xuebo (曾學波)

Mr. LI Dongfang (李東方)

Independent Non-Executive Directors

Dr. ZHENG Qiang (鄭強)

Dr. TU Wenwei (涂文偉)

Dr. JIN Jinping (金錦萍)

Dr. LI Yuedong (李越冬)

*Registered Office, Headquarters and
Principal Place of Business in the PRC*

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Sichuan Province, PRC

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Hong Kong*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR

- (1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

I. INTRODUCTION

This Supplemental Circular should be read together with the Original Circular, which provides you with the Original Notice of AGM and information in respect of the resolutions to be proposed at the AGM to be held on June 20, 2024.

LETTER FROM THE BOARD OF DIRECTORS

The purpose of this Supplemental Circular is to provide you with the Supplemental Notice of AGM, and to provide you with information in respect of an additional ordinary resolution to be proposed at the AGM for the proposed appointment of non-executive Director and an additional special resolution to be proposed at the AGM for the proposed amendments to the Articles of Association.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstances where sufficient and necessary information is available, we have provided detailed information in this circular to the Shareholders.

II. MATTERS TO BE CONSIDERED AT THE AGM

(1) Proposed Appointment of Non-Executive Director

Reference is made to the announcement of the Company dated May 31, 2024 in relation to the proposed appointment of Mr. LAI Degui (“**Mr. Lai**”) as a non-executive Director.

The biographical details of Mr. Lai are set out as follows.

Mr. Lai (賴德貴), aged 53, was the chairman of the Supervisory Committee and a Supervisor from February 2021 to May 31, 2024. He was mainly responsible for supervising the performance of duties by Directors and senior management. Mr. Lai has served as (i) a deputy general manager and financial director of Sichuan Kelun Pharmaceutical Co., Ltd. since October 2014; (ii) a supervisor of Chengdu Kelun Chuanzhi Enterprise Management Co., Ltd. (成都科倫川智企業管理有限公司) since May 2020; (iii) an executive director and general manager of Zhejiang Keyun IOT Technology Co., Ltd. (浙江科運物聯科技有限公司) since December 2020; (iv) an executive director and general manager of Shanxi Keyun IOT Technology Co., Ltd. (山西科運物聯科技有限公司) since May 2021; (v) an executive director and general manager of Sichuan Kezhi IOT Technology Co., Ltd. (四川科誌物聯科技有限公司) since October 2021; (vi) an executive director and general manager of Sichuan Keyuntong Logistics Co., Ltd. (四川科運通物流有限公司) since June 2023; and (vii) an executive director and general manager of Sichuan Keyuntong Technology Co., Ltd. (四川科運通科技有限公司) since June 2023. Mr. Lai received a diploma of accounting from Southwestern University of Finance and Economics (西南財經大學) through on-the-job learning in January 2013, and received a master’s degree in business management from Tsinghua University (清華大學) in June 2023.

As at the date of this circular, the Company has entered into a service contract with Mr. Lai. Unless otherwise required by the relevant applicable laws and regulations, the term of office of Mr. Lai (if appointed) shall be for a term from the date of the AGM until the date of expiration of the term of office of the third session of the Board. Upon his appointment, Mr. Lai will not receive any director’s fee from the Company other than the emoluments according to his specific positions or relevant regulations of the Company.

Save as disclosed in this circular, Mr. Lai (i) has not held other directorship in the past three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments and professional

LETTER FROM THE BOARD OF DIRECTORS

qualifications; (ii) does not have any relationships with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (iii) does not hold any position with the Company or any of its subsidiaries. As at the date of this circular, Mr. Lai has been granted share awards under the pre-IPO employee incentive scheme of the Company held by Chengdu Kelun Huicai Enterprise Management Center Limited Partnership (“**Kelun Huicai**”), one of the employee incentive platforms of the Company. Kelun Huicai holds a total of 2,250,000 H Shares and 5,250,000 Unlisted Shares. Mr. Lai holds a 6.20% partnership interest in Kelun Huicai, corresponding to 139,500 H Shares and 325,500 Unlisted Shares. Save as disclosed above, Mr. Lai does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there is no information in relation to the proposed appointment of Mr. Lai that is required to be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

All independent non-executive Directors have provided independent opinions expressing explicit consent to the proposed appointment of Mr. Lai. The proposed appointment of Mr. Lai shall be subject to the passing of an ordinary resolution by the Shareholders at the AGM.

(2) Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated May 31, 2024 in relation to, among others, the resignation of Supervisors and the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) to reflect the change in the composition of the Supervisory Committee.

A special resolution will be proposed at the AGM to consider and approve the Proposed Amendments.

The Proposed Amendments are set out below:

Article No.	Before Proposed Amendments	After Proposed Amendments
Article 153	The Company shall have a Supervisory Committee, which shall consist of six supervisors, including three shareholder representatives and three employee representatives.	The Company shall have a Supervisory Committee, which shall consist of six four supervisors, including three one shareholder representatives and three employee representatives.

Shareholders should be aware that the Articles of Association are written in Chinese. In the event of discrepancies between the Chinese version and the English translation of the Articles of Association, the Chinese version shall prevail.

LETTER FROM THE BOARD OF DIRECTORS

III. THE AGM

As set out in the Original Circular and the Original Notice of AGM, the AGM 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 PRC by the Company.

The Supplemental Notice of AGM containing the additional ordinary resolution in relation to the proposed appointment of Mr. LAI Degui as a non-executive Director and the additional special resolution in relation to the Proposed Amendments as set out above, is set out on pages 9 to 10 of this Supplemental Circular and published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://kelun-biotech.com>).

To the best of the Directors' knowledge and belief, having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the above proposed resolutions at the AGM.

For details of other resolutions to be proposed at the AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters, please refer to the Original Circular and the Original Notice of AGM.

IV. PROXY ARRANGEMENT

The Revised Proxy Form containing the resolutions in the Supplemental Notice of AGM is published on the websites of the Stock Exchange and the Company. The Revised Proxy Form shall replace and supersede the Original Proxy Form.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the Revised Proxy Form in accordance with the instructions stated thereon. The Revised Proxy Form 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 AGM (i.e. not later than 8:00 a.m. on June 19, 2024) or any adjourned meeting thereof (the "**Proxy Closing Time**"). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form with the H Share Registrar is requested to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the H Share Registrar.

LETTER FROM THE BOARD OF DIRECTORS

A Shareholder who has already lodged the Original Proxy Form with the Company's H Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the H Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form and, in respect of the resolutions set out in the Supplemental Notice of AGM and the Revised Proxy Form, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution.

- (ii) if the Revised Proxy Form is lodged with the H Share Registrar before the Proxy Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her/it. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder.

- (iii) if the Revised Proxy Form is lodged with the H Share Registrar after the Proxy Closing Time, or if lodged before the Proxy Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the H Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the H Share Registrar before the Proxy Closing Time.

V. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at the general meeting must be taken by poll except where the chairman of the general 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 Listing Rules. Accordingly, the chairman of the AGM will exercise his or her power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

LETTER FROM THE BOARD OF DIRECTORS

VI. RECOMMENDATION

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

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

Hong Kong, May 31, 2024

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM”) of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the “Company”) dated May 21, 2024 (the “Original Notice of AGM”) which sets out the time and venue of the AGM and contains the resolutions to be proposed at the AGM for approval by the shareholders of the Company. This supplemental notice shall be read together with the Original Notice of AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM of the Company will be held as originally scheduled 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. In addition to the resolutions set out in the Original Notice of AGM, the resolutions set out below shall be proposed at the AGM. The resolutions in the Original Notice of AGM numbered 10, 11, 12(a), 12(b), 13(a) and 13(b) shall be renumbered as 11, 12, 13(a), 13(b), 14(a) and 14(b), respectively.

ORDINARY RESOLUTION

10. To consider and approve the proposed appointment of Mr. LAI Degui as a non-executive Director of the third session of the Board.

SPECIAL RESOLUTION

14. (c) To consider and approve the proposed amendments to the articles of association of the Company as set out in the supplemental circular of the Company dated May 31, 2024 which result from the resignation of Supervisors.

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

Hong Kong, May 31, 2024

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Notes:

1. A revised form of proxy (the “**Revised Proxy Form**”) containing ordinary resolution number 10, special resolution number 14(c) and the renumbered resolutions of the Original Notice of AGM is published on the websites of the Stock Exchange and the Company. Please refer to the section headed “Proxy Arrangement” on pages 6 to 7 of the supplemental circular of the Company dated May 31, 2024 (the “**Supplemental Circular**”) for arrangements on the completion and submission of the Revised Proxy Form.
2. Please refer to the Original Notice of AGM for details of the other resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.
3. Further details of the above resolutions are set out in the Supplemental Circular. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the Supplemental Circular.
4. 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 as executive Director, 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.