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If you have sold or transferred all your shares in RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司), you should at once hand this circular and the accompanying 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.



RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

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

(Stock Code: 9995)

**(1) DAY-TO-DAY RELATED PARTY TRANSACTIONS
FOR THE YEARS 2026 TO 2028
(2) PROPOSED AMENDMENTS TO GOVERNANCE POLICIES
AND
NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 9 to 52 of this circular. The notice convening the EGM to be held at 2:00 p.m. on Tuesday, December 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.remegen.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 Monday, December 1, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or at any adjournment thereof if they so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

* *For identification purpose only*

November 14, 2025

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DEFINITIONS

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

“2022 Equipment Lease Agreement”	the supplemental agreement to the Equipment Lease Agreement dated July 1, 2022 entered into by the Company and Yeda Incubation, the details of which are disclosed in the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022
“2022 Public Utilities Service Agreement”	the public utilities service agreement dated September 30, 2022 entered into by the Company and RC Pharma
“2022 Yeda Incubation Leases”	the supplemental agreement to the Incubation Building Lease and the agreement to renew the Incubation Center Lease dated July 1, 2022 entered into by the Company and Yeda Incubation, the details of which are disclosed in the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022
“2023 Yeda Incubation Building Lease”	the supplemental agreement to the 2022 Yeda Incubation Leases dated December 22, 2023 entered into by the Company and Yeda Incubation, the details of which are disclosed in the announcement of the Company dated November 17, 2023
“2023-2025 CRC Services Framework Agreement”	the CRC services framework agreement dated December 20, 2022 entered into by the Company and Kangkang, the details of which are disclosed in the announcements of the Company dated May 24, 2022, June 21, 2022 and November 17, 2023 and the circular of the Company dated May 31, 2022
“2023-2025 General Services Framework Agreement”	the general services framework agreement dated December 16, 2022 entered into by the Company and RC Pharma, the details of which are disclosed in the announcements of the Company dated May 24, 2022, June 21, 2022 and November 17, 2023 and the circular of the Company dated May 31, 2022

DEFINITIONS

“2023-2025 MabPlex Master Service Agreement”	the supplemental agreement to the MabPlex Master Service Agreement dated December 23, 2022 entered into by the Company and MabPlex, the details of which are disclosed in the announcements of the Company dated May 24, 2022, June 21, 2022 and April 26, 2024 and the circulars of the Company dated May 31, 2022 and May 29, 2024
“2023-2025 MabPlex Property Lease Agreement”	the property lease agreement dated November 4, 2022 entered into by the Company and MabPlex, the details of which are disclosed in the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022
“2023-2025 Materials Purchase Framework Agreement”	the materials purchase framework agreement dated December 20, 2022 entered into by the Company and CelluPro, the details of which are disclosed in the announcements of the Company dated May 24, 2022, June 21, 2022 and April 26, 2024 and the circulars of the Company dated May 31, 2022 and May 29, 2024
“2026 Equipment Lease Agreement”	the equipment lease agreement to be entered into by the Company and Yeda Incubation subject to independent Shareholders’ approval at the EGM
“2026 MabPlex Apartment Lease Agreement”	the property lease agreement to be entered into by the Company and MabPlex subject to independent Shareholders’ approval at the EGM
“2026 Public Utilities Service Agreement”	the public utilities service agreement to be entered into by the Company and RC Pharma subject to independent Shareholders’ approval at the EGM
“2026 RC Pharma Premises Lease”	the property lease agreement to be entered into by the Company and RC Pharma subject to independent Shareholders’ approval at the EGM
“2026 RC Pharma Warehouse Lease”	the warehouse lease agreement to be entered into by the Company and RC Pharma subject to independent Shareholders’ approval at the EGM
“2026 RC Pharma Zibo Lease”	the property lease agreement to be entered into by the Company and RC Pharma Zibo subject to independent Shareholders’ approval at the EGM

DEFINITIONS

“2026 Yeda Incubation Building Lease”	an incubation building lease agreement to be entered into by the Company and Yeda Incubation subject to independent Shareholders’ approval at the EGM
“2026-2028 CRC Services Framework Agreement”	the CRC services framework agreement to be entered into by the Company and Kangkang subject to independent Shareholders’ approval at the EGM
“2026-2028 General Services Framework Agreement”	the general services framework agreement to be entered into by the Company and RC Pharma subject to independent Shareholders’ approval at the EGM
“2026-2028 MabPlex Master Service Agreement”	a renewed MabPlex Master Service Agreement to be entered into by the Company and MabPlex subject to independent Shareholders’ approval at the EGM
“2026-2028 MabPlex Property Lease Agreement”	the property lease agreement to be entered into by the Company and MabPlex subject to independent Shareholders’ approval at the EGM
“2026-2028 Materials Purchase Framework Agreement”	the materials purchase framework agreement to be entered into by the Company and CelluPro subject to independent Shareholders’ approval at the EGM
“A Share(s)”	domestic Renminbi-denominated ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange
“ADC”	antibody-drug conjugates, a class of biopharmaceutical drug composed of monoclonal antibodies targeted against specific tumor cell surface antigens linked, via chemical linkers, to highly potent anti-tumor small molecule agents
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CDMO”	contract development and manufacturing organization, which is a pharmaceutical company that develops and manufactures drugs for other pharmaceutical companies on a contractual basis

DEFINITIONS

“CelluPro”	Yantai CelluPro Biotechnology Co., Ltd.* (煙台賽普生物技術有限公司), a limited liability company incorporated in the PRC on June 27, 2018 and owned by MabPlex and RC Pharma as to 51% and 49%, respectively
“Company”	RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Stock Exchange (stock code: 9995) and the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688331), respectively
“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang Weidong (王威東), Dr. Fang Jianmin (房健民), Mr. Lin Jian (林健), Dr. Wang Liqiang (王荔強), Mr. Wang Xudong (王旭東), Mr. Deng Yong (鄧勇), Mr. Xiong Xiaobin (熊曉濱), Mr. Wen Qingkai (溫慶凱), Ms. Yang Minhua (楊敏華), Mr. Wei Jianliang (魏建良), Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)), RongChang Holding Group LTD. and I-NOVA Limited, and each of them, a Controlling Shareholder
“Core Product(s)”	has the meaning ascribed to it in Chapter 18A of the Listing Rules; for the purposes of this circular, the Core Products of the Company include telitacicept (RC18), disitamab vedotin (RC48) and RC28
“CRC”	clinical research coordinator, which provides services including but not limited to coordinating clinical research, providing training to clinical research coordinators, managing clinical trial processes and providing supporting services for investigators
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the 2025 third extraordinary general meeting of the Company to be held at 2:00 p.m. on December 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC or any adjournment thereof
“Equipment Lease Agreement”	the equipment lease agreement dated March 27, 2019 and the supplemental equipment lease agreement dated September 27, 2019 entered into by the Company and Yeda Incubation, the details of which are disclosed in the section headed “Connected Transactions” in the Prospectus
“First H Share Scheme”	the First H Share Award and Trust Scheme in its present or any amended form as adopted by the Company on March 23, 2021
“GMP”	a system for ensuring that products are consistently produced and controlled according to quality standards, which is designed to minimize the risks involved in any pharmaceutical production that cannot be eliminated through testing the final product. It is also the practice required in order to conform to the guidelines recommended by agencies that control the authorization and licensing of the manufacture and sale of pharmaceutical products
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IFRS”	International Financial Reporting Standards
“Incubation Building Lease”	the property lease agreement dated May 7, 2020 and the supplemental property lease agreement dated June 28, 2020 entered into by the Company and Yeda Incubation, the details of which are disclosed in the section headed “Connected Transactions” in the Prospectus

DEFINITIONS

“Incubation Center Lease”	the incubation agreement dated September 15, 2019, the property management agreement dated October 15, 2019 and the supplemental incubation agreement and the supplemental property management agreement, both dated June 28, 2020, entered into by the Company and Yeda Incubation, the details of which are disclosed in the section headed “Connected Transactions” in the Prospectus
“independent third party(ies)”	a person or an entity who is not a connected person of the Company under the Listing Rules
“Kangkang”	Shanghai Kangkang Medical Technology Co., Ltd.* (上海康康醫療科技有限公司), a company incorporated in the PRC and is a wholly-owned subsidiary of Yeda Incubation
“Latest Practicable Date”	November 6, 2025, being the latest practicable date prior to the finalisation of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“mAb”	monoclonal antibodies
“MabPlex”	Yantai MabPlex International Biomedical Co., Ltd.* (煙台邁百瑞國際生物醫藥有限公司), a limited liability company incorporated in the PRC on June 25, 2013 and owned as to approximately 32.95% by the Controlling Shareholders and the remaining approximately 67.05% by other independent third parties
“MabPlex Apartment Lease Agreement”	the property lease agreement dated November 4, 2022 entered into by the Company and MabPlex, the details of which are disclosed in the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022
“MabPlex Master Service Agreement”	the M16120 master service agreement dated April 1, 2019 and the supplemental master service agreement dated August 15, 2020 entered into by the Company and MabPlex, the details of which are disclosed in the section headed “Connected Transactions” in the Prospectus

DEFINITIONS

“Notice of the EGM”	the notice of the EGM dated November 14, 2025, a copy of which is set out on pages EGM-1 to EGM-2 of this circular
“PBOC”	the People’s Bank of China
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this circular, the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus issued by the Company dated October 28, 2020
“RC Pharma”	Yantai Rongchang Pharmaceutical Co., Ltd.* (煙台榮昌製藥股份有限公司), a joint stock company incorporated in the PRC on March 18, 1993 and owned as to approximately 80.99% by the Controlling Shareholders and the remaining approximately 19.01% by other independent third parties
“RC Pharma Category A Warehouse Lease”	the category A warehouse lease agreement to be entered into by the Company and RC Pharma subject to independent Shareholders’ approval at the EGM
“RC Pharma Premises Lease”	the property lease agreement dated July 1, 2022 entered into by the Company and RC Pharma, the details of which are disclosed in the circular of the Company dated May 31, 2022
“RC Pharma Warehouse Lease”	the warehouse lease agreement dated July 1, 2022 entered into by the Company and RC Pharma, the details of which are disclosed in the circular of the Company dated May 31, 2022
“RC Pharma Zibo”	Rongchang Pharmaceutical Co., Ltd. (榮昌製藥(濰博)有限公司), a limited liability company incorporated in the PRC on August 26, 2003 and wholly-owned by RC Pharma

DEFINITIONS

“RC Pharma Zibo Lease”	the property lease agreement dated July 1, 2022 entered into by the Company and RC Pharma Zibo, the details of which are disclosed in the circular of the Company dated May 31, 2022
“RMB”	Renminbi, the lawful currency of the PRC
“Second H Share Scheme”	the Second H Share Award and Trust Scheme in its present or any amended form as adopted by the Company on July 14, 2023
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“VAT”	value-added tax
“Yeda Incubation”	Yantai Yeda International Biomedical Innovation Incubation Center Co., Ltd.* (煙台業達國際生物醫藥創新孵化中心有限公司), a company incorporated in the PRC and owned as to 55% by RC Pharma (thus a subsidiary of RC Pharma) and as to 45% by Yantai Yeda Economic Development Group Co., Ltd. (煙台業達經濟發展集團有限公司), which is an independent third party ultimately controlled by Yantai State-owned Assets Supervision and Administration Commission of the State Council (煙台國務院國有資產監督管理委員會)
“%”	percent

LETTER FROM THE BOARD



RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9995)

Executive Directors:

Mr. Wang Weidong (*Chairman*)
Dr. Fang Jianmin
Mr. Lin Jian
Mr. Wen Qingkai

*Registered Office, headquarters and principal
place of business in the PRC:*

58 Middle Beijing Road
Yantai Development Zone
Yantai Area of Shandong Pilot Free Trade Zone
PRC

Non-executive Directors:

Dr. Wang Liqiang
Dr. Su Xiaodi

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East

Independent Non-executive Directors:

Mr. Hao Xianjing
Mr. Chen Yunjin
Mr. Huang Guobin

Wanchai
Hong Kong

November 14, 2025

To the Shareholders

Dear Sir or Madam,

**(1) DAY-TO-DAY RELATED PARTY TRANSACTIONS
FOR THE YEARS 2026 TO 2028**

**(2) PROPOSED AMENDMENTS TO GOVERNANCE POLICIES
AND**

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated October 30, 2025 in relation to, among others, (i) renewal of the continuing connected transactions contemplated under the 2023-2025 MabPlex Master Service Agreement, the 2023-2025 Materials Purchase Framework Agreement, the 2023-2025 MabPlex Property Lease Agreement, the 2023-2025 CRC Services Framework Agreement and the 2023-2025 General Services Framework Agreement; and (ii) renewal of one-off connected transactions contemplated under the 2022 Equipment Lease Agreement, the 2023 Yeda Incubation Building Lease and the MabPlex Apartment Lease Agreement.

LETTER FROM THE BOARD

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 voting in respect of the proposed resolutions at the EGM.

II. DETAILS OF THE RESOLUTIONS

ORDINARY RESOLUTIONS

1. Day-to-day related party transactions for the years 2026 to 2028

An ordinary resolution will be proposed at the EGM to consider and approve (i) renewal of the continuing connected transactions contemplated under the 2023-2025 MabPlex Master Service Agreement, the 2023-2025 Materials Purchase Framework Agreement, the 2023-2025 MabPlex Property Lease Agreement, the 2023-2025 CRC Services Framework Agreement and the 2023-2025 General Services Framework Agreement (collectively, “**Partially Exempted Continuing Connected Transactions**”), each of which constitutes both a continuing connected transaction under Chapter 14A of the Listing Rules and a related party transaction under the Shanghai Listing Rules; (ii) renewal of one-off connected transactions contemplated under the 2022 Equipment Lease Agreement, the 2023 Yeda Incubation Building Lease and the MabPlex Apartment Lease Agreement (collectively, “**Partially Exempted Connected Transactions**”), each of which constitutes both a connected transaction under Chapter 14A of the Listing Rules and a related party transaction under the Shanghai Listing Rules; and (iii) renewal of continuing connected transactions or one-off connected transactions contemplated under the 2022 Public Utilities Service Agreement, the RC Pharma Warehouse Lease, the RC Pharma Premises Lease and the RC Pharma Zibo Lease and entering into the RC Pharma Category A Warehouse Lease (collectively, “**Fully Exempted Connected Transactions**”), each of which constitutes fully exempt continuing connected transactions or a connected transaction under Chapter 14A of the Listing Rules and a related party transaction under the Shanghai Listing Rules. The details of each Partially Exempted Continuing Connected Transaction, each Partially Exempted Connected Transaction and each Fully Exempted Connected Transaction are set out below.

A. *Renewal of the 2023-2025 MabPlex Master Service Agreement*

Background

Reference is made to the announcements of the Company dated May 24, 2022, June 21, 2022 and April 26, 2024 and the circulars of the Company dated May 31, 2022 and May 29, 2024, which disclosed, among other things, the continuing connected transactions contemplated under the 2023-2025 MabPlex Master Service Agreement.

As the 2023-2025 MabPlex Master Service Agreement is expected to expire on December 31, 2025 and the Company expects to continue procurement of research and development and manufacturing services from MabPlex after December 31, 2025, the Board resolved to enter into the 2026-2028 MabPlex Master Service Agreement with MabPlex for a term of three years effective from January 1, 2026.

LETTER FROM THE BOARD

Principal terms

The principal terms of the 2026-2028 MabPlex Master Service Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) MabPlex
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Services provided:	MabPlex shall provide research and development and manufacturing services to the Company, including but not limited to cell culture manufacturing, synthesis of linker-payloads, ADC conjugation service, release testing service, GMP fill/finish of ADC products, and cell banking.

With respect to specific service requests that may be identified in the future, the Company and MabPlex will enter into separate individual agreements or work orders to provide for the specific terms and conditions including service scope, service fees and other terms, subject to and in accordance with the 2026-2028 MabPlex Master Service Agreement.

Historical amounts

The table below sets out the historical amounts incurred by the Company under the 2023-2025 MabPlex Master Service Agreement during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB36,016,000	RMB52,939,000	RMB7,161,000

LETTER FROM THE BOARD

Existing annual caps and new annual caps

The existing annual caps for the 2023-2025 MabPlex Master Service Agreement are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB70,000,000	RMB80,000,000	RMB62,100,000

The new annual caps for the 2026-2028 MabPlex Master Service Agreement are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB50,000,000	RMB50,000,000	RMB70,000,000

Basis of caps

In determining the above new annual caps, the Directors have considered: (i) the historical transaction amounts paid by the Company to MabPlex; and (ii) the expected volume of research and development and manufacturing services the Company expects to procure from MabPlex for the materials and biologics used for the research and development of, among others, RC88, RC108, RC118, RC148, RC278 and RC288 during 2026 and 2028.

Pricing policy

The pricing policy for the 2026-2028 MabPlex Master Service Agreement is as follows:

The service fees under the 2026-2028 MabPlex Master Service Agreement (the “**MabPlex Service Fees**”) (i) will be charged at rates no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions; and (ii) will be determined by the Company and MabPlex through arm’s length negotiation with reference to a number of factors applicable to all service providers, including but not limited to the nature, complexity, and value of tasks completed by MabPlex at each stage under each work order, the market rates, quantity and sourcing of materials, the method of delivery, the fees charged for historical transactions of similar nature and the then prevailing market rates by obtaining and comparing against fee quotes provided by other third-party companies.

LETTER FROM THE BOARD

More specifically, the MabPlex Service Fees will be calculated based on a cost-plus approach. After arriving at an estimated costs taking into account the aforesaid factors and applicable taxes, a mark-up in the range of 15% to 50% will be added with reference to the prevailing market conditions as well as the average mark-up percentage of comparable transactions with independent third parties. The 2026-2028 MabPlex Master Service Agreement involves various type of services (including but not limited to cell culture manufacturing, synthesis of linker-payloads, ADC conjugation service, release testing service, GMP fill/finish of ADC products, and cell banking) and the mark-up rate varies because the work task under the 2026-2028 MabPlex Master Service Agreement is generally customized to meet customer's specific demand, and the complexity of services provided varies from task to task. Tasks which are more demanding and with more complexity will lead to higher margin, whereas tasks which are more standard and with less complexity will lead to lower margin.

Reasons for and benefits of entering into the 2026-2028 MabPlex Master Service Agreement

As a fully-integrated biopharmaceutical company committed to the discovery, development and commercialization of innovative biologics, and with robust pipeline complemented with many early-stage drug candidates, the Company needs various research and development and manufacturing services for biologics. As the Company's in-house research and development and manufacturing capabilities are currently focused on meeting the research and development and manufacturing needs for telitacicept, disitamab vedotin and RC28, the Company needs to outsource some of its research and development and manufacturing requests of the non-Core Products of the Company to MabPlex.

MabPlex is a qualified CDMO company in China and has the relevant development and manufacturing capabilities. Given MabPlex's experience with development and manufacturing of biologics used in the development process of telitacicept, disitamab vedotin and RC28 and with the familiarity with the Company's drug candidates and service requests, they are in a position to continue to provide services that most appropriately suit the Company's needs and at rates no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions.

The Directors (including the independent non-executive Directors) considered the 2026-2028 MabPlex Master Service Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Listing Rules implications

As at the Latest Practicable Date, MabPlex is owned as to approximately 32.95% by the Controlling Shareholders. As such, MabPlex is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026-2028 MabPlex Master Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026-2028 MabPlex Master Service Agreement is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026-2028 MabPlex Master Service Agreement, they have abstained from voting on the Board resolutions approving the 2026-2028 MabPlex Master Service Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026-2028 MabPlex Master Service Agreement are subject to the independent Shareholders' approval.

B. *Renewal of the 2023-2025 Materials Purchase Framework Agreement*

Background

Reference is made to the announcements of the Company dated May 24, 2022, June 21, 2022 and April 26, 2024 and the circulars of the Company dated May 31, 2022 and May 29, 2024, which disclosed, among other things, the continuing connected transactions contemplated under the 2023-2025 Materials Purchase Framework Agreement.

As the 2023-2025 Materials Purchase Framework Agreement is expected to expire on December 31, 2025 and the Company expects to continue to purchase medium products it uses in research and development activities from CelluPro after December 31, 2025, the Board resolved to enter into the 2026-2028 Materials Purchase Framework Agreement with CelluPro for a term of three years effective from January 1, 2026.

LETTER FROM THE BOARD

Principal terms

The principal terms of the 2026-2028 Materials Purchase Framework Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) CelluPro
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Products purchased:	CelluPro will sell to the Company and the Company will buy from CelluPro certain medium products the Company uses in its research and development and manufacturing activities including but not limited to basic culture medium and feed medium.

With respect to specific product requests that may be identified in the future, the Company and CelluPro will enter into separate individual agreements or work orders to provide for the specific terms and conditions according to the principles provided in the 2026-2028 Materials Purchase Framework Agreement.

Historical amounts

The table below sets out the historical amounts incurred by the Company under the 2023-2025 Materials Purchase Framework Agreement during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB40,801,000	RMB49,271,000	RMB17,222,000

LETTER FROM THE BOARD

Existing annual caps and new annual caps

The existing annual caps for the 2023-2025 Materials Purchase Framework Agreement are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB53,000,000	RMB75,000,000	RMB90,000,000

The new annual caps for the 2026-2028 Materials Purchase Framework Agreement are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB40,000,000	RMB80,000,000	RMB85,000,000

Basis of caps

In determining the above new annual caps, the Directors have considered: (i) the historical transaction amounts paid by the Company to CelluPro for the medium products; and (ii) the expected demand for the relevant medium products for the Company's manufacturing and research and development activities of RC18, RC48 and other products. As the Core Products have progressed into commercial manufacturing and the Company's other drug candidates are progressing into clinical trials, the Company expects its manufacturing and development departments will need approximately 300,000L, 964,000L and 1,058,000L medium products in 2026, 2027 and 2028, respectively, which will be significantly more than such need during 2023 to 2025.

Pricing policy

The pricing policy for the 2026-2028 Materials Purchase Framework Agreement is as follows:

The fees under the 2026-2028 Materials Purchase Framework Agreement (the "**Materials Purchase Price**") (i) will be charged at rates no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions; and (ii) will be determined by the Company and CelluPro through arm's length negotiation with reference to a number of factors applicable to all suppliers, including but not limited to the market price, quantity and method of procurement of the products, specifications of the products, the fees charged for historical transactions of similar nature and the then prevailing market rates based on unit price per litre for different culture mediums.

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More specifically, the Materials Purchase Price will be calculated based on a cost-plus approach, with a mark-up in the range of 20% to 50%. The mark-up percentage varies due to the variation in purchase quantities for medium products under the 2026-2028 Materials Purchase Framework Agreement. In particular, with reference to market price, for feed medium products, the quantity purchased per batch would generally be smaller and therefore the margin will be higher; whereas for basic medium products, the quantity purchased per batch would generally be larger and therefore the margin will be lower. Such mark-up percentage is determined with reference to the prevailing market conditions as well as the average mark-up percentage of comparable transactions with independent third parties.

Reasons for and benefits of entering into the 2026-2028 Materials Purchase Framework Agreement

As a fully-integrated biopharmaceutical company committed to the discovery, development and commercialization of innovative biologics, the Company needs a high volume of medium products in its research and development and manufacturing activities. CelluPro is a medium manufacturing company specializing in the development and production of high-quality serum free medium for mammalian cells culture. As the Company has sourced medium products from CelluPro in the past, CelluPro can provide medium products that most appropriately suit the Company's needs.

The Directors (including the independent non-executive Directors) considered the 2026-2028 Materials Purchase Framework Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As at the Latest Practicable Date, CelluPro is owned as to 51% by MabPlex and 49% by RC Pharma, MabPlex is owned as to approximately 32.95% by the Controlling Shareholders and RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, CelluPro is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026-2028 Materials Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026-2028 Materials Purchase Framework Agreement is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

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As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026-2028 Materials Purchase Framework Agreement, they have abstained from voting on the Board resolutions approving the 2026-2028 Materials Purchase Framework Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026-2028 Materials Purchase Framework Agreement are subject to the independent Shareholders' approval.

C. *Renewal of the 2023-2025 MabPlex Property Lease Agreement*

Background

Reference is made to the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022, which disclosed, among other things, the continuing connected transactions contemplated under the 2023-2025 MabPlex Property Lease Agreement.

As the 2023-2025 MabPlex Property Lease Agreement is expected to expire on December 31, 2025 and the Company expects to continue to lease certain GMP-compliant manufacturing facilities comprising a non-sterilized area to MabPlex for its business operation after December 31, 2025, the Board resolved to enter into the 2026-2028 MabPlex Property Lease Agreement with MabPlex for a term of three years effective from January 1, 2026.

Principal terms

The principal terms of the 2026-2028 MabPlex Property Lease Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) MabPlex

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Term: Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)

Leased properties: MabPlex leases from the Company manufacturing facilities located at Block J of the Company, No. 58 Middle Beijing Road, Yantai Economic and Technological Development Zone, Shandong, comprising a non-sterilized area of 2,933.78 m².

Historical amounts

The table below sets out the historical amounts received from MabPlex by the Company under the 2023-2025 MabPlex Property Lease Agreement during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB1,456,000	RMB1,488,000	RMB760,000

Existing annual caps and new annual caps

The existing annual caps for the 2023-2025 MabPlex Property Lease Agreement are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB3,000,000	RMB3,000,000	RMB3,000,000

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The new annual caps for the 2026-2028 MabPlex Property Lease Agreement are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB1,800,000	RMB1,800,000	RMB1,800,000

Basis of caps

In determining the above new annual caps, the Directors have considered the rental amounts and the operational service charges receivable by the Company according to the terms of the 2026-2028 MabPlex Property Lease Agreement with MabPlex, the expected usages of purified water, water for injection and purified steam by MabPlex and the pricing policy set out below.

Pricing policy

The rentals for non-sterilized area are RMB44,100 per month and the monthly operational service fees for non-sterilized area are RMB58,000 per month. The Company will also charge service charges for usages of purified water, water for injection and purified steam at the rates of RMB42/ton, RMB130/ton and RMB408/ton, respectively, with reference to market rate based on actual usage on a monthly basis. Such rentals and ancillary fees are determined by the Company and MabPlex through arm's length negotiation based on a number of factors including but not limited to prevailing market rent and market operational service fees of similar property located in the vicinity, the term of the lease, the costs of maintenance of the operations by the Company and the costs of raw materials and for processing them.

Reasons for and benefits of entering into the 2026-2028 MabPlex Property Lease Agreement

The Company's manufacturing facilities which fulfill the relevant GMP requirements have been specifically designed for the development and production of ADCs which are not suitable for other uses due to the high toxicity of ADCs. Disitamab vedotin is the only ADC product of the Company currently. The Company has sufficient manufacturing facilities for disitamab vedotin and does not have other ADC products going into the manufacturing stage in the next 3 to 5 years. MabPlex requires such GMP-compliant facilities for their business operations and leasing out the abovementioned manufacturing facilities to MabPlex provides an additional source of income to the Company.

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The Directors (including the independent non-executive Directors) considered the 2026-2028 MabPlex Property Lease Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As at the Latest Practicable Date, MabPlex is owned as to approximately 32.95% by the Controlling Shareholders. As such, MabPlex is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026-2028 MabPlex Property Lease Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026-2028 MabPlex Property Lease Agreement is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026-2028 MabPlex Property Lease Agreement, they have abstained from voting on the Board resolutions approving the 2026-2028 MabPlex Property Lease Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026-2028 MabPlex Property Lease Agreement are subject to the independent Shareholders' approval.

D. *Renewal of the 2023-2025 CRC Services Framework Agreement*

Background

Reference is made to the announcements of the Company dated May 24, 2022, June 21, 2022 and November 17, 2023 and the circular of the Company dated May 31, 2022, which disclosed, among other things, the continuing connected transactions contemplated under the 2023-2025 CRC Services Framework Agreement.

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As the 2023-2025 CRC Services Framework Agreement is expected to expire on December 31, 2025 and the Company expects to continue to have ongoing demand for certain clinical trials management services provided by Kangkang after December 31, 2025, the Board resolved to enter into the 2026-2028 CRC Services Framework Agreement with Kangkang for a term of three years effective from January 1, 2026.

Principal terms

The principal terms of the 2026-2028 CRC Services Framework Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) Kangkang
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Services provided:	Kangkang provides certain clinical trials management services to the Company, including but not limited to coordinating clinical research, providing training to clinical research coordinators who shall assist investigators in their clinical trials according to the requests of the Company and providing supporting services for investigators (the “ CRC Services ”).

With respect to specific service requests that may be identified in the future, the Company and Kangkang will enter into separate individual agreements or work orders to provide for the specific terms and conditions according to the principles provided in the 2026-2028 CRC Services Framework Agreement.

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Historical amounts

The table below sets out the historical amounts incurred by the Company under the 2023-2025 CRC Services Framework Agreement during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB22,968,000	RMB23,105,000	RMB11,984,000

Existing annual caps and new annual caps

The existing annual caps for the 2023-2025 CRC Services Framework Agreement are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB26,500,000	RMB31,500,000	RMB35,000,000

The new annual caps for the 2026-2028 CRC Services Framework Agreement are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB31,000,000	RMB35,000,000	RMB39,000,000

Basis of caps

In determining the above new annual caps, the Directors have considered: (i) the historical transaction amounts paid by the Company to Kangkang; (ii) the volume of CRC Services the Company expects to procure from Kangkang based on the clinical development of the Company's pipeline drug candidates; and (iii) the number of relevant personnel and their work hours required for clinical trials, and their respective prevailing hourly rates. As more of the Company's drug candidates go into clinical trials, the Company's need for CRC Services increases as compared to such need during 2023 to 2025.

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Pricing policy

The pricing policy for the 2026-2028 CRC Services Framework Agreement is as follows:

The service fees under the 2026-2028 CRC Services Framework Agreement (the “**CRC Service Fees**”) (i) will be charged at rates no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions; and (ii) will be determined by the Company and Kangkang through arm’s length negotiation based on a number of factors applicable to all service providers, including but not limited to the nature, scope, complexity and value of tasks completed by Kangkang at each stage under each work order, the personnel and working hours estimated to be equipped and spent on providing specific service, historical hourly rate of staff in operational and managerial capacities, the fees charged for historical transactions of similar nature and the then prevailing market rates by obtaining and comparing against fee quotes provided by other third-party companies.

More specifically, the CRC Service Fees will be calculated based on a cost-plus approach. After arriving at an estimated costs taking into account the aforesaid factors, a VAT of 6% and a mark-up in the range of 3% to 10% will be added. Such mark-up percentage is determined with reference to the prevailing market conditions as well as the average mark-up percentage of comparable transactions with independent third parties.

Reasons for and benefits of entering into the 2026-2028 CRC Services Framework Agreement

As more of the Company’s drug candidates enter the clinical trial phase, CRC Services are essential to the Company’s development process and such CRC Services require sophisticated knowledge that are better handled by service providers with such capabilities. It is a common industry practice for biopharmaceutical companies to engage third party service providers to provide assistance for clinical trials. The Company has outsourced such CRC Services to Kangkang since 2019. The Company believes that Kangkang can provide CRC Services that most appropriately suit its needs.

The Directors (including the independent non-executive Directors) considered the 2026-2028 CRC Services Framework Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As at the Latest Practicable Date, Kangkang is a wholly-owned subsidiary of Yeda Incubation, which is in turn owned as to 55% by and is a subsidiary of RC Pharma, which is further in turn owned as to approximately 80.99% by the Controlling Shareholders. As such, Kangkang is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026-2028 CRC Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

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As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026-2028 CRC Services Framework Agreement is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026-2028 CRC Services Framework Agreement, they have abstained from voting on the Board resolutions approving the 2026-2028 CRC Services Framework Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026-2028 CRC Services Framework Agreement are subject to the independent Shareholders' approval.

E. Renewal of the 2023-2025 General Services Framework Agreement

Background

Reference is made to the announcements of the Company dated May 24, 2022, June 21, 2022 and November 17, 2023 and the circular of the Company dated May 31, 2022, which disclosed, among other things, the continuing connected transactions contemplated under the 2023-2025 General Services Framework Agreement.

As the 2023-2025 General Services Framework Agreement is expected to expire on December 31, 2025 and the Company expects to continue to have ongoing demand for the general services provided by RC Pharma after December 31, 2025, the Board resolved to enter into the 2026-2028 General Services Framework Agreement with RC Pharma for a term of three years effective from January 1, 2026.

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Principal terms

The principal terms of the 2026-2028 General Services Framework Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) RC Pharma
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Services provided:	The scope of such general services primarily includes (i) provision of steam for the business operations of the Company; and (ii) provision of miscellaneous services such as business cars hire and supporting facilities services.

Historical amounts

The table below sets out the historical amounts incurred by the Company under the 2023-2025 General Services Framework Agreement during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB30,821,000	RMB31,462,000	RMB16,800,000

Existing annual caps and new annual caps

The existing annual caps for the 2023-2025 General Services Framework Agreement are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB33,500,000	RMB38,000,000	RMB40,000,000

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The new annual caps for the 2026-2028 General Services Framework Agreement are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB47,000,000	RMB47,000,000	RMB47,000,000

Basis of caps

In determining the above new annual caps, the Directors have considered: (i) the historical transaction amounts paid by the Company to RC Pharma; (ii) the expected demand for steam and miscellaneous services and the corresponding service charges under the 2026-2028 General Services Framework Agreement; and (iii) the expected increase in the costs of the steam.

Pricing policy

The pricing policy for the 2026-2028 General Services Framework Agreement is as follows:

The service fees under the 2026-2028 General Services Framework Agreement (the “**General Service Fees**”) (i) will be charged at rates no less favorable to the Company than rates at which RC Pharma charges independent third parties for comparable transactions; and (ii) will be determined by the Company and RC Pharma through arm’s length negotiation based on a number of factors applicable to all service providers, the factors applying to each of the two types of services are as follows:

- (i) provision of steam: the provision of steam will be charged at the procurement costs paid by RC Pharma for the natural gas required for producing steam plus service charge for the maintenance of facilities and equipment for converting the same into steam; and
- (ii) provision of miscellaneous services: the actual usage of transportation services and costs of supporting facilities services, together with the corresponding service fees.

More specifically, after arriving at an estimated costs taking into account the aforesaid factors, a VAT of 6% will be added to calculate the General Service Fees.

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Reasons for and benefits of entering into the 2026-2028 General Services Framework Agreement

RC Pharma constructed and maintained the facilities and equipment for producing steam and provides the same to all corporations located in the Rongchang Biopharmaceutical Park (the “**Park**”), where the Company’s headquarters are located. Further, RC Pharma provides standardized services such as business cars hire and supporting facilities services to all corporations located in the Park for efficient and centralized management of the Park.

The Directors (including the independent non-executive Directors) considered the 2026-2028 General Services Framework Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As at the Latest Practicable Date, RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, RC Pharma is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026-2028 General Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026-2028 General Services Framework Agreement is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026-2028 General Services Framework Agreement, they have abstained from voting on the Board resolutions approving the 2026-2028 General Services Framework Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026-2028 General Services Framework Agreement are subject to the independent Shareholders’ approval.

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F. Internal Control Procedures

The Company has formulated connected transactions management policies for the determination, management, reporting and disclosure obligations for connected transactions and has established internal review procedures to ensure that the terms and the price of services or products supplied by connected persons under the above non-exempt continuing connected transactions are on normal commercial terms and no more favorable to the counterparties than terms available to independent third parties, including but not limited to the following:

- (i) if a comparable market price is available, the Company shall compare the proposed product price or service fee with the market price to ensure that the proposed product price or service fee will not be higher than the selling price of product or service of a similar type or nature provided by independent third-party suppliers or providers;
- (ii) before selecting a product supplier or service provider, the Company's procurement department shall obtain price quotations from certain independent third-party suppliers or providers. The factors to be considered by the Company in conducting internal assessments include price, quality, exclusivity of product or service, and value added to the Company;
- (iii) if no comparable market price is available, the Company's procurement department shall conduct arm's length negotiation with the relevant connected persons to determine the terms in line with the relevant pricing policies based on trade cost of the product involved or value of the relevant service and the actual costs and expenses incurred;
- (iv) after arm's length negotiation with the connected person, the Company's procurement department will report to the Company's senior management who will approve individual transactions as appropriate;
- (v) the Board office, the internal audit department and the legal department of the Company will collaborate with each other for the management of the continuing connected transactions of the Company, including but not limited to overseeing the implementation of the terms and conditions of written agreements, assessing the pricing policy and its basis, reviewing the monetary annual caps, and fulfilling the relevant disclosure obligations so as to ensure compliance with Chapter 14A of the Listing Rules. In particular, the Company's internal audit department will regularly collect and monitor the transaction amounts of continuing connected transactions to ensure timely assessment on whether the annual caps are exceeded, and if the annual caps are expected to be exceeded for a particular year, it will report to the management and take appropriate measures in accordance with the relevant requirements under Chapter 14A of the Listing Rules; and

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- (vi) the independent non-executive Directors will also conduct annual review on the non-exempt continuing connected transactions to ensure that such transactions have been entered into on normal commercial terms, are fair and reasonable and conducted according to the terms of the relevant framework agreement. The auditor of the Company will also conduct annual review on the pricing and annual caps of the non-exempt continuing connected transactions.

G. *Renewal of the 2022 Equipment Lease Agreement*

Background

Reference is made to the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022, which disclosed, among other things, the one-off connected transactions contemplated under the 2022 Equipment Lease Agreement.

As the Company expects to lease more equipment from Yeda Incubation under the 2022 Equipment Lease Agreement due to business expansion/development, and the 2022 Equipment Lease Agreement is expected to expire on December 31, 2025, on October 30, 2025, the Board resolved to enter into the 2026 Equipment Lease Agreement with Yeda Incubation to increase the leased equipment under the 2022 Equipment Lease Agreement and renew the term of the 2022 Equipment Lease Agreement to December 31, 2028.

Principal terms

The principal terms of the 2026 Equipment Lease Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) Yeda Incubation
Term:	From January 1, 2026 to December 31, 2028 (both days inclusive)
Leased equipment:	The Company leases from Yeda Incubation 65 pieces of equipment used in the Company's research and development activities.
Rentals:	RMB4,500,000 per year
Basis of determination:	The rentals payable under the 2026 Equipment Lease Agreement were determined based on arms' length negotiation of the parties with reference to (i) the purchase price paid by Yeda Incubation when it acquired such equipment; (ii) a consumer price index of 5%; and (iii) the annual amortization amount of the leased equipment.

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Reasons for and benefits of entering into the 2026 Equipment Lease Agreement

The 2026 Equipment Lease Agreement has been entered into in the ordinary and usual course of business of the Company and of Yeda Incubation. The Company requires certain equipment for its research and development activities and has leased them from Yeda Incubation to save costs for buying such equipment for the Company. As an incubator, Yeda Incubation leases out equipment used by drug developers in their ordinary and usual course of business.

The Directors (including the independent non-executive Directors) considered the 2026 Equipment Lease Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accounting treatment and Listing Rules implications

As at the Latest Practicable Date, Yeda Incubation is owned as to 55% by and is a subsidiary of RC Pharma and RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, Yeda Incubation is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules.

In accordance with IFRS 16 applicable to the Company and pursuant to the guidance issued by the Stock Exchange, when an issuer enters into a lease transaction as a lessee and where the lease is subject to an agreement with fixed terms, it is treated as a one-off connected transaction (i.e. an acquisition of capital assets). Accordingly, the Company will recognize a right-of-use asset on its consolidated financial statements in respect of the 2026 Equipment Lease Agreement in the amount of approximately RMB12,513,000 which is calculated with reference to the present value of the aggregated lease payments to be made under the 2026 Equipment Lease Agreement using the PBOC benchmark interest rate for medium to long term loans of 4.75% as the discount rate. Therefore, the transactions contemplated under the 2026 Equipment Lease Agreement will be regarded as an acquisition of asset by the Group from its connected person for the purpose of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026 Equipment Lease Agreement, whether on a stand-alone or aggregated basis when aggregated with the 2026 Yeda Incubation Building Lease, is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 Equipment Lease Agreement, they have abstained from voting on the Board resolutions approving the 2026 Equipment Lease Agreement and the transactions contemplated thereunder.

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Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 Equipment Lease Agreement are subject to the independent Shareholders' approval.

H. Renewal of the 2023 Yeda Incubation Building Lease

Background

Reference is made to the announcements of the Company dated May 24, 2022 and November 17, 2023 and the circular of the Company dated May 31, 2022, which disclosed, among other things, the one-off connected transactions contemplated under the 2023 Yeda Incubation Building Lease.

As the Company expects to reduce the leased area under the 2023 Yeda Incubation Building Lease due to a decrease in leasing demand, and the 2023 Yeda Incubation Building Lease is expected to expire on December 31, 2025, on October 30, 2025, the Board resolved to enter into the 2026 Yeda Incubation Building Lease with Yeda Incubation to reduce the leased area under the 2023 Yeda Incubation Building Lease and renew the term of the 2023 Yeda Incubation Building Lease to December 31, 2028.

Principal terms

The principal terms of the 2026 Yeda Incubation Building Lease are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) Yeda Incubation
Term:	From January 1, 2026 to December 31, 2028 (both days inclusive)
Location:	The Incubation R&D Building located at No. 2 Xuzhou Street, Yantai Economic and Technological Development Zone, Shandong (the “ Incubation R&D Building ”)

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Leased premise: The Company leases from Yeda Incubation certain premises (including office premises, GMP cleanrooms and semifinished area) at the Incubation R&D Building for the purpose of the Company's research and development activities.

Leased area:

- Office premises: 14,342 m²
- GMP cleanrooms: 11,882 m²
- Semifinished area: 2,523 m²

Rentals and related charge: Rentals of the leased area (exclusive of utilities charges and property management fees, which shall be borne by the Company):

- Office premises: annual rentals of RMB9,996,372 plus real estate tax RMB1,363,140
- GMP cleanrooms: annual rentals of RMB23,360,016 plus real estate tax RMB3,185,460
- Semifinished area: annual rentals of RMB867,912 plus real estate tax RMB118,356

The charge related to the general property management services (including cleaning and maintenance) provided by Yeda Incubation for the premises leased by our Company and for the common area will be apportioned based on each tenant's share of the leased area in an amount of approximately RMB1,000,000 per annum.

Basis of determination: The rentals payable under the 2026 Yeda Incubation Building Lease were determined based on arms' length negotiation of the parties with reference to prevailing market rates for properties of similar size situated in the locality that are used for similar purposes in the PRC.

Reasons for and benefits of entering into the 2026 Yeda Incubation Building Lease

Office premises, GMP cleanrooms and semifinished area: As the Company's business expands, the Company's own facilities cannot accommodate all of its staff and its increasing level of research and development activities. The Company is in need of office space for staff and GMP cleanrooms for ongoing research and development activities and it needs semifinished areas to be modified into office space and GMP cleanrooms. Given that the leased properties are in close proximity to its facilities and allow its business activities to continue seamlessly, the Company considers them suitable for its needs.

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Although the Company has spare GMP-compliant manufacturing facilities, such manufacturing facilities cannot be converted into research and development facilities due to different GMP requirements. As the Company's business expands, its research and development facilities are not sufficient to accommodate increasing number of staff and growing research and development activities for drug candidates. As such, the Company needs to lease such facilities from Yeda Incubation.

The Directors (including the independent non-executive Directors) considered the 2026 Yeda Incubation Building Lease is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accounting treatment and Listing Rules implications

As at the Latest Practicable Date, Yeda Incubation is owned as to 55% by and is a subsidiary of RC Pharma and RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, Yeda Incubation is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules.

In accordance with IFRS 16 applicable to the Company and pursuant to the guidance issued by the Stock Exchange, when an issuer enters into a lease transaction as a lessee and where the lease is subject to an agreement with fixed terms, it is treated as a one-off connected transaction (i.e. an acquisition of capital assets). Accordingly, the Company will recognize a right-of-use asset on its consolidated financial statements in respect of the 2026 Yeda Incubation Building Lease in the amount of approximately RMB108,448,000 which is calculated with reference to the present value of the aggregated lease payments to be made under the 2026 Yeda Incubation Building Lease using the PBOC benchmark interest rate for medium to long term loans of 4.75% as the discount rate. Therefore, the transactions contemplated under the 2026 Yeda Incubation Building Lease will be regarded as an acquisition of asset by the Group from its connected person for the purpose of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026 Yeda Incubation Building Lease, whether on a stand-alone or aggregated basis when aggregated with the 2026 Equipment Lease Agreement, is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 Yeda Incubation Building Lease, they have abstained from voting on the Board resolutions approving the 2026 Yeda Incubation Building Lease and the transactions contemplated thereunder.

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Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 Yeda Incubation Building Lease are subject to the independent Shareholders' approval.

I. *Renewal of the MabPlex Apartment Lease Agreement*

Background

Reference is made to the announcement of the Company dated May 24, 2022 and the circular of the Company dated May 31, 2022, which disclosed, among other things, the one-off connected transactions contemplated under the MabPlex Apartment Lease Agreement.

As the Company expects to reduce the leased area of certain premises for employees and experts housing leased from MabPlex under the MabPlex Apartment Lease Agreement due to a decrease in the number of employees requiring accommodation, and the MabPlex Apartment Lease Agreement is expected to expire on December 31, 2025, on October 30, 2025, the Board resolved to enter into the 2026 MabPlex Apartment Lease Agreement with MabPlex to reduce the leased area under the MabPlex Apartment Lease Agreement and renew the term of the MabPlex Apartment Lease Agreement to December 31, 2028.

Principal terms

The principal terms of the 2026 MabPlex Apartment Lease Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) MabPlex
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)

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Location:	No. 60 Middle Beijing Road, Yantai Economic and Technological Development Zone, Shandong
Leased premise:	The Company leases from MabPlex certain housing apartments (including 231 employees' apartments and 23 experts' apartments) at the abovementioned location.
Leased area:	<ul style="list-style-type: none">• Employees' apartments: 11,238.58 m² (estimated)• Experts' apartments: 2,868.87 m² (estimated)
Rentals:	RMB3,000,000 per year (exclusive of charges for water, electricity, gas, telephone and other communication services, which shall be borne by the Company)
Basis of determination:	The rentals payable under the 2026 MabPlex Apartment Lease Agreement were determined based on arms' length negotiation of the parties with reference to prevailing market rates for properties of similar size situated in the locality that are used for similar purposes in the PRC.

Reasons for and benefits of entering into the 2026 MabPlex Apartment Lease Agreement

The Company does not have self-constructed apartments for employees or experts. As the apartments of MabPlex are located in the Park, it provides safe and convenient housing to the Company's employees and experts with fair rent.

The Directors (including the independent non-executive Directors) considered the 2026 MabPlex Apartment Lease Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accounting treatment and Listing Rules implications

As at the Latest Practicable Date, MabPlex is owned as to approximately 32.95% by the Controlling Shareholders. As such, MabPlex is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules.

In accordance with IFRS 16 applicable to the Company and pursuant to the guidance issued by the Stock Exchange, when an issuer enters into a lease transaction as a lessee and where the lease is subject to an agreement with fixed terms, it is treated as a one-off connected transaction (i.e. an acquisition of capital assets). Accordingly, the Company will recognize a right-of-use asset on its consolidated financial statements in respect of the 2026 MabPlex Apartment Lease Agreement in the amount of approximately RMB8,342,000 which is calculated with reference to the present value of the aggregated lease payments to be made under the 2026 MabPlex Apartment Lease Agreement using

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the PBOC benchmark interest rate for medium to long term loans of 4.75% as the discount rate. Therefore, the transactions contemplated under the 2026 MabPlex Apartment Lease Agreement will be regarded as an acquisition of asset by the Group from its connected person for the purpose of the Listing Rules.

As one or more of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026 MabPlex Apartment Lease Agreement is above 0.1% but below 5%, the transactions contemplated thereunder are only subject to the reporting, annual review and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 MabPlex Apartment Lease Agreement, they have abstained from voting on the Board resolutions approving the 2026 MabPlex Apartment Lease Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 MabPlex Apartment Lease Agreement are subject to the independent Shareholders' approval.

J. *Renewal of the 2022 Public Utilities Service Agreement*

Background

As the 2022 Public Utilities Service Agreement is expected to expire on December 31, 2025 and the Company expects to continue to use the utilities billing services provided by RC Pharma in the Park after December 31, 2025, the Board resolved to enter into the 2026 Public Utilities Service Agreement with RC Pharma for a term of three years effective from January 1, 2026.

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Principal terms

The principal terms of the 2026 Public Utilities Service Agreement are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) RC Pharma
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Services provided:	Pursuant to the 2026 Public Utilities Service Agreement, the Company is required to share the payment of government charges for using public utilities (including electricity and water) and pay such amounts to RC Pharma.

Historical amounts

The table below sets out the historical amounts incurred by the Company under the 2022 Public Utilities Service Agreement during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB31,161,000	RMB21,191,000	RMB5,856,800

Existing annual caps and new annual caps

The existing annual caps for the 2022 Public Utilities Service Agreement are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB37,200,000	RMB42,800,000	RMB49,200,000

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The new annual caps for the 2026 Public Utilities Service Agreement are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB30,000,000	RMB31,000,000	RMB33,000,000

Basis of caps

The payment to be made by the Company to RC Pharma shall be equal to the actual amount to be charged by the relevant government authorities for the public utilities consumed by the Group as recorded on the relevant electricity and water meters, i.e. the payment for public utilities charges under the 2026 Public Utilities Service Agreement is on a cost basis.

Reasons for and benefits of entering into the 2026 Public Utilities Service Agreement

The Park is located in Yantai with a total area of approximately 300,000 m². The Company's headquarters are located in the Park and it is also where the headquarters of the Company's connected persons including RC Pharma, MabPlex, Yeda Incubation and CelluPro are located. Although the Company owns the land use rights and building ownership certificates for its properties, the Park is centrally managed by RC Pharma which also maintains the utilities accounts for all the buildings located in the Park. As the Company's utilities accounts for its buildings cannot be separated from RC Pharma's account, the Company will continue to use utilities billing services provided by RC Pharma.

The Directors (including the independent non-executive Directors) considered the 2026 Public Utilities Service Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As at the Latest Practicable Date, RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, RC Pharma is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026 Public Utilities Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

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Pursuant to Rule 14A.97 of the Listing Rules, the transactions contemplated under the 2026 Public Utilities Service Agreement constitute fully exempt continuing connected transactions and are fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 Public Utilities Service Agreement, they have abstained from voting on the Board resolutions approving the 2026 Public Utilities Service Agreement and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 Public Utilities Service Agreement constitute related party transactions and are subject to the independent Shareholders' approval.

K. Renewal of the RC Pharma Warehouse Lease

Background

Reference is made to the circular of the Company dated May 31, 2022, which disclosed, among other things, the fully exempt continuing connected transactions contemplated under the RC Pharma Warehouse Lease.

As the RC Pharma Warehouse Lease is expected to expire on December 31, 2025 and the Company expects to continue to lease certain warehouse to RC Pharma after December 31, 2025, the Board resolved to enter into the 2026 RC Pharma Warehouse Lease with RC Pharma for a term of three years effective from January 1, 2026.

Principal terms

The principal terms of the 2026 RC Pharma Warehouse Lease are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) RC Pharma

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Term: Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)

Leased properties: RC Pharma leases from the Company certain warehouse located at No. 58 Middle Beijing Road, Yantai Economic and Technological Development Zone, Shandong, comprising a non-sterilized area of 2,856 m².

Historical amounts

The table below sets out the historical amounts received from RC Pharma by the Company under the RC Pharma Warehouse Lease during the periods indicated below:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the six months ended June 30, 2025
Transaction amounts (in approximation)	RMB1,211,000	RMB1,211,000	RMB605,500

Existing annual caps and new annual caps

The existing annual caps for the RC Pharma Warehouse Lease are as follows:

	For the year ended December 31, 2023	For the year ended December 31, 2024	For the year ending December 31, 2025
Annual caps	RMB1,320,000	RMB1,320,000	RMB1,320,000

The new annual caps for the 2026 RC Pharma Warehouse Lease are as follows:

	For the year ending December 31, 2026	For the year ending December 31, 2027	For the year ending December 31, 2028
Annual caps	RMB1,320,000	RMB1,320,000	RMB1,320,000

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Basis of caps

In determining the above new annual caps, the Directors have considered the rental amounts receivable by the Company according to the terms of the 2026 RC Pharma Warehouse Lease with RC Pharma and the pricing policy set out below.

Pricing policy

The rentals are RMB1,320,000 per annum. Such rentals are determined by the Company and RC Pharma through arm's length negotiation based on a number of factors including but not limited to prevailing market rent of similar property located in the vicinity and the term of the lease.

Reasons for and benefits of entering into the 2026 RC Pharma Warehouse Lease

The Company has unused warehouse located relatively close to the manufacturing facilities of RC Pharma. As RC Pharma requires additional warehouse space for its business operations, leasing the abovementioned warehouse to RC Pharma provides an additional source of income for the Company.

The Directors (including the independent non-executive Directors) considered the 2026 RC Pharma Warehouse Lease is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As at the Latest Practicable Date, RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, RC Pharma is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2026 RC Pharma Warehouse Lease constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026 RC Pharma Warehouse Lease are below 0.1%, the transactions contemplated thereunder are considered as *de minimis* transactions under Chapter 14A of the Listing Rules and are fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 RC Pharma Warehouse Lease, they have abstained from voting on the Board resolutions approving the 2026 RC Pharma Warehouse Lease and the transactions contemplated thereunder.

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Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 RC Pharma Warehouse Lease constitute related party transactions and are subject to the independent Shareholders' approval.

L. *Renewal of the RC Pharma Premises Lease*

Background

Reference is made to the circular of the Company dated May 31, 2022, which disclosed, among other things, the fully exempt connected transactions contemplated under the RC Pharma Premises Lease.

As the RC Pharma Premises Lease is expected to expire on December 31, 2025, on October 30, 2025, the Board resolved to enter into the 2026 RC Pharma Premises Lease with RC Pharma to renew the term of the RC Pharma Premises Lease to December 31, 2028.

Principal terms

The principal terms of the 2026 RC Pharma Premises Lease are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) RC Pharma
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Location:	Rooms 1903-1904, Riyue Tiandi Building, Fengtai District, Beijing
Leased premise:	The Company leases from RC Pharma certain premises at the abovementioned location.

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Leased area:	<ul style="list-style-type: none">• Room 1903: 213.12 m² (estimated)• Room 1904: 142.04 m² (estimated)
Rentals:	RMB433,500 per year (exclusive of charges for water, electricity, gas, telephone and other communication services, which shall be borne by the Company), comprising: <ul style="list-style-type: none">• Room 1903: annual rentals of RMB273,500 (including server room rentals of RMB33,500 per annum)• Room 1904: annual rentals of RMB160,000
Basis of determination:	The rentals payable under the 2026 RC Pharma Premises Lease were determined based on arms' length negotiation of the parties based on a number of factors including but not limited to prevailing market rent of similar property located in the vicinity and the term of the lease.

Reasons for and benefits of entering into the 2026 RC Pharma Premises Lease

The Company requires premises in Beijing for its clinical and sales operations, but does not currently have any suitable premises for this purpose. RC Pharma owns certain premises in Beijing that are currently vacant, the location and floor area of which are suitable to meet the Company's needs.

The Directors (including the independent non-executive Directors) considered the 2026 RC Pharma Premises Lease is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accounting treatment and Listing Rules implications

As at the Latest Practicable Date, RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, RC Pharma is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules.

In accordance with IFRS 16 applicable to the Company and pursuant to the guidance issued by the Stock Exchange, when an issuer enters into a lease transaction as a lessee and where the lease is subject to an agreement with fixed terms, it is treated as a one-off connected transaction (i.e. an acquisition of capital assets). Accordingly, the Company will recognize a right-of-use asset on its consolidated financial statements in respect of the 2026 RC Pharma Premises Lease in the amount of approximately RMB1,224,000 which is calculated with reference to the present value of the aggregated lease payments to be made under the 2026 RC Pharma Premises Lease using the PBOC benchmark

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interest rate for medium to long term loans of 4.75% as the discount rate. Therefore, the transactions contemplated under the 2026 RC Pharma Premises Lease will be regarded as an acquisition of asset by the Group from its connected person for the purpose of the Listing Rules.

As all of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026 RC Pharma Premises Lease, whether on a stand-alone or aggregated basis when aggregated with the 2026 RC Pharma Zibo Lease and the RC Pharma Category A Warehouse Lease, are below 0.1%, the transactions contemplated thereunder are considered as *de minimis* transactions under Chapter 14A of the Listing Rules and are fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 RC Pharma Premises Lease, they have abstained from voting on the Board resolutions approving the 2026 RC Pharma Premises Lease and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 RC Pharma Premises Lease constitute related party transactions and are subject to the independent Shareholders' approval.

M. Renewal of the RC Pharma Zibo Lease

Background

Reference is made to the circular of the Company dated May 31, 2022, which disclosed, among other things, the fully exempt connected transactions contemplated under the RC Pharma Zibo Lease.

As the RC Pharma Zibo Lease is expected to expire on December 31, 2025, on October 30, 2025, the Board resolved to enter into the 2026 RC Pharma Zibo Lease with RC Pharma Zibo to renew the term of the RC Pharma Zibo Lease to December 31, 2028.

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Principal terms

The principal terms of the 2026 RC Pharma Zibo Lease are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) RC Pharma Zibo
Term:	From January 1, 2026 to December 31, 2028 (both days inclusive)
Location:	No. 17 Lanyan Avenue, High-tech Zone, Zibo, Shandong
Leased premise:	The Company leases from RC Pharma Zibo certain premises at the abovementioned location with an estimated area of 60 m ² .
Rentals:	RMB80,000 per year, comprising warehouse leasing service fee of RMB20,000 per annum and equipment maintenance fee of RMB60,000 per annum
Basis of determination:	The rentals payable under the 2026 RC Pharma Zibo Lease were determined based on arms' length negotiation of the parties based on a number of factors including but not limited to prevailing market rent of similar property located in the vicinity, the costs of maintenance and the term of the lease.

Reasons for and benefits of entering into the 2026 RC Pharma Zibo Lease

As the GMP guidelines recommend establishing two or more cell bank storage sites in different factory locations or cities to ensure production continuity in the event of an incident at one site, the Company leases premises from RC Pharma Zibo at the abovementioned location for use as a cell bank storage facility.

The Directors (including the independent non-executive Directors) considered the 2026 RC Pharma Zibo Lease is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Accounting treatment and Listing Rules implications

As at the Latest Practicable Date, RC Pharma Zibo is a wholly-owned subsidiary of RC Pharma, and RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, RC Pharma Zibo is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules.

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In accordance with IFRS 16 applicable to the Company and pursuant to the guidance issued by the Stock Exchange, when an issuer enters into a lease transaction as a lessee and where the lease is subject to an agreement with fixed terms, it is treated as a one-off connected transaction (i.e. an acquisition of capital assets). Accordingly, the Company will recognize a right-of-use asset on its consolidated financial statements in respect of the 2026 RC Pharma Zibo Lease in the amount of approximately RMB56,000 which is calculated with reference to the present value of the aggregated lease payments to be made under the 2026 RC Pharma Zibo Lease using the PBOC benchmark interest rate for medium to long term loans of 4.75% as the discount rate. Therefore, the transactions contemplated under the 2026 RC Pharma Zibo Lease will be regarded as an acquisition of asset by the Group from its connected person for the purpose of the Listing Rules.

As all of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the 2026 RC Pharma Zibo Lease, whether on a stand-alone or aggregated basis when aggregated with the 2026 RC Pharma Premises Lease and the RC Pharma Category A Warehouse Lease, are below 0.1%, the transactions contemplated thereunder are considered as *de minimis* transactions under Chapter 14A of the Listing Rules and are fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the 2026 RC Pharma Zibo Lease, they have abstained from voting on the Board resolutions approving the 2026 RC Pharma Zibo Lease and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the 2026 RC Pharma Zibo Lease constitute related party transactions and are subject to the independent Shareholders' approval.

N. Entering into the RC Pharma Category A Warehouse Lease

Background

The Company proposes to enter into the RC Pharma Category A Warehouse Lease, pursuant to which the Company will lease from RC Pharma certain Category A warehouses for storage purposes for a term from January 1, 2026 to December 31, 2028, with an annual rental of RMB94,700.

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Principal terms

The principal terms of the RC Pharma Category A Warehouse Lease are set out as follows:

Effective Date:	January 1, 2026
Parties:	(1) Company; and (2) RC Pharma
Term:	Three years commencing from January 1, 2026 to December 31, 2028 (both days inclusive) (subject to renewal conditional on the fulfillment of the relevant requirements under the relevant laws, regulations, normative documents and the Listing Rules and the relevant requirements of the PRC regulatory authorities and stock exchanges)
Location:	No. 1 and No. 2 Category A warehouses of RC Pharma located behind the Complex Building in the Park
Leased premise:	The Company leases from RC Pharma certain Category A warehouses at the abovementioned location with an estimated area of 284.9 m ² .
Rentals:	RMB94,700 per year (exclusive of charges for water, electricity, gas, telephone and other communication services, which shall be borne by the Company)
Basis of determination:	The rentals payable under the RC Pharma Category A Warehouse Lease were determined based on arms' length negotiation of the parties based on a number of factors including but not limited to prevailing market rent of similar property located in the vicinity and the term of the lease.

Reasons for and benefits of entering into the RC Pharma Category A Warehouse Lease

As hazardous chemicals are required to be stored separately in warehouses that meet safety standards, the Company's original hazardous chemical storage facility can no longer meet its operational needs. Since RC Pharma's hazardous chemical warehouses are located close to the Company's R&D office building, the Company leases these warehouses for storing hazardous chemicals used in its R&D activities to ensure convenience, compliance and safety.

The Directors (including the independent non-executive Directors) considered the RC Pharma Category A Warehouse Lease is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

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Accounting treatment and Listing Rules implications

As at the Latest Practicable Date, RC Pharma is owned as to approximately 80.99% by the Controlling Shareholders. As such, RC Pharma is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules.

In accordance with IFRS 16 applicable to the Company and pursuant to the guidance issued by the Stock Exchange, when an issuer enters into a lease transaction as a lessee and where the lease is subject to an agreement with fixed terms, it is treated as a one-off connected transaction (i.e. an acquisition of capital assets). Accordingly, the Company will recognize a right-of-use asset on its consolidated financial statements in respect of the RC Pharma Category A Warehouse Lease in the amount of approximately RMB306,000 which is calculated with reference to the present value of the aggregated lease payments to be made under the RC Pharma Category A Warehouse Lease using the PBOC benchmark interest rate for medium to long term loans of 4.75% as the discount rate. Therefore, the transactions contemplated under the RC Pharma Category A Warehouse Lease will be regarded as an acquisition of asset by the Group from its connected person for the purpose of the Listing Rules.

As all of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the RC Pharma Category A Warehouse Lease, whether on a stand-alone or aggregated basis when aggregated with the 2026 RC Pharma Premises Lease and the 2026 RC Pharma Zibo Lease, are below 0.1%, the transactions contemplated thereunder are considered as *de minimis* transactions under Chapter 14A of the Listing Rules and are fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang and Mr. Wen Qingkai, each being a Director, are the Controlling Shareholders and have material interest in the RC Pharma Category A Warehouse Lease, they have abstained from voting on the Board resolutions approving the RC Pharma Category A Warehouse Lease and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules. Pursuant to the relevant provisions of the Shanghai Listing Rules, the transactions contemplated under the RC Pharma Category A Warehouse Lease constitute related party transactions and are subject to the independent Shareholders' approval.

LETTER FROM THE BOARD

2. Proposed Amendments to Governance Policies

In light of recent amendments to regulatory rules made by the Shanghai Stock Exchange, in order to ensure compliance with regulatory requirements and relevant laws, administrative regulations and listing rules of the stock exchanges where the Shares are listed, as well as taking into account the Company's business development needs, the Company proposes to amend the "Management Policies for Related (Connected) Transactions", the "Management Policies for External Guarantees", the "Management Policies for External Investment" and the "Management Policies for Raised Proceeds".

Four ordinary resolutions will be proposed at the EGM to consider and approve the proposed amendments to each of the above governance policies, which are set out in Appendices I to IV to this circular, respectively.

In the event of any discrepancy between the English translation and the Chinese version of each of the proposed amendments to the aforesaid governance policies, the Chinese version shall prevail.

III. EGM

The EGM will be held at 2:00 p.m. on Tuesday, December 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC. The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.remegen.com).

It should be noted that, the Partially Exempted Continuing Connected Transactions, the Partially Exempted Connected Transactions and the Fully Exempted Connected Transactions, respectively, are put into one single resolution for independent Shareholders' approval at the EGM (the "Voting Arrangement"). The Directors consider it appropriate since (i) the Partially Exempted Continuing Connected Transactions, the Partially Exempted Connected Transactions and the Fully Exempted Connected Transactions are not subject to independent Shareholders' approval under the Listing Rules. They are put into the resolution for independent Shareholders' approval only as it is required under the Shanghai Listing Rules; and (ii) as confirmed by the Company's PRC legal adviser, the Voting Arrangement is also in compliance with applicable PRC laws and regulations.

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the list of holders of H Shares who are entitled to attend and vote at the EGM, the register of members of H Shares will be closed from Thursday, November 27, 2025 to Tuesday, December 2, 2025, both days inclusive, during which period, no transfer of H Shares will be registered. The holders of H Shares whose names appear on the register of members of H Shares on Thursday, November 27, 2025 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 not later than 4:30 p.m. on Wednesday, November 26, 2025.

LETTER FROM THE BOARD

V. PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed herewith and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.remegen.com). 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 Monday, December 1, 2025) or any adjournment 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 adjournment thereof should you so wish.

VI. VOTING BY POLL

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, 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.

As at the Latest Practicable Date, the Controlling Shareholders and their respective associates held and controlled the voting rights of 217,118,846 Shares, representing approximately 38.52% of the total issued Shares. As the Controlling Shareholders and their respective associates have material interest in the Partially Exempted Continuing Connected Transactions, the Partially Exempted Connected Transactions and the Fully Exempted Connected Transactions, they will be required to abstain from voting on the resolution at the EGM in relation to the expected day-to-day related party transactions for the years 2026 to 2028.

Trident Trust Company (HK) Limited, being the trustee holding unvested Shares under the First H Share Scheme and the Second H Share Scheme, holds 4,273,049 Shares as at the Latest Practicable Date and is required to abstain from voting on matters that require Shareholders' approval under the Listing Rules and the scheme rules of the First H Share Scheme and the Second H Share Scheme.

Save as mentioned above, to the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM.

VII. RECOMMENDATION

The Board considers that all 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 independent Shareholders to vote in favour of these proposed resolutions.

LETTER FROM THE BOARD

VIII. 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.

Yours faithfully,
By order of the Board
RemeGen Co., Ltd.*
Mr. Wang Weidong
Chairman and executive director

* *For identification purposes only*

REMEGEN CO., LTD.
MANAGEMENT POLICIES FOR RELATED (CONNECTED) TRANSACTIONS

Chapter I General Provisions

Article 1 In order to improve the management of the related party/connected transactions by RemeGen Co., Ltd. (hereinafter referred to as the “**Company**”), effectively prevent and control the operating risks, guarantee the legality, fairness and reasonableness of the related party/connected transactions and protect the legitimate rights and interests of the Company and its shareholders as a whole, in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Administrative Measures for the Disclosure of Information of Listed Companies, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (hereinafter referred to as the “**SSE STAR Listing Rules**”), the Self-Regulatory Guidelines No. 5 for Listed Companies of Shanghai Stock Exchange – Transactions and Related Party Transactions (《上海證券交易所上市公司自律監管指引第5號-交易與關聯交易》)~~the Guidelines for the Implementation of Related Party Transactions of Shanghai Stock Exchange Listed Companies,~~ the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**HKEX Listing Rules**”), the Accounting Standards for Business Enterprises, the Hong Kong Financial Reporting Standard and other laws, regulations, rules and regulatory documents and the Articles of Association of RemeGen Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), these Rules are formulated.

Article 2 The Rules apply to the Company and its subsidiaries that are included in the Company’s consolidated accounting statements.

Article 3 The Rules shall be binding on and observed by the shareholders, directors, ~~supervisors~~ and senior management of the Company.

Article 4 The Company shall enter into written agreements in accordance with the principles of fairness, equity and openness in its related party/connected transaction activities. The agreement should be entered into on an equal, voluntary, equivalent and compensatory basis, and the content of the agreement should be clear, specific and in compliance with the relevant provisions of the SSE STAR Listing Rules and the HKEX Listing Rules.

Chapter II Identification of Related/Connected Party and Related
Party/Connected Transaction

Article 5 Related/Connected Parties of the Company include related parties defined in the SSE STAR Listing Rules and other Chinese securities regulation rules as well as connected persons defined in the HKEX Listing Rules and other Hong Kong securities regulation rules.

Article 6 In accordance with the provisions of the SSE STAR Listing Rules, a related party of the Company refers to any of the following natural persons, legal persons, or other organizations:

- (i) any natural person, legal person, or other organization who directly or indirectly controls the Company;
- (ii) any natural person who directly or indirectly holds more than 5 percent of the shares of the Company;
- (iii) the directors, ~~supervisors~~ or senior officers of the Company;
- (iv) close family members of the related natural persons referred to in Item (i), (ii) and (iii) of this Article, including their spouse, children aged 18 or above and their spouse, parents and parents-in-law, siblings and their spouse, spouse's siblings, and children's parents-in-law;
- (v) any legal person or other organization that directly holds more than 5 percent of the shares of the Company and their parties acting in concert;
- (vi) the directors, ~~supervisors~~, senior officers, or other principal person-in-charge of any legal person or other organization that directly or indirectly controls the Company;
- (vii) any legal person or other organization, other than the Company or its controlled subsidiary, which is controlled either directly or indirectly by a related legal person or related natural person as enumerated in Subparagraphs (i) to (vi) of this Paragraph, or in which such related natural person other than an independent director serves as a director or senior officer;
- (viii) any legal person or other organization that indirectly holds more than 5 percent of the shares of the Company and their parties acting in concert;
- (ix) any other natural person or legal person or other organization, as determined by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the Shanghai Stock Exchange or the Company in accordance with the principle of substance over form, that has a special relationship with the Company which may cause the Company to act in the favour of his or its interests.

Any legal person, other organization or natural person shall be deemed as a related party of the Company if it/he/she is any of those identified in the preceding paragraph within 12 months before the date of occurrence of a transaction or after the effectiveness of the relevant agreement for the transaction or the implementation of the arrangement for the transaction.

Where the Company and any legal person or other organization ~~directly or indirectly controlled by the legal person or other organization~~ identified in Item (i) of the first paragraph of this Article are under the common control of a state-owned asset administration authority and thus form the circumstances as described in that item, there shall be no resulting related party relationship between them, unless the legal representative, chairman, CEO, person-in-charge, or the majority of the directors of such legal person or other organization serve concurrently as a director, ~~supervisor~~ or senior officer of the Company.

Article 7 In accordance with the provisions of the HKEX Listing Rules, a connected person of the Company is:

- (i) a director (including any person who was a director of the Company or any of its subsidiaries in the last 12 months), chief executive, ~~supervisor~~, general manager or substantial shareholder of the Company or any of its subsidiaries (hereinafter referred to as the “**Core Connected Persons**”). A substantial shareholder means a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company or each of its subsidiaries;
- (ii) an associate of any of the above core connected persons (defined in Chapter IX herein);
- (iii) a non-wholly-owned subsidiary of the Company where any Core Connected Person(s) and their associates (other than at the level of its subsidiaries) are (individually or together) entitled to exercise or control the exercise of, 10% or more of the voting power at any general meeting of such non-wholly owned subsidiary;
- (iv) any subsidiary of such non-wholly-owned subsidiaries of the Company as mentioned in the above Subparagraph (iii);
- (v) a person deemed to be connected by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**HKEX**”).

Article 8 Other than the non-wholly-owned subsidiaries and their subsidiaries of the Company provided in Item (iii) and (iv) of Article 7 herein, any other subsidiaries of the Company are not connected persons of the Company. A director, ~~supervisor~~, senior officer or substantial shareholder of the Company’s insignificant subsidiary or subsidiaries (defined in Chapter IX herein) does not constitute a connected person of the Company.

Article 9 In addition to the abovementioned persons, the related/connected parties of the Company also include any natural person, legal person or other organization identified as a related/connected party in accordance with the rules of the CSRC, the Shanghai Stock Exchange, the HKEX and other domestic/foreign securities regulatory authorities coming into force from time to time thereafter. In the event of any conflict between the definition of a related/connected party hereunder and the laws or regulations such as the SSE STAR Listing Rules and the HKEX Listing Rules coming into force from time to time thereafter, the relevant laws and regulations in force on the date when the laws and regulations define the related/connected party shall prevail.

Article 10 Related party/connected transactions of the Company include related party transactions defined in the SSE STAR Listing Rules and other Chinese securities regulation rules as well as connected transactions defined in the HKEX Listing Rules and other Hong Kong securities regulation rules.

In accordance with the provisions of the SSE STAR Listing Rules, the related party transactions refer to any transaction between the Company or any of its subsidiaries and other entities within the scope of its consolidated financial statements and a related party of the Company.

In accordance with the provisions of the HKEX Listing Rules, the connected transactions refer to any transaction between the Company or any of its subsidiaries and a connected party of the Company, including but not limited to purchasing or disposing of assets, entering into or terminating finance leases or operating leases or sub-leases, granting or accepting or exercising or transferring or terminating an option to acquire or dispose of assets or subscribe for securities, deciding not to exercise an option to acquire or dispose of assets or subscribe for securities, leasing, licensing, provision of products, provision of guarantees or giving indemnities, provision or acceptance of financial assistance, issue of new shares or disposal or transfer of treasury shares, provision or acceptance of services or shared services, establishment of joint venture arrangements, purchase or provision of raw materials, semi-finished products and/or finished products or other transactions identified by the HKEX as connected transactions.

Article 11 In accordance with the provisions of the SSE STAR Listing Rules, the related party transactions of the Company include but are not limited to:

- (i) purchasing or selling assets;
- (ii) making external investments (except for purchasing low-risk bank wealth management products);
- (iii) transferring or acquiring R&D projects;
- (iv) signing license agreements;
- (v) provision of guarantees (including guarantees for controlled subsidiaries, etc.);
- (vi) lease-in/lease-out of assets;
- (vii) appointing others or being appointed for management of assets or business;
- (viii) donating or receiving assets;

- (ix) restructuring debts or claims;
- (x) providing financial assistance (including interest-bearing or interest-free loans, entrusted loans, etc.);
- (xi) waiver of rights (including waiver of pre-emptive rights, preferential subscription rights, etc.);
- (xii) other transactions identified by the Shanghai Stock Exchange.

In addition to the abovementioned transactions, any matter occurring in the ordinary course of business which may lead to transfer of resources or obligations also constitutes a connected transaction.

Article 12 In accordance with the provisions of the HKEX Listing Rules, the connected transactions of the Company may be one-off transactions or continuing connected transactions.

One-off connected transactions are connected transactions other than the continuing connected transactions described below.

A continuing connected transaction is a connected transaction involving goods, services or the provision of financial assistance that is expected to be carried out on a continuing or recurring basis over a period of time, usually in the ordinary course of the Company's business, including but not limited to:

- (i) selling products and goods;
- (ii) providing or accepting labour services;
- (iii) appointing others or being appointed for sales;
- (iv) signing license agreements;
- (v) transferring or acquiring R&D projects;
- (vi) appointing others or being appointed for management of assets or business;
- (vii) lease-in/lease-out of assets;

- (viii) providing financial assistance;
- (ix) any other matter which shall be identified as a continuing connected transaction in accordance with the provisions of the HKEX Listing Rules.

Chapter III Management of Related Party/Connected Transactions

Article 13 The General Meetings of the Company shall be responsible for the approval of related party/connected transactions that should be decided by the general meeting as stipulated by laws and regulations as well as securities regulatory authorities.

The Board of Directors of the Company shall be responsible for the approval of related party/connected transactions other than those specified in the preceding paragraph and other related party/connected transactions as prescribed by the securities regulatory authorities.

The Company's Operational Office shall be responsible for considering and deciding the related party/connected transactions within its competence.

The Audit Committee of the Board of Directors of the Company shall be responsible for overseeing the consideration, voting, disclosure and performance of the related party/connected transactions, and for the confirmation of the list of related/connected parties of the Company, the overall review of related party/connected transactions and the regular review of the overall situation of related party/connected transactions of the Company, which specifically include the verification of the decision-making and performance of related party/connected transactions of the Company within 10 days after the end of each half-year and the review of the overall situation of related party/connected transactions of the Company within 30 days after the end of each year. Then, an opinion on the review shall be formed and reported to the Company's Board of Directors and Board of Supervisors.

~~The Board of Supervisors of the Company shall be responsible for overseeing the consideration, voting, disclosure and performance of the related party/connected transactions.~~

~~The Company's Operational Office shall be responsible for considering and deciding the related party/connected transactions within its competence.~~

Article 14 The Board of Director' Office shall be responsible for the management of related/connected parties, the compilation and dynamic maintenance of the related/connected party list, ~~the organization of the decision making process of the General Meetings, the Board of Directors and Operational Office of the Company shall be responsible for organising the decision making process for the related party/connected transactions, disclosure and disclosure exemption of information on the related party/connected transactions.~~

The Financial Management Department shall be responsible for the accounting records, accounting, reporting and statistical analysis of the related party/connected transactions and reporting to the Board of Director' Office for filing.

The Legal Affairs Department shall be responsible for identifying and reviewing the related/connected parties and related party/connected transactions, verifying the related party/connected transaction agreements and reporting to the Board of Director' Office for filing.

The relevant functional departments of the Company are responsible for the preparation of proposals for related party/connected transactions, the signing of related party/connected transaction agreements and the supervision and reporting of the progress of related party/connected transactions within their areas of responsibility.

Article 15 The relevant functional departments of the Company shall report each transaction to the Board of Director' Office prior to its occurrence, and the Board of Director' Office shall organize the following departments to review and sign the contract for the transaction, specifically including:

- (i) the Board of Director' Office, which is responsible for verifying the related/connected party list, and determining whether the counterparty is a related/connected party already included in the list, whether there is a potential related/connected party that requires updating the related/connected party list, and whether the transaction requires disclosure.
- (ii) the Legal Affairs Department, which is responsible for examining the background of the counterparty, identifying whether the transaction is a related party/connected transaction and revealing the relation/connection between the related/connected party and the Company on a layer-by-layer basis;
- (iii) the Financial Management Department, which is responsible for the verification of transaction-related information and conducting percentage ratio tests.

The review results of the related party/connected transaction shall be reported to the Board of Director' Office for filing and the Board of Director' Office shall organise the decision making process for the related party/connected transaction. No agreement or transaction shall be entered into in respect of a related party/connected transaction until the decision making process has been completed.

Article 16 Each subsidiary of the Company is responsible for coordinating the management of the related party/connected transactions conducted by the Company, implementing the audit process of the related party/connected transactions in accordance with the relevant regulations of the Company, and reporting the audit results of each related party/connected transaction to the Board of Director' Office of the Company.

Article 17 Each functional department of the Company shall specify its personnel responsible for the management of related/connected parties and related party/connected transactions, and each subsidiary of the Company shall specify its department and personnel responsible for the management of related/connected parties and related party/connected transactions and report them to the Board of Director' Office of the Company for filing.

Chapter IV Reporting of the Related/Connected Parties

Article 18 The Company's directors, senior management, shareholders holding more than 5% of the Company's shares and their parties acting in concert, and actual controllers shall promptly report the list of related parties and a description of the related relationships to the Company's Board of Directors, and the Company shall properly manage their registration.

Article 189 The related/connected parties of the Company shall promptly inform the Board of Director' Office of the Company of their relation/connection with the Company, and shall promptly inform the Board of Director' Office of the Company of any changes in the information of such related/connected parties.

Each department or subsidiary of the Company shall submit to the Board of Director' Office of the Company any information on the related/connected parties of the Company arising from their direct trading activities, and shall promptly inform the Board of Director' Office of the Company of any changes in the information of the relevant related/connected parties.

Article 1920 The Board of Director' Office of the Company will send a confirmation of changes in related/connected parties to the related/connected parties identified by the Company on an annual basis, compile and update the related/connected party list as necessary, and submit the updated related/connected party list to the Audit Committee of the Board of Directors for review, and send it to all departments and subsidiaries of the Company for their reference. The Audit Committee of the Board of Directors shall report to the Board of Directors ~~and the Board of Supervisors~~ of the Company in a timely manner upon confirmation of the related/connected party list of the Company.

Article 201 Information on the related/connected party list of the Company that needs reporting include:

- (i) in the case of a legal person, the name and organisation code of the legal person, and in the case of a natural person, the name and identity card number of the natural person;
- (ii) description of the relation/connection with the Company.

Chapter V Decision Making for Related party/Connected Transactions

Article 242 Where the Company or any of its subsidiaries intends to enter into a related party/connected transaction with a related/connected party, it shall do so only after completing the decision making process in accordance with this Chapter.

A motion on a related party/connected transaction submitted to a meeting for decision should provide a detailed description of the specific details of the transaction, the pricing policy, the necessity and feasibility of the transaction and the impact on the interests of the Company and its shareholders.

Article 223 Any related party/connected transaction that is required to be disclosed shall be submitted to the Board of Directors for consideration after approval by more than half of all independent directors of the Company.

Article 234 Where the Company intends to enter into a connected transaction defined in the SSE STAR Listing Rules, it shall comply with the respective review procedures and make timely disclosure as follows:

- (i) A transaction between the Company and a related party with a transaction amount (other than the provision of guarantees) representing more than 1% of the Company's latest audited total assets or market value and exceeding RMB30 million, shall provide an appraisal report or an audit report, and be submitted to the General Meeting for consideration ~~after consideration and approval by the Board of Directors;~~
- (ii) A transaction between the Company and a connected legal person with a transaction amount representing more than 0.1% of the Company's latest audited total assets or market value and exceeding RMB3 million, or a transaction between the Company and a natural person with a transaction amount exceeding RMB300,000, shall be submitted to the Board of Directors for consideration after approval by more than half of all independent directors of the Company.

A transaction between a subsidiary of the Company within the scope of its consolidated financial statements and a related party defined in the SSE STAR Listing Rules which meets the above standard shall be conducted following the above review procedures and disclosed timely.

Article 245 A guarantee provided by the Company for a related party shall be considered and approved by more than half of the non-related directors, and a resolution shall be made with the approval of more than two-thirds of the non-related directors present at the Board meeting, and submitted to the General Meeting for consideration~~have reasonable business logic and be submitted to the General Meeting for consideration after consideration and approval by the Board of Directors.~~

In case of a guarantee provided by the Company for the controlling shareholder, actual controller or their connected parties, the controlling shareholder, actual controller or their connected parties shall provide a counter guarantee.

If the Company becomes a related party of the guaranteed party due to a transaction or a related party transaction, it shall perform the corresponding review procedures and information disclosure obligations for the existing related party guarantee simultaneously with the implementation of the transaction or related party transaction.

If the Board of Directors or the General Meeting fails to consider and approve the related party guarantee matters stipulated in the preceding paragraph, all parties to the transaction shall take effective measures such as early termination of the guarantee.

Article 256 ~~Where the Company intends to conduct a related party transaction defined in the SSE STAR Listing Rules which, if the transaction object is equity interest and meets the standard for consideration by the General Meeting and the transaction object of which is equity interest, the Company shall provide an audit report on the financial report for the most recent financial year and the latest reporting period with respect to the transaction object; if the transaction object is non-cash assets other than equity interest, the Company shall provide an appraisal report. The audit opinion issued by the accounting firm shall be a standard and unqualified opinion, the~~ as-of date of the audited financial report shall not be over 6 months earlier than the use date of the audit report, and the appraisal base date of the appraisal report shall not over 1 year earlier than the use date of the appraisal report. Any related party transaction concerning the day-to-day operations of the Company may be exempted from audit or appraisal.

The audit report and the appraisal report as prescribed in the preceding articles shall be issued by a qualified securities service provider under the Securities Law~~qualified to engage in securities and futures-related business.~~

~~**Article 267** Where the Company intends to enter into a related party transaction defined in the SSE STAR Listing Rules, it shall prudently provide financial assistance or trustee investment to its related parties; if it is necessary to do so, the account incurred shall be used as the basis of calculation for disclosure and be aggregated for a period of consecutive 12 months.~~The Company shall not provide financial assistance to related parties, except for providing financial assistance to related investee companies not controlled by the Company's controlling shareholder or actual controller, in which case other shareholders of such investee companies provide financial assistance on equal terms in proportion to their capital contributions.

~~If the Company has performed its obligation pursuant to Article 23 herein, such transactions shall no longer be aggregated.~~If the Company provides financial assistance to the related investee company as stipulated in the preceding paragraph, it shall be considered and approved by more than half of all non-related directors, and a resolution shall be made with the approval of more than two-thirds of the non-related directors present at the Board meeting, and submitted to the General Meeting for consideration.

Article 278 In accordance with the SSE STAR Listing Rules, the following transactions to be conducted by the Company shall be aggregated for a period of consecutive 12 months to determine the applicability of Article ~~24~~3 herein:

- (i) transactions with a single related party;
- (ii) transactions with different related parties the objects of which are related in the same category of transactions.

The above-mentioned single related party includes other related parties that legal persons or other organizations which are under the common control of the same entity an actual controller with the related party, or have an equity control relationship with each other the related party, or have any director or senior officer also serving as a director or senior officer in the related party.

Where the Company has performed its obligations in accordance with the provisions of this Chapter, such transactions shall no longer be aggregated.

Article 289 Where the Company intends to enter into a connected transaction defined in the HKEX Listing Rules, the transaction meeting any of the following standards shall be reviewed and approved by the General Manager's Office; the connected transaction to be entered into by any subsidiary of the Company which meets any of the following standards shall be reviewed and approved by such subsidiary according to relevant decision making process and then reported to the Board of Director' Office for filing:

- (i) issue or repurchases of securities in compliance with the HKEX Listing Rules;
- (ii) directors' service contracts of the Company or any of its subsidiaries;
- (iii) consumer goods or consumer services and sharing of administrative services in compliance with the HKEX Listing Rules;
- (iv) the highest value of the percentage ratio tests conducted according to the HKEX Listing Rules is (a~~1~~) less than 0.1%; (b~~2~~) less than 1% and the transaction is a connected transaction only because it involves connected person(s) at the subsidiary level; or (c~~3~~) less than 5% and the total transaction amount (or in the case of any financial assistance, the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is less than HK\$3 million;

- (v) a transaction conducted on normal commercial terms or better with connected person(s) at the subsidiary level according to the HKEX Listing Rules, provided that: (a~~1~~) the Board of ~~the~~ Directors of the Company has approved the transaction; and (b~~2~~) an independent director of the Company has confirmed that the transaction is entered into on normal commercial terms which are fair and reasonable and in the interests of the Company and its shareholders as a whole;
- (vi) transactions between the Company and a connected person who is connected with the Company solely by virtue of his or her relationship with an insignificant subsidiary of the Company;
- (vii) transactions with associates of passive investors (defined in the HKEX Listing Rules) according to the HKEX Listing Rules.

Article 2930 Where the Company intends to enter into a connected transaction defined in the HKEX Listing Rules, the transaction meeting the following standards shall be reviewed and approved by the General Manager's Office and then the Board of Directors of the Company; the connected transaction to be entered into by any subsidiary of the Company which meets the following standards shall, after the relevant decision making process has been completed by such subsidiary, be reviewed and approved by the General Manager's Office and then by the Board of Directors of the Company; after the relevant decision making process has been completed, such connected transaction shall be reported to the Board of Director' Office for filing; such connected transaction shall be disclosed in the form of announcement after review and approval by the Board of Directors of the Company:

The highest value of the percentage ratio tests conducted according to the HKEX Listing Rules is: (i) less than 5%; or (ii) less than 25% and the total transaction amount (or in the case of any financial assistance, the total value of the financial assistance plus any monetary advantage to the connected person or commonly held entity) is less than HK\$10 million.

Article 301 Where the Company intends to enter into a connected transaction defined in the HKEX Listing Rules, the transaction not falling in the category mentioned in the above Articles 297 and 3028 (i.e. the highest value of the percentage ratio tests is higher than 5%) shall be reviewed and approved by the Board of Directors and then the General Meetings of the Company; the connected transaction to be entered into by any subsidiary of the Company not falling in the category mentioned in the above Articles 297 and 3028 (i.e. the highest value of the percentage ratio tests is higher than 5%) shall, after the relevant decision making process has been completed by such subsidiary, be submitted by the General Manager's Office for review and approval by the Board of Directors and then the General Meetings of the Company. After the relevant decision making process has been completed, such connected transaction shall be reported to the Board of Director' Office for filing. Such connected transaction shall be disclosed in the form of announcement and circular after review and approval by the Board of Directors of the Company, and submitted to the General Meetings for approval.

Article 342 According to the HKEX Listing Rules, the following related party/connected transactions by the Company or its subsidiaries should be aggregated for a period of 12 consecutive months to calculate the amount of the connected transactions and then the corresponding requirements should apply accordingly:

- (i) transactions entered into by the same connected person, or persons who are connected with one another;
- (ii) involving the acquisition or disposal of parts of one asset, or securities or interests in a company; or
- (iii) the transactions will lead to substantial involvement by the Company and its subsidiaries in a new business activity.

Where the decision making process at a general meeting has been carried out on an aggregated basis, such transactions shall no longer be aggregated.

Article 323 Related party/connected transactions to be entered into by the Company or its subsidiaries that should be disclosed shall be submitted to the Board of Directors or the general meeting for consideration after approval by the independent directors of the Company at a special meeting, and be disclosed in the announcement of the related party/connected transaction. The independent directors may, at the Company's expense, engage an independent financial adviser to issue a report to support their decisions.

The Audit Committee of the Board of Directors of the Company shall, at the same time, review and form a written opinion on any related party/connected transaction to be entered into by the Company or any of its subsidiaries which requires the approval of the general meeting of the Company, and submit the same to the Board of Directors of the Company for consideration ~~and report to the Board of Supervisors of the Company~~. The Audit Committee of the Board of Directors of the Company may, at the Company's expense, engage an independent financial adviser to issue a report to support their decisions.

Article 334 When the Board of Directors reviews a related party/connected transaction, the related/connected director(s) shall not vote, nor exercise voting rights on behalf of other directors, and his or her voting rights shall not be included in the total number of voting rights.

Such a Board meeting may be held in the presence of a majority of the non-related/non-connected directors and a resolution passed at a Board meeting shall require the approval of a majority of the non-related/non-connected directors. If the number of non-related/non-connected directors attending the meetings is less than 3, the transaction shall be submitted to the general meeting for consideration.

A related/connected director includes a director who is either:

- (i) the counterparty to the transaction;
- (ii) having direct or indirect control of the counterparty to the transaction;
- (iii) working for the counterparty to the transaction, or for a legal person or other organization that can directly or indirectly control or be controlled by the counterparty to the transaction;
- (iv) a close family member of the counterparty to the transaction or a person directly or indirectly in control of the counterparty to the transaction;
- (v) a close family member of any director, ~~supervisor~~ or senior officer of the counterparty to the transaction or a person directly or indirectly in control of the counterparty to the transaction;
- (vi) any other ~~director~~ person whose independent business judgment may be affected for other reasons as determined by domestic or foreign securities regulators or by the Company on the basis of the substance over form principle.

Article 345 When the general meeting reviews a related party/connected transaction, the related/connected shareholder(s) shall not vote, nor exercise voting rights on behalf of other shareholder(s). The number of voting shares represented by the related/connected shareholders shall not be included in the total number of voting shares required to be counted in relation to the relevant resolution.

A related/connected shareholder includes a shareholder who is either:

- (i) the counterparty to the transaction;
- (ii) having direct or indirect control of the counterparty to the transaction;
- (iii) is directly or indirectly controlled by the counterparty to the transaction;
- (iv) is directly or indirectly controlled by the same natural person, legal person or other organisation directly or indirectly controlling the counterparty to the transaction;
- (v) working for the counterparty to the transaction, or for a legal person or other organization that can directly or indirectly control or be controlled by the counterparty to the transaction;

- (vi) a close family member of the counterparty to the transaction or a person directly or indirectly in control of the counterparty to the transaction;
- (vii) any shareholders whose voting rights are restricted or affected by the existence of outstanding equity transfer agreements or other agreements with the counterparty to the transaction or its related/connected parties;
- (viii) any other legal person or natural person as determined by domestic or foreign securities regulators may cause the Company to act in the favour of his or its interests.

Article 356 Under the SSE STAR Listing Rules, the following transactions between the Company and its related parties may be exempted from being deliberated and disclosed as a related party transaction:

- (i) any transaction in which one party subscribes in cash for stocks, ~~corporate bonds or enterprise bonds~~, convertible corporate bonds or other derivatives, public corporate bonds (including enterprise bonds) publicly issued by the other party to unspecified targets;
- (ii) any transaction in which one party, as a member of an underwriting group, underwrites stocks, ~~corporate bonds or enterprise bonds~~, convertible corporate bonds or other derivatives, public corporate bonds (including enterprise bonds) publicly issued by the other party to unspecified targets;
- (iii) any transaction in which one party thereto receives dividends, bonuses or remuneration in accordance with the resolutions of the ~~shareholders'~~ general meeting of the other party;
- (iv) any transaction in which one party participates in the open tendering or auction of the other party, except as it is impossible for the open tendering or auction to produce a fair price;
- (v) any transaction in which the Company is unilaterally benefited, including receipt of cash donation, relief of debts, receipt of guarantee and financial assistance, etc;
- (vi) any transaction the price of which is prescribed by the government;
- (vii) any transaction in which the related party provides funds to the Company at an interest rate not higher than the loan prime rate benchmark interest rate for applicable loans as set by the People's Bank of China, and without any corresponding guarantee therefor from the Company;

- (viii) any transaction in which the Company provides products and services to its director, ~~supervisor~~ or senior officer on terms and conditions equal to those for non-related parties;
- (ix) other transactions as identified by the Shanghai Stock Exchange.

Article 367 For connected transactions that meet the conditions for disclosure exemption under the HKEX Listing Rules, the Board of Directors of the Company may apply to the HKEX for an exemption in accordance with the requirements of the HKEX Listing Rules.

Chapter VI Special Provisions for Continuing Related Party/Connected Transactions

Article 378 In accordance with the SSE STAR Listing Rules, when the Company enters into day-to-day related party transactions with its related parties, it shall disclose and perform deliberation procedures for such transactions in accordance with the following provisions:

- (i) the Company may reasonably estimate the annual amount of the day-to-day related party transactions by category, perform deliberation procedures for and disclose them. If the estimated amount is exceeded in the actual execution of such transactions, the Company shall re-perform deliberation procedures and disclose such transactions based on the excess amount;
- (ii) the Company shall classify, aggregate and disclose such day-to-day related party transactions in its annual and interim reports;
- (iii) if any day-to-day related party transaction agreement between the Company and its related party has a term of over 3 years, the Company shall re-perform relevant deliberation procedures and disclosure obligation every 3 years.

Article 389 Under the HKEX Listing Rules, where the Company or any of its subsidiaries enters into a continuing connected transaction with a connected person, it shall perform the corresponding decision making process and disclosure obligations under this chapter respectively:

- (i) For continuing connected transactions occurring for the first time, the company and the connected person shall enter into a written agreement and submit them to the board of directors or general meeting of the company for consideration based on the total annual transaction amount involved in the agreement, and disclose the details of the transactions in a timely manner; if the actual implementation of the company thereafter exceeds the estimated total amount, the company shall resubmit them to the board of directors or general meeting of the company for consideration and disclosure based on the excess amount;

- (ii) For continuing connected transaction agreements that have been approved by the general meeting or the Board of Directors of the Company and are being executed, if no material change has occurred in the main terms during the execution process, the Company shall disclose the actual performance of each agreement in the annual report as required, stating whether the provisions of each agreement have been observed; if material changes have occurred in the main terms during the execution process of an agreement or if an agreement is due for renewal, the Company shall resubmit the newly amended or renewed continuing connected transaction agreement to the Board of Directors or general meeting of the Company for consideration based on the total annual transaction amount involved in the agreement;
- (iii) Each continuing connected transaction is budgeted for the total annual transaction amount by the relevant functional department and financial management department;
- (iv) At the beginning of each accounting year, the Board of Director' Office of the Company shall conduct a statistical survey of the continuing connected transactions to determine the cap of each type of continuing connected transactions for the year and inform the relevant functional departments in a timely manner;
- (v) If the Board of Director' Office of the Company estimates, after the statistics, that the annual transaction amount of a continuing connected transaction will exceed the pre- approved annual cap, the Board of Director' Office should promptly compile and organise the corresponding decision making process in accordance with the new annual cap and disclose the details of the transactions in a timely manner;
- (vi) The connected transactions in excess of the pre-approved annual cap that does not follow the required decision making process shall not be implemented.

Article 3940 The continuing related party/connected transaction agreement between the Company and the related/connected party should include:

- (i) pricing policy and basis;
- (ii) the price of the transactions;
- (iii) the total volume of transactions for each year and the basis for their determination;
- (iv) the time and manner of payment; and
- (v) other key terms that should be disclosed.

Article 401 The duration of continuing related party/connected transaction agreements between the Company and a related/connected party should generally be limited to three years or less; for such continuing related party/connected transaction agreements of three years or less, three years later the Company should re-perform the decision making process and disclosure obligations every three years, and the independent financial adviser appointed by the company should explain the reasons for exceeding the three-year period and that such period is consistent with the general treatment of such agreements in the industry.

Article 412 The independent directors of the Company shall annually review the continuing related party/connected transactions and express opinions on the continuing related party/connected transactions of the Company and its subsidiaries in their annual reports.

Article 423 The external auditor of the Company shall issue an annual letter to the Board of Directors of the Company expressing opinions on the continuing related party/connected transactions of the Company and its subsidiaries. The Company should allow the external auditor to verify the accounts so that the external auditor can express opinions on them.

Article 434 The Company shall disclose in its annual report details of each continuing related party/connected transaction, including the date, parties, substance, purpose, amount and principal terms of each related party/connected transaction as well as the nature and extent of the interests of the related/connected parties in the transaction.

Chapter VII Disclosure of Related Party/Connected Transactions

Article 445 In respect of related party/connected transactions which are required to be disclosed under the SSE STAR Listing Rules and the HKEX Listing Rules, the Company shall disclose the execution, modification, termination and performance of such related party/connected transaction agreements in accordance with the relevant requirements.

Article 456 Under the SSE STAR Listing Rules and the relevant guidelines on the format of transaction announcements, an announcement relating to connected transactions shall disclose, inter alia, the following:

- (i) overview of the connected transaction;
- (ii) introduction to~~basic information about~~ the related party;
- (iii) basic information on the object of the connected transaction;
- (iv) valuation and pricing of the ~~related subject matter~~~~connected transaction~~;

- (v) the main contents and performance arrangements of the connected transaction contract or agreement;
- (vi) the impact~~necessity~~ of the connected transaction ~~and its impact~~ on the Company;
- (vii) the deliberation procedure to be performed for~~of~~ the connected transaction;
- (viii) historical related party transactions (excluding day-to-day related party transactions) requiring special explanation;
- (ix) letter of undertaking for compensation from the related party (if any);
- (x) opinions from the intermediary (if applicable).

Article 467 Under the HKEX Listing Rules, an announcement relating to connected transactions shall disclose, inter alia, the following:

- (i) a general description of the connected transaction;
- (ii) the date of the transaction;
- (iii) the overview of principal business operations of the Company, the identity~~name~~ of the counterparty to the transaction and its ultimate beneficial owner, its principal business and its connection with the Company;
- (iv) the transaction price and its determination basis and terms;
- (v) the time and manner of payment;
- (vi) the reasons for and benefits of entering into the transaction;
- (vii) the opinions of the Board of Directors;
- (viii) whether there are any connected directors who are required to abstain from voting at the Board meetings;

- (ix) in the case of a continuing connected transaction, the contractual term, the annual cap ~~fortotal transaction amount~~ in each year and the determination basis, and the actual amounts incurred in connected transactions of the same category in the past three years; a confirmation by the independent non-executive directors in respect of the matters referred to in Rule 14A.55 of the HKEX Listing Rules; and a statement by the auditor in respect of the matters referred to in Rule 14A.55 of the HKEX Listing Rules;
- (x) such other contents as may be required under the HKEX Listing Rules.

Article 478 Under the HKEX Listing Rules, a circular relating to connected transactions shall disclose, inter alia, the following:

- (i) the full contents disclosed in the corresponding connected transaction announcement;
- (ii) whether there are any connected shareholders who are required to abstain from voting at the general meetings;
- (iii) written opinions from the independent directors;
- (iv) written opinions from the independent financial adviser;
- (v) basic information about the Company;
- (vi) such other contents as may be required under the HKEX Listing Rules.

Article 489 If, during the negotiation of a related party/connected transaction, the price of the Company's shares fluctuates significantly as a result of rumours or reports of such related party/connected transaction in the market, the Company shall make clarification announcements as appropriate in accordance with the relevant regulations.

Chapter VIII Accountability

Article 4950 The related/connected parties of the Company shall not damage the interests of the Company with its relation/connection. In case of a breach which results in damage to the Company, it shall be liable to compensate.

Article 501 In the event that a related/connected party misappropriates the Company's assets to the detriment of the Company and its shareholders, the Company has the right to take effective measures to require the related/connected party to cease the infringement and to apply to the People's Court for a judicial freeze on the Company's assets misappropriated by the related/connected party and the Company's shares held by the connected party (if any).

Article 512 If any director, ~~supervisor~~ or senior officer of the Company violates the laws, regulations or these Rules, assists or connives at the appropriation of the Company's assets by any related/connected party to damage the interests of the Company, the Board of Directors of the Company may, depending on the severity of the case, impose punishment on those directly responsible and remove the director, ~~supervisor~~ or senior officer seriously responsible, and have the right to demand appropriate compensation from them according to the extent of the loss suffered by the Company; if an offence is committed, the Company will hand over crime-related cases identified to judicial authority for due handling.

Article 523 If there is any dereliction of duty or malfeasance of duty on the part of the management body of the related party/connected transactions at all levels and the relevant personnel in the course of handling related party/connected transactions, resulting in the Company being affected or suffering losses, the Company shall have the right to punish the person directly responsible, including criticism, warning and up to dismissal from office, depending on the severity of the case.

Article 534 In the event that a shareholder of the Company suffers financial loss as a result of an act committed by a related/connected party that is detrimental to the interests of the Company and other shareholders and brings a civil action for compensation in accordance with the law, the Company is obliged to provide relevant information in compliance with the laws, regulations and the Articles of Association of the Company.

Chapter IX Supplemental Provisions

Article 545 Under the HKEX Listing Rules, the "associates" for the purpose of these Rules include:

- (i) in case the core connected person is a natural person:
 - 1. (1) his/her spouse; his/her (or his/her spouse's) child or step-child, natural or adopted, under the age of 18 years (each an "**immediate family member**");
 - (2) the trustees, acting in their capacity as trustees of any trust of which the individual or his immediate family member is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object (other than a trust which is an employees' share scheme or occupational pension scheme established for a wide scope of participants and the connected persons' aggregate interests in the scheme are less than 30%) (the "**trustees**"); or

- (3) a 30%-controlled company held, directly or indirectly, by the individual, his immediate family members and/or the trustees (individually or together), or any of its subsidiaries. A 30%-controlled company refers to a company where a person holding an interest in the company: (1) can exercise or control the exercise of 30% or more of the voting rights at a general meeting (or an amount that would trigger a mandatory general offer under the Takeovers Code, or (solely for PRC issuers) another percentage prescribed by PRC law, and that percentage is the amount required to trigger a mandatory general offer, or to establish legal or management control over a business enterprise); or (2) can control the composition of the majority of the board of directors; or
 2.
 - (1) a person cohabiting with him/her as a spouse, or his/her child, step-child, parent, stepparent, brother, step-brother, sister or step-sister (each a “**family member**”); or
 - (2) a majority-controlled company held, directly or indirectly, by the family members (individually or together), or held by the family members together with the individual, his immediate family members and/or the trustees, or any of its subsidiaries. A majority-controlled company refers to a company where a person holding an interest in the company can exercise or control the exercise of more than 50% of the voting rights at a general meeting, or control the composition of the majority of the board of directors.
- (ii) in case the core connected person is a legal person:
 1. its subsidiary or holding company, or a fellow subsidiary of the holding company;
 2. the trustees, acting in their capacity as trustees of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to its knowledge) a discretionary object (the “**trustees**”); or
 3. a 30%-controlled company held, directly or indirectly, by the company, the companies referred to in (1) above, and/or the trustees (individually or together), or any of its subsidiaries.

- (iii) A 30%-controlled company held by a person will not be regarded as his or its associate if the person's and his or its associate's interests in the company, other than those indirectly held through the listed issuer's group, are together less than 10%.
- (iv) A person's associates include any joint venture partner of a cooperative or contractual joint venture (whether or not it is a separate legal entity) where:
1. the person (being an individual), his immediate family members and/or the trustees; or
 2. the person (being a company), any company which is its subsidiary or holding company or a fellow subsidiary of the holding company, and/or the trustees,
- together directly or indirectly hold 30% (or an amount that would trigger a mandatory general offer or establish legal or management control over a business enterprise under the PRC law) or more in the joint venture's capital or assets contributions, or the contractual share of its profits or other income.
- (v) In addition to the above, other natural and legal persons identified as connected persons pursuant to the HKEX Listing Rules. In the event of any conflict between the definition of an associate hereunder and the HKEX Listing Rules coming into force thereafter, the HKEX Listing Rules in effect on the date when the associate is defined shall prevail.

Article 556 Under the HKEX Listing Rules, an "insignificant subsidiary" for the purpose of these Rules is a subsidiary whose:

- (i) the values of the percentage ratio tests based on total assets, revenue and profits for each of the last three accounting years are all less than 10%;
- (ii) the values of the percentage ratio tests based on total assets, revenue and profits for the last accounting year are all less than 5%.

Article 567 Under the HKEX Listing Rules, the “percentage ratio-tests” for the purpose of these Rules include:

- (i) assets ratio~~total assets test~~: the total assets which are the subject of the transaction divided by the latest disclosed audited or unaudited total assets of the Company;
- (ii) revenue ratio~~test~~: the revenue attributable to the assets which are the subject of the transaction, excluding those items of revenue and gains that arise incidentally, divided by the audited revenue of the Company disclosed during the last year;
- (iii) profits ratio~~test~~: the profits attributable to the assets which are the subject of the transaction (after deducting all charges except taxation and before non-controlling interests) divided by the audited revenue of the Company disclosed during the last year;
- (iv) consideration ratio~~test~~: the consideration divided by the total market capitalisation of the Company (calculated by multiplying the average closing share price of the Company’s shares on the HKEX and other exchanges for the five trading days prior to the transaction agreement by the total number of shares of the Company); and
- (v) equity capital ratio~~test~~: where the shares of the Company are the consideration, the number of shares issued and/or treasury shares transferred as~~nominal value of the equity capital of the~~ consideration for the transaction divided by the total number of issued shares (excluding treasury shares)~~nominal value of the total issued equity capital~~ of the Company prior to the transaction.

Article 578 Matters uncovered herein shall be subject to the national laws, regulations and regulatory documents, the SSE STAR Listing Rules, the HKEX Listing Rules and the Articles of Association of the Company. In case of any conflict between these Rules and the above regulations, the national laws, regulations and regulatory documents, the SSE STAR Listing Rules, the HKEX Listing Rules and the Articles of Association of the Company shall prevail.

Article 589 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the SSE STAR Listing Rules, the HKEX Listing Rules and the Articles of Association of the Company.

Article 5960 These Rules shall take effect and be implemented from the date of approval by the general meeting of the Company. Since the effective date of these Rules, the original Management Policies for Related (Connected) Transactions of the Company shall be automatically invalidated.

Article 601 The right to interpret these Rules shall belong to the Board of Directors. The Board of Director’ Office shall update and modify these Rules in a timely manner in accordance with the latest requirements on related party/connected transactions issued by the CSRC, the Shanghai Stock Exchange and the HKEX, and inform the relevant departments.

**APPENDIX II PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR EXTERNAL GUARANTEES**

**REMEGEN CO., LTD.
MANAGEMENT POLICIES FOR EXTERNAL GUARANTEES**

Chapter 1 General Provisions

Article 1 In order to regulate the external guarantees of RemeGen Co., Ltd. (hereinafter referred to as the “**Company**”), effectively control risks and protect the legitimate rights and interests of shareholders and other stakeholders, in accordance with Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, Shanghai Stock Exchange Science and Technology Innovation Board Stock Listing Rules, the Regulatory Guidelines for Listed Companies No. 8 – Regulatory Requirements for Capital Transactions and External Guarantees of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**HKEX Listing Rules**”), ~~Notice on Regulating Funds Flows between Listed Companies and Related Parties and Several Issues Concerning External Guarantees by Listed Companies~~, ~~Notice on Regulating External Guarantee Behaviors of Listed Companies~~, and Supervision Rules for the Place of Listing and other relevant laws and regulations, normative documents, and the “**Articles of Association** of RemeGen Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), combined with the actual situation of the company, formulate this system.

Article 2 External guarantees in this system refer to guarantees provided by the Company for others, including guarantees provided by the Company for its controlled subsidiaries. The total amount of external guarantees of the Company and its controlled subsidiaries is the sum of the total amount of the Company’s external guarantees including the Company’s guarantees to its controlled subsidiaries and the total amount of the external guarantees of its controlled subsidiaries.

Article 3 This system applies to the Company and its subsidiaries that are included in the Company’s consolidated accounting statements. The external guarantees of the Company’s controlled subsidiaries shall be implemented in accordance with this system.

Article 4 The Company shall follow the principles of lawfulness, prudence, mutual benefit and safety in its external guarantees and strictly control the guarantee risks.

Chapter 2 Review of External Guarantees

Article 5 The guaranteed party shall meet the following conditions:

- (1) have good operating conditions and corresponding debt-servicing capacity;
- (2) have no significant operational and financial risks.

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Article 6 The board of directors of the Company shall fully investigate the operation and creditworthiness of the guarantee before considering the proposal of external guarantee, seriously consider and analyze the financial condition, operation, industry prospect and creditworthiness of the guarantee, and make a prudent decision in accordance with the law. The Company may, when necessary, engage an external professional institution to evaluate the risk of the guarantee as a basis for decision made by the Board of Directors or the general meeting.

Chapter 3 Approval Procedure Of External Guarantees

Article 7 The Company's external guarantees shall be reviewed by the Board of Directors or the general meeting. The Board of Directors shall exercise the decision-making authority over external guarantees in accordance with the Articles of Association and the provisions of this system regarding the Board of Directors' authority to approve external guarantees. The Board of Directors shall propose a motion for the approval of the general meeting if the permitted rights under the Articles of Incorporation and this system are exceeded. The Board of Directors organizes, manages and implements the external guarantees approved by the general meeting of shareholders.

Article 8 The following external guarantees of the Company must be reviewed and approved by the general meeting of shareholders:

- (1) a single guarantee for an amount in excess of 10% of the Company's latest audited net assets;
- (2) any guarantee provided after the total amount of external guarantees to third parties provided by the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets;
- (3) a guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;
- (4) guarantees exceeding 30% of the company's latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;
- (5) any guarantee provided after the total amount of external guarantees to third parties provided by the Company and its controlling subsidiaries exceeds 30% of the Company's latest audited total assets;
- (6) (applicable to the requirements of the HKEX Listing Rules) for any single or series of external guarantees (calculated on an aggregated basis in accordance with the HKEX Listing Rules) provided by the Company, where any of the percentage ratios (as defined in the HKEX Listing Rules) calculated in respect of such external guarantee(s) is 25% or more;

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- (57) guarantee to be provided to shareholders, actual controllers and their related parties (or connected persons (as defined in the HKEX Listing Rules));
- (68) guarantees provided to related parties (or connected persons (as defined in the HKEX Listing Rules)) of the Company; and
- (79) other circumstances as stipulated by laws, regulations, regulatory documents or the Articles of Association occur.

When the guarantee specified in item (4) above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the general meeting.

When considering the resolution of providing guarantee to shareholders, actual controllers and their related parties (or connected persons (as defined in the HKEX Listing Rules)) at the general meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution. Voting shall be approved by more than half of the voting rights held by other shareholders present at the general meeting of shareholders.

Where the Company provides a guarantee for its wholly-owned subsidiary, or for a holding subsidiary and other shareholders of the holding subsidiary provide a guarantee in the same proportion of their rights and interests, without prejudice to the interests of the company, application of the provisions of the forgoing items (1), (2) and (3) may be exempted, unless otherwise provided in the Articles of Association. The Company shall summarize and disclose the aforesaid guarantees in its annual report.

In accordance with the HKEX Listing Rules, the Company is required to make timely disclosure of external guarantees based on the calculation of percentage ratios, unless an exemption applies.

In addition to the approval of a majority of all non-related directors, If the Company provides providing guarantee for related parties (or connected persons (as defined in the HKEX Listing Rules)) shall also be approved by more than two-thirds of the non-related directors present at the board meeting, and a resolution shall be made, it shall have reasonable business logic, disclose it in time after the board's deliberation and approval, and submitted to the general meeting for deliberation. In case of a guarantee provided by the Company for a shareholder, actual controller or their related parties (or connected persons (as defined in the HKEX Listing Rules)), the shareholder, actual controller or their related parties shall provide a counter guarantee.

Article 9 External guarantees that should be approved by the general meeting of shareholders must be considered and approved by the board of directors before they are submitted to the general meeting of shareholders for approval.

**APPENDIX II PROPOSED AMENDMENTS TO THE MANAGEMENT
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Article 10 The Board of Directors considers and approves external guarantees other than those to be approved by the shareholders in general meeting. In addition to the approval of a majority of all directors, the external guarantees that should be approved by the board of directors must also be considered, ~~and~~ approved and resolved by at least 2/3 of the directors present at the board meeting.

Any director related to the matter under consideration shall recuse himself/herself from voting and shall not exercise his/her voting rights on behalf of other directors, and his/her voting right shall not be counted towards the total voting rights. Such board meeting can be held with the attendance of a majority of the non-affiliated directors, and the resolutions made at the board meeting shall be approved by at least 2/3 of the non-affiliated directors. If the number of non-connected directors attending the meetings is less than 3, the issue shall be submitted to the general meeting for consideration.

Article 11 The chairman of the company or other legally authorized officers shall sign the guarantee contract on behalf of the company in accordance with the resolution of the board of directors or general meeting of the company. The authorized person shall not exceed the authority to enter into the guarantee contract or sign or seal the main contract in the capacity of the guarantee.

Article 12 If the debt guaranteed by the company needs to be extended after maturity and the guarantee needs to be continued, it should be regarded as a new external guarantee and the guarantee approval procedure should be performed again.

Chapter 4 Management of External Guarantees

Article 13 After the company receives the application for guarantee from the guaranteed party, the general manager of the Company designates the relevant departments to conduct a strict examination and evaluation of the creditworthiness of the guaranteed party, and submits the relevant materials to the company's management for approval and then submits them to the board of directors for consideration.

Article 14 The main responsibilities of the company's finance department in the process of external guarantee are as follows:

- (1) Investigate, assess, specify guarantee procedures for the guaranteed unit.
- (2) Establish the external guarantee of the record-keeping account. The following should be included:
 1. the names of the creditor and the debtor;
 2. the type and amount of guarantee;
 3. the period of time for the debtor to satisfy the debt; and
 4. guarantee method.

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- (3) Strengthen the follow-up management during the guarantee period. It should always understand the performance of the guarantee contract, including requesting the other party to provide recent or annual financial statements on a regular basis and analyzing whether there are any changes in the debtor's ability to fulfill the contract.
- (4) Promptly supervise the debtor's performance of the contract.
- (5) To provide all external guarantees to the Company's ~~audit committee~~auditors in a timely manner and in accordance with the regulations.
- (6) According to other risks that may arise, take effective measures and propose corresponding measures to be submitted to the Board of Directors ~~and the Supervisory Board~~ of the Company as the case may be after the approval of the responsible leader.

Article 15 The main responsibilities of the legal department or legal personnel in the process of external guarantee are as follows:

- (1) responsible for drafting or reviewing contracts related to external guarantees and legally reviewing all documents related to guarantees;
- (2) responsible for handling legal disputes related to external guarantees;
- (3) after the Company assumes the guarantee responsibility, is responsible for handling the recovery of the guaranteed unit; and
- (4) deal with other matters relating to the transaction.

Article 16 The Company's ~~audit committee~~audit department supervises and inspects the Company's external guarantee work.

Article 17 The Company must enter into a written guarantee contract for external guarantees. The guarantee contract shall have the content required by the laws and regulations such as the Civil Code of the People's Republic of China.

Article 18 The Company shall properly manage the guarantee contract and related original information, conduct timely cleaning and inspection, and regularly check with banks and other related institutions to ensure the completeness, accuracy and validity of the information on file and pay attention to the limitation period of the guarantee. In the process of contract management, once abnormal contracts that have not been approved by the Board of Directors or the General Meeting of Shareholders are identified, they should be reported to the Board of Directors ~~and the Supervisory Board~~ in a timely manner.

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Article 19 The Company shall assign a person to continuously pay attention to the situation of the guarantee, collect the latest financial information and audit reports of the guarantee, regularly analyze its financial status and solvency, pay attention to its production and operation, assets and liabilities, external guarantees, as well as separation and merger and changes in legal representatives, establish relevant financial records and report to the Board of Directors on a regular basis.

If it is found that the business condition of the guarantee has seriously deteriorated or there is a major event such as dissolution, separation or bankruptcy of the company, the responsible person shall report to the board of directors in a timely manner. The Board is obliged to take effective measures to minimize the loss.

Article 20 Upon the maturity of the debt guaranteed by the Company, the Company shall urge the guarantee to fulfill the debt repayment obligations within a limited period of time. If the guarantee fails to perform its obligations on time, the Company shall take necessary remedial measures in a timely manner. If the company provides a guarantee and the guarantee fails to fulfill its debt repayment obligations within 15 trading days after the maturity of the debt, or if the guarantee becomes bankrupt, liquidates or under other circumstances that seriously affect its ability to repay the debt, the company shall promptly disclose it.

Article 21 External guarantees reviewed and approved by Board of Directors or general meeting of the Company must be timely disclosed on the website of the stock exchange and in media meeting the conditions stipulated by the China Securities Regulatory Commission. Relevant disclosure shall include resolutions of the Board of Directors or general meeting, the total amount of external guarantees provided by the Company and its controlling subsidiaries as of the information disclosure date, and the total amount of guarantees provided by the Company to its controlling subsidiaries.~~After the initial public offering and listing, the Company shall fulfill its obligation to disclose information on external guarantees in accordance with the regulatory requirements of the place where the Company's shares are listed.~~

Article 22 It is the responsibility of any department and responsible person involved in the matter of external guarantee of the Company to report the status of the external guarantee to the secretary of the Board of Directors in a timely manner and to provide the file information required for information disclosure.

Article 23 The relevant departments of the Company shall take necessary measures to control the information to the minimum extent possible for those who have knowledge of the guarantee information before it is publicly disclosed in accordance with the law. Any person who has legal or illegal knowledge of the Company's guarantee information is under an ex-officio obligation of confidentiality until the date of public disclosure of such information in accordance with the law, otherwise he/she will be liable for any legal responsibility arising therefrom.

**APPENDIX II PROPOSED AMENDMENTS TO THE MANAGEMENT
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Chapter 6 Liability For Breach Of Guarantee Management System

Article 24 The company shall provide external guarantee in strict accordance with this system. The Board of Directors of the Company will determine the appropriate punishment for the person responsible for the fault depending on the level of risk and loss borne by the Company and the severity of the situation.

Article 25 No individual of the Company shall enter into a guarantee contract without the legal authorization of the Company. If the guarantee contract is signed due to its non-authority or ultra vires act, the company has the right to recover from the non-authority or ultra vires person after the company assumes the corresponding responsibility according to laws and regulations.

Article 26 If the Board of Directors makes a resolution on external guarantees in violation of laws, regulations, the Articles of Association or the authorization and procedures stipulated in this system, resulting in losses to the Company or shareholders' interests, the directors who participate in the voting shall be jointly and severally liable for compensation to the Company or shareholders, except for the directors who expressly dissent and record their dissent in the minutes of the meeting.

Article 27 If the Company assumes the responsibility that the guarantee is not required to assume by law due to the unauthorized decision of the staff of the Company's management department or other responsible persons, and causes losses to the Company, the Company shall give administrative sanctions and has the right to recover compensation from them and require them to assume the responsibility of compensation.

Chapter 7 Supplementary Provisions

Article 28 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 29 In case of any matters not covered in these Regulations or in conflict with the provisions of laws, regulations, regulatory rules of the place where the Company's shares are listed, or other normative documents, as promulgated after these regulations come into effect, or in conflict with the Articles of Association, the said provisions of laws, regulations, regulatory rules of the place where the Company's shares are listed, other normative documents or the said Articles of Association shall prevail.

Article 30 ~~These rules shall be reviewed and passed by the general meeting of the Company and shall take effect and be implemented from the date of the Company's initial public offering of A shares and listing on the Shanghai Stock Exchange~~the deliberation and approval by the general meeting of the Company. Since the effective date of these rules, the original Management Policies for External Guarantees of the Company shall be automatically invalidated.

Article 31 These rules shall be interpreted by the Board.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
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**REMEGEN CO., LTD.
MANAGEMENT POLICIES FOR EXTERNAL INVESTMENT**

Chapter 1 General Provisions

Article 1 In order to regulate ~~the corporate governance structure~~external investment activities of RemeGen Co., Ltd. (hereinafter referred to as the “**Company**”), ~~ensure that the Company makes decisions in a scientific, safe and efficient manner, clarify the responsibilities of the Company’s general meeting, board of directors, general manager and other organizational bodies in making decisions regarding external investment of the Company, and control financial and operational risks~~strengthen the Company’s external investment management, prevent external investment risks, ensure the safety of external investments, improve the efficiency of external investments, and safeguard the legitimate rights and interests of the Company and its shareholders, these rules (hereinafter referred to as the “**Rules**”) are formulated in accordance with the relevant laws, regulations, rules, and regulatory documents, including the Company Law of the People’s Republic of China (the “**Company Law**”), Securities Law of the People’s Republic of China, Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX Listing Rules**”), and Articles of Association of the Company (the “**Articles of Association**”).

Article 2 Where the investment projects involve external guarantees and related (connected) transactions, the relevant provisions of the Rules of External Guarantees and the Rules of Connected Transaction of the Company shall be complied with.

Article 3 The matters involving the external investments decision making described in these rules that included in the Company’s consolidated accounting statements are treated as matters occurring at the Company and the provisions of these rules shall apply.

Article 4 The Company’s investment decisions must comply with the provisions of national laws and regulations, industrial policies and the Articles of Association, meet the requirements of the Company’s development strategy and industrial planning, contribute to the Company’s sustainable development, have potential for expected investment returns and ultimately increase the Company’s value and shareholders’ returns.

Article 5 The directors,~~supervisors~~ and senior management team members of the Company shall be faithful and diligent in performing these rules in accordance with the industry-recognized business standards, and shall be prudently in making judgments on relevant matters in the interest of the Company and in the interest of the safety and effectiveness of its assets.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
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Chapter 2 Scope of External Investments

Article 6 External investment herein refers to the Company's activities of investing a certain amount of monetary capital, equity, physical assets, intangible assets or other assets that can be contributed according to laws and regulations and regulatory documents in order to obtain future income.

Article 7 The Company's external investments can be classified into short-term and long-term investments according to the length of the investment period.

Short-term investments refer to investments that can be readily converted to cash and held for less than one year, including various stocks, bonds, funds or other marketable securities, etc., within the scope permitted by laws and regulations.

Long-term investments refer to various investments that the Company cannot or does not intend to convert to cash and holds for more than one year, including bond investments, equity investments, etc. Long-term investments include, but are not limited to, the following:

- (1) any enterprise independently established or business project independently funded by the Company;
- (2) any joint venture, cooperative company or development project funded and established by the Company together with other domestic and foreign independent legal entities;
- (3) additional investments in any enterprise in which the Company has majority or part of its shares;
- (4) acquisitions of equity or assets, and acquisitions and mergers of enterprises;
- (5) buying shares of other domestic and foreign independent legal entities;
- (6) other investments that the Company can make according to law.

Chapter 3 Sources of Funds for External Investments

Article 8 The sources of funds for the Company to input in investment projects include but are not limited to:

- ~~(1) funds accumulated by the Company itself;~~
- ~~(2) funds raised by borrowing or other financing methods (subject to compliance with the agreement on the purpose of borrowing or raising funds or the relevant provisions of laws and regulations).~~

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
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Chapter 43 Organization and Management of External Investments

Article 98 The Company's general meetings, the Board and the Operation Office are the investment decision-making bodies of the Company, and each shall make decisions on the Company's investments within the scope of their permissible authority.

Article 109 The designated department of the Company is responsible for seeking and collecting information and related suggestions on investment projects, conducting a comprehensive analysis of the proposed investment projects in terms of market prospects, growth of the industry in which they engage, investment risks and the post-investment impact on the Company, and presenting project proposals. The shareholders, directors, senior management, relevant functional departments, relevant business departments and Associated Companies of the Company may submit written investment proposals or provide written information.

Article 110 The securities and investment and financing departments of the Company are responsible for the evaluation of investment benefits, fund raising, and handling of capital contribution procedures for the Company's investment projects.

Chapter 54 Approval Permit for External Investment Projects

Article 121 Any external investment of the Company, after discussed and approved by the Board, shall be submitted to the general meeting for deliberation, provided one of the following standards is met:

- (1) the total assets involved in the investment account for more than 50% of the Company's total assets audited in the latest period, and if the total assets involved in the transaction have both book value and assessed value, the higher one shall be taken as the calculation data;
- (2) the investment amount accounts for more than 50% of the Company's market value;
- (3) the net assets of the investment subject (such as equity) in the latest accounting year account for more than 50% of the Company's market value;
- (4) the operating income of the investment subject (such as equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and exceeds RMB50 million;
- (5) the profit generated by the investment accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million;

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- (6) the net profit of the investment subject (such as equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million;
- (7) (applicable to the provisions of the HKEX Listing Rules) any external investment or a series of external investments (aggregated pursuant to the HKEX Listing Rules) is made by the Company, resulting in any of the percentage ratios (as defined under the HKEX Listing Rules) calculated in respect of such external investment being 25% or more;
- ~~(7)~~(8) other standards stipulated by laws, regulations, rules, regulatory documents and the “Articles of Association” to be submitted to the general meetings for deliberation.

If any value involved in the calculations above is negative, the absolute value shall apply.

The Board’s approval permit cannot exceed that authorized by the Company’s general meeting, and any permit beyond the Board’s approval permit shall be approved by the general meeting.

Article 132 Any external investment of the Company shall be submitted to the Board for deliberation, provided one of the following standards is met:

- (1) the total assets involved in the investment account for more than 10% of the Company’s total assets audited in the latest period, and if the total assets involved in the transaction have both book value and assessed value, the higher one shall be taken as the calculation data;
- (2) the investment amount accounts for more than 10% of the Company’s market value;
- (3) the net assets of the investment subject (such as equity) in the latest accounting year account for more than 10% of the Company’s market value;
- (4) the operating income of the investment subject (such as equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and ~~the absolute amount~~ exceeds RMB10 million;
- (5) the profit generated by the investment accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and ~~the absolute amount~~ exceeds RMB1 million;
- (6) the net profit of the investment subject (such as equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and ~~the absolute amount~~ exceeds RMB1 million;

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- (7) (applicable to the provisions of the HKEX Listing Rules) any external investment or a series of external investments (aggregated pursuant to the HKEX Listing Rules) is made by the Company, resulting in any of the percentage ratios (as defined under the HKEX Listing Rules) calculated in respect of such external investment being 5% or more but less than 25%.

If any value involved in the calculations above is negative, the absolute value shall apply.

Article 143 For the following investment projects that are subject to the approval criteria of the Board as stipulated by these rules, the Board shall, in accordance with the actual situation of the Company and the principle of prudent authorization, designate the Operational Office to be responsible for the approval:

- (1) if the total assets involved in the investment account for less than 10% of the Company's total assets audited in the latest period, and if the total assets involved in the transaction have both book value and assessed value, the higher one shall be taken as the calculation data;
- (2) the investment amount accounts for less than 10% of the Company's market value;
- (3) the net assets of the investment subject (such as equity) in the latest accounting year account for less than 10% of the Company's market value;
- (4) the operating income of the investment subject (such as equity) in the latest accounting year accounts for less than 10% of the audited operating income of the Company in the latest accounting year, or ~~the absolute amount~~ is less than RMB10 million;
- (5) the profit generated by the investment accounts for less than 10% of the audited net profit of the Company in the latest accounting year, or ~~the absolute amount~~ is less than RMB1 million;
- (6) the net profit of the investment subject (such as equity) in the latest accounting year accounts for less than 10% of the audited net profit of the Company in the latest accounting year, or ~~the absolute amount~~ is less than RMB1 million.

If any value involved in the calculations above is negative, the absolute value shall apply.

Article 154 The foregoing transaction amount in these rules refers to the amount paid for the transaction, the liabilities and expenses assumed, etc. If the transaction arrangement involves possible future payment or receipt of consideration, and neither specific amount is involved nor the amount has been determined according to the set conditions, the expected maximum amount is the transaction amount. The calculation of percentage ratios shall be made in accordance with the provisions of the HKEX Listing Rules.

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The foregoing market value stipulated in these rules refers to the arithmetic mean of the closing market value for the 10 trading days prior to the transaction, and the total market capitalization used in calculating the consideration ratio within the percentage ratios shall be determined in accordance with the provisions of the HKEX Listing Rules.

If the Company implements the installment transactions, the approval procedures stipulated in these rules shall apply on the basis of the total amount of the transaction, and the Company shall disclose the actual occurrence of installment transactions in a timely manner.

If the Company and the same counterparty have external investment transactions of the same type and in opposite directions at the same time, the approval procedures stipulated in these rules shall be applied according to the unidirectional amount thereof.

If the eCompany conducts the same type of external investment transactions related to the subject matter, the approval procedures stipulated in these rules shall be applied based on the principle of accumulative calculation for consecutive 12 months. If the obligations have been performed in accordance with the approval procedures stipulated in these rules, they are no longer included in the relevant cumulative calculation.

Article 165 If an investment does not meet the criteria for consideration by the Board or the general meeting of the Company as stipulated in these rules, while the Board, the chairman or the general manager of the Company believes that the transaction poses or may pose a greater risk to the Company, it may be submitted to the shareholders general meeting or the Board for consideration and approval.

Article 176 If the Company's internal investment projects involve the approval of the general meeting, the Board and the general manager, and the regulations regarding the transaction amount standards shall be implemented specifically and governed by the preceding provisions of this chapter.

Article 187 No subsidiary of the Company is allowed to make its own decisions about its external investments. The external investments of a subsidiary shall be executed by the subsidiary in accordance with the lawful procedures and the management rules of that subsidiary after discussion by the management of the subsidiary and approval by the corresponding approval procedures in accordance with the provisions of these rules.

Chapter 65 Decision-making and Management Procedures for External Investments

Article 198 According to the nature of the investments, the Company's investments are divided into investments in new projects and capital increase in existing projects.

Investments in new projects refers to the investments in projects that has just been established and approved, according to the approved investment amount.

**APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT
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Capital increase in existing projects refers to the activity of adding investments in original investment projects on the basis of the original approved investment amount in accordance with the needs of business operations.

Article 2019 Investment procedures:

- (1) The competent person or department of the Company's relevant department or holding subsidiary shall organise a working group of relevant personnel to prepare a feasibility report, draft agreement document, draft articles of association (if applicable) and other documents in respect of the investment project proposed by them.
- (2) Upon completion of the feasibility report, draft agreement document and draft articles of association (if applicable) of the project, the relevant department of the Company, the officer or department in charge of the holding subsidiary, shall approve these documents in accordance with the Company's internal decision-making procedures.
- (3) The relevant department of the company shall be responsible for the implementation of the external investment project that has been approved for implementation by the competent authority.
- (4) The Company's management is responsible for overseeing the operations of the project and its management.

Article 210 The Company's investment is subject to budget management. During the execution, the investment budget can be adjusted reasonably according to changes of actual conditions. The investment budget plan must be approved by a competent authority.

Article 221 The investment contract or agreement in relation to the investment project should be entered into with the investee, and the investment contract or agreement must be approved by the authorised decision-making authority before it can be formally signed externally. The Company shall authorize specific departments and persons to input cash, physical objects or intangible assets in accordance with the investment contract or agreement. The input of physical objects must go through the physical object handover procedures and be approved by the physical object use and management department.

Article 232 As for the investment project, a separate expert or intermediary can be engaged to conduct a feasibility study.

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Article 243 The Company shall select qualified professional financial management institutions with good credit and financial standing, no adverse integrity records and strong profitability as the trustees, and sign a written contract with the trustees, specifying the amount, term, investment varieties, rights and obligations of both parties and legal liabilities of the entrusted wealth management.

The Company shall assign a person to keep track of the progress of the entrusted wealth management and the safety of the investment, and shall require the person to report any irregularities in a timely manner so that effective measures can be taken immediately to recover the funds and avoid or reduce the Company's losses.

Chapter 76 Disposal of External Investments

Article 254 The Company may dispose of investment projects if one of the following situations occurs to the Company's investment projects:

- (1) according to the Articles of Association of the investee, its operating period expires and the general meeting decides not to extend it;
- (2) The investment project clearly goes contrary to the direction of the Company's operations;
- (3) the investment project suffers continuous losses and shows no hope of recovery or no market prospects;
- (4) the Company's operation capital is insufficient and needs to be replenished;
- (5) any force majeure event occurs and prevents the Company from continuing to implement the investment project;
- (6) other circumstances the Company deems necessary.

Article 265 The Company may recoup the investment if one of the following situations occurs to the Company's investment projects:

- (1) the operation of the investment project (enterprise) expires in accordance with the Articles of Association;
- (2) due to poor management and inability to repay the due debts, the investment project (enterprise) goes bankrupt according to law;
- (3) any force majeure event occurs and prevents the Company from continuing to implement the investment project (enterprise);

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- (4) other conditions for the termination of the investment as stipulated in the contract occur.

Article 276 The management department in charge of investment projects and the finance department of the Company shall report to the general manager on a regular or irregular basis on the progress of the implementation of investment projects and the investment benefits.

Article 287 Except as otherwise provided in the Articles of Association and these rules, the authority to dispose of an investment project is the same as that to approve an investment project.

Chapter 87 Personnel Management for External Investments

Article 298 When investing in the formation of a cooperative or joint venture company, the Company shall determine the number of directors, ~~supervisors~~ and senior management to be appointed or recommended by the Company in accordance with the Company's shareholding proportion, to ensure that the aforementioned personnel are sufficient to maintain the Company's control over the subsidiary in the board of directors, ~~supervisory committee~~ and management.

Article 3029 The Company's Operational Office shall give preliminary opinions on the candidates for above-mentioned dispatched employees (hereinafter referred to as "**dispatched employees**") and then the Company's chairman of the Board shall approve and issue appointment opinions. The above-mentioned dispatched employees shall effectively perform their duties in accordance with the Company Law and the Articles of Association of the invested company, safeguard the Company's interests in the operation and management activities of the investee, realize the preservation and appreciation of the Company's investments, and strive to maximize the interests of shareholders.

Article 310 The directors appointed by the Company to serve as the investee's directors (hereinafter referred to as "**dispatched directors**") must participate in the decision-making of the Board of the investee and undertake the work assigned by the Board of the investee, frequently conduct in-depth investigations and studies of the investee, read carefully various business and financial reports of the Company, accurately understand the operation and management of the investee, and report important conditions that occur to the investee to the Company in a timely manner.

Article 321 The dispatched directors shall attend Board meetings of the investee on time.

APPENDIX III PROPOSED AMENDMENTS TO THE MANAGEMENT POLICIES FOR EXTERNAL INVESTMENT

Chapter 98 Financial Management and Auditing of External Investments

Article 332 The Company's finance department shall keep complete accounting records of the Company's investment activities, conduct detailed accounting, set up separate ledgers for each investment project, and keep relevant information in detail. The accounting methods used for the investment projects shall comply with the provisions of accounting standards and accounting systems.

Article 343 The financial work of a controlled subsidiary is directly managed by the Company. The Company's finance department obtains monthly financial reports of the controlled subsidiary according to the needs of analysis and management, to consolidate the Company's statements and analyze the financial position of the subsidiary, and safeguard the Company's rights and interests from being harmed.

Article 354 Subsidiaries shall regularly provide written reports on changes in their funds and financial conditions to the Company's finance department.

Article 365 The investment assets owned by the Company shall be regularly counted by internal auditors or other personnel who are not involved in the investment or checked with the custodian to verify whether it is owned by the Company. The counting records and the book records shall be checked to confirm the consistency of the accounts.

Chapter ~~109~~ Reporting and Disclosure of External Investments

Article 376 ~~After the initial public offering and listing of the Company's shares~~When making external investments, the Company shall strictly fulfill its obligations to disclose information on the external investment project in accordance with the laws, regulations, regulatory rules of the place where the Company's shares are listed, other regulatory documents and the relevant provisions of the Articles of Association.

Article 387 The relevant departments of the Company should cooperate with the Company in the disclosure of information on investment projects.

Article 398 All subsidiaries are required to follow the Company's rules of information disclosure management. The Company has a legal right to be informed of all information about its subsidiaries.

Article 4039 The information provided by the subsidiary shall be true, accurate, complete and reported to the Company in the first instance to enable timely external disclosure by the secretary of the Board of Directors.

Article 440 The subsidiary should have an information disclosure officer who is responsible for the disclosure of information of the subsidiary and for maintaining communication and working with the secretary of the Board of Directors of the Company.

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Chapter 140 Supplemental Provisions

Article 421 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 432 In case of any matters not covered in these rules or in conflict with the provisions of laws, regulations, regulatory rules of the place where the Company's shares are listed, or other normative documents, as promulgated after these regulations come into effect, or in conflict with the Articles of Association, the said provisions of laws, regulations, regulatory rules of the place where the Company's shares are listed, other normative documents or the said Articles of Association shall prevail.

Article 443 ~~These rules shall be reviewed and passed by the general meeting of the Company and shall take effect and be implemented from the date of the Company's initial public offering of A shares and listing on the Shanghai Stock Exchange~~the deliberation and approval by the general meeting of the Company. Since the effective date of these rules, the original Management Policies for External Investment of the Company shall be automatically invalidated.

Article 454 These rules shall be interpreted by the Board.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

**REMEGEN CO., LTD.
MANAGEMENT POLICIES FOR RAISED PROCEEDS**

Chapter I General Provisions

Article 1 In order to regulate the use and management of the proceeds by RemeGen Co., Ltd. (hereinafter referred to as the “**Company**”), improve the efficiency of the use of the proceeds and protect the legitimate rights and interests of investors, in accordance with the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (the “**SSE SciTech Board Listing Rules**”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Self-Regulatory Guideline for Listed Companies on the Science and Technology Innovation Board of the Shanghai Stock Exchange No. 1 – Regularization of Operation, the Rules on the Supervision of Proceeds Raised by Listed Companies~~the Guidelines for the Regulation of Listed Companies No. 2 – Regulatory Requirements for the Management and Use of Raised Funds by Listed Companies~~ and other laws, administrative regulations, departmental regulations and normative documents and the Articles of Association of RemeGen Co., Ltd. (the “**Articles of Association**”), the rules is formulated.

Article 2 These rules are applicable to the management of proceeds raised by the Company from investors through issuing shares or other securities with equity interests and used for specific purposes, excluding the management of proceeds raised by the Company for the implementation of equity incentive plan.~~The proceeds herein refer to the funds raised by the Company through issuing securities (including initial public offering of shares, allotment of shares, additional issuance, issuance of convertible corporate bonds, issuance of convertible corporate bonds with separate transactions, etc.) to non-specific objects and by issuing securities to specific objects, excluding the funds raised by the Company through implementation of equity incentive plan.~~

Article 23 The Company’s proceeds shall be used exclusively for the intended purposes. The Company’s use of proceeds shall comply with national industrial policies and relevant laws and regulations, practice the concept of sustainable development, and fulfill social responsibilities. In principle, the proceeds shall be used for the Company’s main business, with the aim of enhancing its competitiveness and innovation capabilities. The Company’s proceeds shall be invested in the field of technological innovation to promote the development of new quality productive forces.

Article 4 The Board of Directors of the Company shall continuously monitor the deposit, management and use of the proceeds, effectively prevent investment risks, and improve the efficiency of the use of proceeds.

The directors, supervisors, and senior executives management of the Company shall exercise due diligence, urge the Company to use the proceeds in compliance with the regulatory requirements, consciously maintain ensure the safety of the funds raised by the Company, and shall not participate in, assist or connive at the Company’s manipulate the Company for an unauthorized or disguised change in the use of the proceeds.

Article 5 The controlling shareholder, and the actual controller and other related parties of the Company shall not directly or indirectly occupy or misappropriate the proceeds raised by the Company, and shall not use the proceeds raised by the Company and the Investment Projects financed by proceedsto invest in projects (the “**Investment Project**”) to obtain improper benefits.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

If the Company discovers that its controlling shareholders, actual controllers, or other related parties have appropriated the proceeds, it shall promptly demand repayment and disclose the reasons for the appropriation, the impact on the Company, the rectification plan for repayment, and the progress of the rectification.

Article 36 Where an Investment Project is implemented through a subsidiary of the Company or other enterprise controlled by the Company, the eCompany shall ensure that they comply with these rules.

Chapter II Custody Of Proceeds

Article 47 The Company shall prudently select a commercial bank and open a special account for the proceeds (the “**Special Account**”), and the proceeds shall be deposited in the special account approved by the board of directors for centralized management and utilization, and the Special Account shall not be used to deposit other funds or for other purposes.

If the Company has conducted more than two rounds of capital-raising, separate accounts should be set up for the proceeds of each round. If the actual net amount of proceeds exceeds the planned amount (the “**Excess Fund**”), it shall also be deposited in a Special Account for the management.

Article 58 After the proceeds are available, the Company shall promptly go through capital verification procedures and have a capital verification report issued by an accounting firm qualified in securities practice.

Article 69 The Company shall sign a tripartite supervision agreement (the “**Tripartite Agreement**”) for the deposit of raised proceeds in the Special Account with the sponsor agency or independent financial adviser and the commercial bank where the proceeds are deposited (the “**Commercial Bank**”) within one month after the arrival of the proceeds and make a timely announcement. The Company may use the proceeds upon the entering into of the relevant agreement. The Tripartite Agreement shall include at least the following contents:

- (i) The Company shall deposit all proceeds into the special account;
- (ii) The Commercial Bank shall provide the Company with monthly bank statements of the Special Account and copy them to the sponsor agency or independent financial adviser;
- (iii) The sponsor agency or independent financial adviser may inquire the information of the Special Account at any time at the Commercial Bank;
- (iv) The liability for breach of contract by the Company, the Commercial Bank, the sponsor agency or independent financial adviser.

APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT POLICIES FOR RAISED PROCEEDS

If the Company implements the Investment Project through a holding subsidiary or other entity, a Tripartite Agreement shall be signed by the Company, the company implementing the Investment Project, the Commercial Bank and the sponsor agency or independent financial adviser; the Company and the company implementing the Investment Project shall be regarded as a common party.

If the said agreement is terminated prematurely before the expiry date due to the change of Commercial Bank, sponsor agency or independent financial adviser, the Company shall enter into a new agreement with the relevant parties within one month from the date of termination of the agreement.

Article 710 If the Company uses raised proceeds to invest in overseas projects, it shall comply with the provisions of this chapter. The Company and its sponsor agency or independent financial adviser shall take effective measures to ensure the safety and standardized use of the raised proceeds invested in overseas projects, and disclose the specific relevant measures and actual effects in the Special Report of the Deposit, Management and Actual Utilization of the Proceeds of the Company (the “**Special Report of Proceeds**”).

Chapter III Purposes Of Use Of Proceeds

~~Article 8~~ The Company shall use the proceeds in accordance with the plan in the application documents for the issuance. If the Company changes the purpose of use of the funds listed in the prospectus or the fund-raising prospectus, a resolution must be made by the shareholders general meetings. If circumstances arise that seriously affect the normal conduct of the plan for the use of the proceeds, the company shall make a timely announcement.

~~Article 9~~ The directors, supervisors, and senior executives of the Company shall exercise due diligence, urge the Company to use the proceeds in compliance with the regulatory requirements, consciously maintain the safety of the funds raised by the Company, and shall not participate in, assist or connive at the Company’s unauthorized or disguised change in the use of the proceeds.

Article 101 If one of the following circumstances occurs in an Investment Project, the Company shall reevaluate the feasibility and expected returns of the project in a timely manner, and decide whether to continue the project, and disclose the progress of the project, the reason of abnormal conditions and the adjusted Investment Project in the latest periodical report.

- (i) Significant changes in the market environment involved in the Investment Project;
- (ii) The Investment Project has been on hold for more than one year upon receipt of the raised proceeds;
- (iii) The completion period of the investment plan has been exceeded and the amount of proceeds invested has not reached 50% of the planned amount; and
- (iv) Other abnormal circumstances of the Investment Project.

If the Company is subject to any of the circumstances specified in the preceding paragraph, it shall make a timely disclosure. If there is a need to adjust the investment plan of raised proceeds, the adjusted investment plan for the raised proceeds shall be disclosed simultaneously; in cases involving changes to Investment Project, the relevant deliberation procedures for changing the use of raised proceeds shall apply.

The Company shall disclose in its annual and semi-annual reports the specific circumstances of the re-evaluation of the Investment Projects during the reporting period.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

Article 142 If the Investment Project is unexpected to be completed within the original scheduled time limit and the Company intends to postpone its implementation, it shall be promptly reviewed and approved by the Board, and the sponsor agency or independent financial adviser shall issue a clear opinion. The Company shall promptly disclose the specific reasons for the failure to complete on schedule, explain the current deposit and status of the raised proceeds, whether there are circumstances affecting the normal progress of the use plan of raised proceeds, the expected completion time, phased investment plan, as well as measures to ensure the completion on schedule after the postponement.

Article 123 ~~The proceeds raised by the Company shall, in principle, be used for its main business and invested in the field of technology innovation.~~ The use of the proceeds shall not violate the following rules:

- (i) Except for a financial enterprise, the proceeds shall not be used ~~to carry out entrusted wealth management (except cash management), entrusted loans and other~~for holding financial investments, securities investments, derivatives investments and other high-risk investments, nor may they be used to invest directly or indirectly in any company which mainly engages in the buying and selling securities;
- (ii) The use of the proceeds shall not be changed in disguise by pledging, entrusting loans or other means;
- (iii) The proceeds shall not be made available directly or indirectly to controlling shareholders, actual controllers and other connected persons for utilization, and facilitate the use of the Investment Project by connected persons to obtain improper benefits; and
- (iv) The Company shall not violate any other provisions of the regulations on the management of proceeds.

Article 134 If the Company pre-invests in the Investment Project with self-owned capital and the self-owned capital is replaced by raised proceeds after the raised proceeds are in place, such replacement shall be implemented within 6 months after the raised proceeds are transferred into the Special Account, ~~it may, within six months after the arrival of the proceeds,~~ use such proceeds for replacing the self-owned capital applied in such Investment Project.

In the process of implementing an Investment Project, payments shall be made directly with raised proceeds in principle. If there are difficulties in directly paying with the raised proceeds for matters such as staff salaries or the purchase of overseas products and equipment, replacement can be implemented within 6 months after payment by self-raised funds.

Matters concerning tThe replacement of raised proceeds shall be reviewed and approved by the Board, with an assurance report issued by an accounting firm and published with the explicit consent from the Supervisory Committee, and the sponsor agency or independent financial adviser shall issue clear consent opinions. The Company shall disclose the relevant information in a timely mannermake an announcement within 2 trading days after the Board meeting.

APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT POLICIES FOR RAISED PROCEEDS

Article 15 The Company's may conduct cash management on the temporarily idle raised proceeds. Cash management shall be implemented through the Special Account for raised proceeds or a publicly disclosed product specific settlement account. If cash management is implemented through a product specific settlement account, the account shall not be used to deposit non-raised proceeds or for other purposes. may be subject to cash management, and the products in which they are invested shall meet the conditions of high security and good liquidity and Cash management shall not affect the normal conduct/implementation of the investment plan of the fundraising funds/raised proceeds.

The cash management products shall meet the following conditions:

- (i) They shall be high-security products such as structured deposits or large denomination certificates of deposit and shall not be non-principal guaranteed;
- (ii) They shall be highly liquid and the product term shall not exceed 12 months;
- (iii) Cash management products shall not be pledged.

The investment products shall not be pledged, and the product-specific settlement accounts (if applicable) shall not be used to deposit other funds or for other purposes. In case of opening or cancellation of a product-specific settlement account, the Company shall report to the Exchange for record and announce within 2 trading days/make an announcement in a timely manner.

Article 146 Utilization of temporarily idle proceeds in investment products for cash management is subject to the approval of the Board of the Company, with the explicit consent of The Supervisory Committee, clear opinions from the sponsor agency or independent financial adviser. The Company shall make an announcement as follows within 2 trading days of the Board meeting, disclose the following information in a timely manner:

- (i) The basic information of the fund-raising, including the time of raising, the amount of proceeds, the net amount of proceeds and investment plan, etc;
- (ii) The use of the proceeds;
- (iii) The amount and term of the investment products of the idle fund raised/cash management, whether there is any disguised change in the use of the fund raised and the measures to ensure that the normal implementation of the Investment Project will not be affected;
- (iv) The income distribution method, investment scope and safety of the investment/cash management products; and
- (v) The statements issued by the Supervisory Committee, the sponsor agency or independent financial adviser.

Article 157 The Company shall disclose the risk warning notice in a timely manner when there is any situation that may damage the interests of the Company and investors, such as the deterioration of the financial situation of the issuer of the product and the loss of the product investment, and explain the risk control measures taken by the Company to ensure the safety of funds.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

Article 168 Where the Company uses temporarily idle proceeds to temporarily replenish its working capital, it shall be implemented through the Special Account for proceeds and comply with the following requirements:

- (i) The Company shall not change the use of the proceeds in disguise and shall not affect the normal conduct of the investment plan of the proceeds;
- (ii) The use of the replenishment shall be limited to production and operation activities related to the main business, and shall not be used through direct or indirect arrangements for the placing or subscriptions of new shares, or for transactions in shares and their derivatives, convertible bonds, etc.;
- (iii) The duration of a single temporary working capital replenishment shall not exceed 12 months;
- (iv) The previous proceeds used for temporarily replenishing ~~the~~ working capital ~~temporarily~~ that are due have been repaid (if applicable).

~~Utilization of idle proceeds in working capital replenishment is subject to the approval of~~ Where the Company uses temporarily idle proceeds to temporarily replenish its working capital, matters such as the amount and duration shall be approved by the Board of the Company, with the explicit consent of the Supervisory Committee, and the sponsor agency or independent financial adviser shall express an explicit opinion. The Company shall disclose relevant information in a timely manner report to the Exchange and make an announcement within 2 trading days after the board meeting.

~~Prior to the maturity date of the working capital replenishment, the Company shall repay such part of the proceeds to the Special Account for proceeds, and make an announcement in a timely manner regarding the repayment of the proceeds report to the Exchange and make an announcement within 2 trading days after all the funds have been repaid.~~

Article 179 The Company shall appropriately arrange the plan of using the Excess Fund in accordance with its development plan and actual production and business needs. The Excess Fund shall be used for the ongoing projects and new projects, and repurchase of the Company's shares which will be canceled in accordance with the law. The Company shall clarify the specific plan for the use of the Excess Fund no later than the completion of the overall closing of the same batch of Investment Projects, and shall implement the plan accordingly. The use of Excess Fund shall be approved by a resolution of the Board in accordance with the law, be subject to a clear opinion from the sponsor agency or independent financial adviser, and be submitted to the Shareholder(s) for consideration and approval at a general meeting. The Company shall promptly and fully disclose relevant information, including the necessity and rationality of using Excess Fund. Where the Company uses the Excess Fund for investment in ongoing and new projects, such funds shall be invested in the Company's main business with scientific and prudent feasibility analysis of the investment project. The Company shall fully disclose relevant information such as construction plan, investment cycle, and return rate of the relevant projects. ~~The Excess Fund may be used for permanent replenishment of working capital or repayment of bank loans, provided that the cumulative amount used within each 12-month period shall not exceed 30% of the total Excess Fund Company shall undertake not to make high-risk investments or provide financial assistance to objects other than its holding subsidiaries within 12 months after the replenishment. The Company shall make a clear commitment in this regard in the announcement.~~

APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT POLICIES FOR RAISED PROCEEDS

If it is necessary for the Company to use the temporarily idle Excess Fund for cash management or as a temporary supplement to working capital, the necessity and reasonableness shall be explained. Where the Company uses temporarily idle Excess Fund for cash management or as a temporary supplement to working capital, matters such as the amount and terms shall be considered and approved by the Board, and the sponsor agency or the independent financial adviser shall issue clear opinion. The Company shall disclose the relevant information in a timely manner.~~In the case that the company invests jointly with professional investment institutions in investment funds related to its main business, or in investment funds such as market-operated industrial investment funds for poor areas and public welfare funds for poverty alleviation, the aforesaid provisions shall not apply.~~

~~**Article 18** Utilization of idle proceeds in permanent replenishment of working capital is subject to the approval of the Board of the Company, with the explicit consent of the Supervisory Committee, the sponsor agency or independent financial adviser. The Company shall make an announcement as follows within 2 trading days of the Board meeting:~~

- ~~(i) The basic information of the fund-raising, including the time of raising, the amount of proceeds, the net amount of proceeds, the amount of Excess Fund, etc;~~
- ~~(ii) The undertaking not to make high-risk investments and provide financial assistance to others within 12 months after the replenishment of working capital;~~
- ~~(iii) The statements issued by the Supervisory Committee, the sponsor agency or independent financial adviser.~~

~~**Article 19** Where the Company uses the Excess Fund for projects under construction and new projects (including acquisition of assets, etc.), it shall invest in the main business, conduct feasibility analysis of the investment projects in a scientific and prudent manner, submit them to the board of directors for review and approval, and have the Supervisory Committee, the sponsor agency or independent financial adviser give an explicit statement of consent, and fulfill the obligation of information disclosure in a timely manner.~~

~~If the company plans to use the Excess Fund in a single transaction amounting to RMB50 million and reaching more than 10% of the total Excess Fund, it shall also be submitted to the shareholders general meetings for review and approval.~~

~~**Article 20** After the completion of a single or all of the investment projects, the Company's utilization of the remaining proceeds of that project (including interest income) in other investment projects is subject to the approval of the Board, with the ~~consent~~clear opinions of the Supervisory Committee, the sponsor agency or independent financial adviser. The Company shall make an announcement in a timely manner after approval by the Board~~within 2 trading days after the Board meeting.~~~~

In the event that the remaining proceeds (including interest revenues) is less than RMB10 million, the use of such proceeds may be exempted from the aforesaid procedures but shall be disclosed in the annual report.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

Chapter IV Change Of Purposes Of Use Of Proceeds

Article 21 The Company shall prudently use the proceeds in accordance with the purposes set out in the prospectus, other public offering documents, company announcements, or circulars, and shall not change the purpose without authorization.

~~The Company shall be deemed to have changed the purpose of use of the proceeds in the following circumstances:~~Any of the following circumstances shall constitute a change in the use of proceeds, which shall be approved by a resolution of the Board in accordance with the law, be subject to a clear opinion from the sponsor agency or independent financial adviser, and be submitted to the Shareholder(s) for consideration and approval at a general meeting. The Company shall disclose the relevant information in a timely manner:

- (i) Cancellation or termination of the original Investment Project and implementation of a new project or permanent working capital replenishment;
- (ii) Change in the subject of the implementation of the Investment Project,~~except for the change between the Company and its wholly-owned or controlled subsidiaries;~~
- (iii) Change in the implementation method of the Investment Project;
- (iv) Other circumstances as determined by the securities regulatory authorities or as stipulated by the Listing Rules of The Stock Exchange of Hong Kong Limited as changes in the usage of the proceeds.

If the Company falls under the circumstances specified in item (i) of the preceding paragraph, the sponsor agency or independent financial adviser shall, in conjunction with the relevant documents on the use of proceeds previously disclosed, specifically explain the main reasons for the changes in the Investment Projects and the reasonableness of the previous relevant opinions.

Changes to the implementing entity of the Investment Project between the Company and its wholly-owned subsidiaries, or changes that only involve the location of the Investment Project, shall not be deemed as a change in the use of proceeds. Such changes shall be approved by a resolution of the Board, without the need for approval by the general meeting. The sponsor agency or independent financial adviser shall issue a clear opinion, and the Company shall disclose the relevant information in a timely manner.

If the Company uses the proceeds in accordance with Articles 15, 18, and 19 hereof, and exceeds the amount, terms, or other matters determined through the review and approval procedures of the Board, and if the circumstances are serious, such actions shall be deemed as unauthorized changes in the use of proceeds.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

~~Article 21~~ Changes of the Company's investment projects shall be considered and approved by the Board and at the general meeting, subject to the explicit consent of the sponsor agency or independent financial advisor and the Supervisory Committee.

If the Company only changes the place of implementation of the Investment Project, it may be exempted from the aforesaid procedures, but such change shall still be reviewed and approved by the board of directors of the Company, and the reasons for the change and the statements of the sponsor agency or independent financial adviser shall be announced within 2 trading days.

Article 22 The Investment Project after the change shall be invested in the main business.

The board of directors of the Company shall scientifically and prudentially conduct the feasibility analysis of new Investment Projects, make sure the Investment Project is conducive to enhancing the Company's competitive and innovative capabilities~~has good market prospect and profitability~~, effectively prevent risks and improve the efficiency of the use of the proceeds.

Article 23 Where the Company intends to change the investment of the proceeds, it shall make an announcement in a timely manner as follows upon consideration and approval by the Board~~as follows within 2 trading days of the Board meeting~~:

- (i) The basic situation of the original Investment Project and the specific reasons for the change;
- (ii) The basic information, feasibility analysis and risk indication of the new Investment Project;
- (iii) The investment plan of the new Investment Project;
- (iv) The Description of the new Investment Project that has been approved or is pending approval by the relevant authorities (if applicable);
- (v) Statements of ~~the Supervisory Committee~~, the sponsor agency or independent financial adviser on the change of the Investment Project;
- (vi) Statements that the change of the Investment Project has yet to be submitted to the shareholders general meetings for review;
- (vii) Other information required by the Exchange.

Where the new Investment Projects involves related-party (connected) transaction, asset purchase or outbound investment, approval procedures and information disclosure obligations shall be made/fulfilled in accordance with relevant rules.

APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT POLICIES FOR RAISED PROCEEDS

Article 24 Except for the circumstances where the Investment Project has been fully transferred to a new institution or replaced with a new project in the implementation of a major asset restructuring by the Company, w~~Where the Company intends to transfer the Investment Project to a new institution or replace it with a new project (except where the Investment Project has been fully transferred to a new institution or replaced with a new project in the implementation of a major asset restructuring by the Company),~~ it shall make an announcement in a timely manner as follows ~~within 2 trading days~~ after submission to the board of directors for review.

- (i) The specific reasons for the transfer or replacement of the Investment Project;
- (ii) The amount invested in the project from the Proceeds;
- (iii) The extent of completion of the project and the benefits achieved;
- (iv) The basic information, feasibility analysis and risk indication of the new Investment Project (if applicable);
- (v) The pricing basis for the transfer or replacement and the related revenues;
- (vi) The statements of ~~the Supervisory Committee~~, the sponsor agency or independent financial adviser on the transfer or replacement of the Investment Project;
- (vii) A statement that the transfer or replacement of the Investment Project has yet to be submitted to the shareholders' general meetings for review; and
- (viii) Other information required by the Exchange.

The Company shall pay due attention to the receipt and use of the transfer price, the change of ownership and the continuous operation of the replacement assets, and fulfill the necessary information disclosure obligations.

Article 25 If the Company intends to change the implementation of the Investment Project to joint venture, it shall consider carefully the necessity of the joint venture on the basis of a full understanding of the basic situation of the joint venture party, and the Company shall hold a controlling stake to ensure effective control over the Investment Project.

Chapter V Management And Supervision Of Proceeds

Article 26 The Company shall make true, accurate and complete disclosure of the actual use of the proceeds. If circumstances arise that seriously affect the normal conduct of the plan for the investment with the proceeds, the Company shall make a timely announcement.~~The finance department of the Company shall establish a ledger on the use of the proceeds and record in detail the expenditure of the proceeds and the contribution to the Investment Project. The internal audit department of the Company shall regularly inspect the deposit and use of the proceeds and report the inspection results to the board of directors.~~

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

~~Article 27~~ The Company shall make true, accurate and complete disclosure of the actual use of the proceeds. The finance department of the Company shall establish a ledger on the use of the proceeds and record in detail the expenditure of the proceeds and the contribution to the Investment Project. The internal audit department of the Company shall regularly inspect the deposit and use of the proceeds and report the inspection results to the board of directors.

~~Article 28~~ The Board of Directors of Company should conduct a comprehensive inspection of the progress of the investment projects every half year and issue a Special Report of the Deposit and Actual Utilization of the Proceeds of the Company (“**Special Report of Proceeds**”). shall monitor the actual management and use of the proceeds and any Excess Fund (if any) on an ongoing basis, conduct a comprehensive review of the progress of the Investment Projects every six months and prepare, review, and disclose the Special Report of Proceeds. The relevant special report shall include the basic information regarding the proceeds and any Excess Fund, as well as their deposit, management and use in accordance with the provisions hereof.

~~Article 29~~ If the actual progress of the investment project deviates from the investment plan Where there is a discrepancy between the actual investment progress of the Investment Projects and the planned investment schedule, the Company should shall provide an explanation of the specific reasons in the Special Report of Proceeds. Where there is the use of idle proceeds to invest in products during the current period, the Company shall disclose in the Special Report of Proceeds the proceeds for the current reporting period as well as the share of investments, contracting parties, product names and terms at the end of the period.

~~Article 30~~ The Special Report of Proceeds shall be reviewed and approved by the board of directors and the Supervisory Committee and shall be announced within 2 trading days after submission to the board of directors for review. At the time of annual audit, the Company shall engage an accounting firm to issue an assurance report on the deposit and use of the proceeds and disclose it when the annual report is disclosed.

~~Article 31~~ Independent directors shall pay attention to whether there are material differences between the actual use of the proceeds and the information disclosed by the Company. Above half of independent directors can engage an accounting firm to issue assurance report regarding the deposit and utilization of proceeds. The Company shall actively cooperate and bear the necessary costs.

The board of directors of the Company shall make an announcement within 2 trading days after receiving the aforesaid assurance report. If the assurance report considers that there are irregularities in the management and use of the Company’s proceeds, the board of directors shall also announce the irregularities in the deposit and use of proceeds, the consequences that have been or may be caused and the measures that have been or are to be taken.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

Article 29 The sponsor agency or independent financial adviser shall, in accordance with the provisions of Administrative Measures for Sponsorship Business in Securities Issuance and Listing, conduct continuous supervision over the deposit, management, and use of the Company's raised proceeds. If any abnormal circumstances are discovered during the continuous supervision, an on-site inspection shall be promptly carried out. The sponsor agency or the independent financial adviser ~~should~~shall, at least every six months, conduct an on-site ~~investigation~~inspection of the deposit, management and use of the Company's proceeds ~~at least every half year~~. If any abnormal situations are found during the ongoing supervision and on-site inspection by the sponsor agency or independent financial adviser, it shall urge the Company to make timely rectifications and report to stock exchange and the relevant regulatory authorities in a timely manner.

After each accounting year is completed, the sponsor agency or independent financial adviser ~~er~~ should issue a special audit report on the deposit, management and utilization of proceeds of the Company for the year, which will be disclosed when the Company discloses its annual report. The special audit report shall include the following contents:

- (i) The deposit, management and use of the proceeds and the balance of the special account;
- (ii) The progress of the Investment Project, including the deviation from the planned progress;
- (iii) The replacement of self-owned capital ~~pre-committed~~ to the Investment Project by the proceeds (if applicable);
- (iv) The replenishment of working capital by idle proceeds and the effectiveness of such replenishment (if applicable);
- (v) The cash management of idle proceeds (if applicable);
- (vi) The usage of Excess Fund (if applicable);
- (vii) The changes in the use of the Proceeds (if applicable);
- (viii) The utilization of remaining proceeds (if applicable);
- (~~viii~~ix) The conclusive comments on the compliance of the deposit, management and use of the Proceeds; and
- (~~viii~~x) Other information required by the Exchange.

During the annual audit, the Company shall engage an accounting firm to issue an assurance report on the deposit, management and use of the proceeds, which shall be disclosed together with the annual report.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MANAGEMENT
POLICIES FOR RAISED PROCEEDS**

The Company shall cooperate with the continuous supervision and on-site inspections conducted by the sponsor agency or independent financial adviser as well as the audit work of the accounting firm, and shall promptly provide or apply to the bank to provide the necessary materials related to the deposit, management and use of the proceeds.

After each accounting year is completed, the Board of the Company should disclose the conclusive opinion in the special audit report by the sponsor agency or independent financial adviser and the assurance report by the accounting firm in the Special Report of Proceeds.

If the sponsor agency or independent financial adviser discovers that the Company or Commercial Bank has failed to perform the Tripartite Agreement as agreed, or if significant violations or substantial risks related to the management of the proceeds are identified during on-site inspections, the sponsor agency or independent financial adviser shall urge the Company to rectify the situation promptly and report the matter to the stock exchange.

Chapter VI Supplementary Provisions

Article 320 The terms “above” and “before” as referred to in the Rules include the number itself while the terms “more than” and “less than” do not.

Article 331 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 342 In the event of matters not covered by the rules, or in the event that the rules are contrary to laws, administrative regulations, departmental rules, normative documents or the Articles of Association, they shall be implemented in accordance with the laws, administrative regulations, departmental rules, normative documents or the Articles of Association.

Article 353 The formulation and amendment of the rules shall be reviewed by the general meeting of the Company and shall take effect and be implemented from the date of consideration and approval by the general meeting of the Company. From the effective date of the rules, the original Management Policies for Raised Proceeds of the Company shall automatically become invalid.

Article 364 The right to interpret these Rules shall belong to the Board.

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING



RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9995)

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 third extraordinary general meeting (the “**EGM**”) of RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司) (the “**Company**”) will be held at 2:00 p.m. on Tuesday, December 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated November 14, 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the expected day-to-day related party transactions for the years 2026 to 2028.
2. To consider and approve the amendments to certain governance policies of the Company:
 - 2.1 the amendments to the Management Policies for Related (Connected) Transactions.
 - 2.2 the amendments to the Management Policies for External Guarantees.
 - 2.3 the amendments to the Management Policies for External Investment.
 - 2.4 the amendments to the Management Policies for Raised Proceeds.

By order of the Board
RemeGen Co., Ltd.*
榮昌生物製藥(煙台)股份有限公司
Mr. Wang Weidong
Chairman and executive director

Yantai, the PRC
November 14, 2025

* For identification purposes only

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

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 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.remegen.com and The Stock Exchange of Hong Kong Limited at 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. before 2:00 p.m. on Monday, December 1, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or at any adjournment thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares of the Company who are entitled to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Thursday, November 27, 2025 to Tuesday, December 2, 2025, both days inclusive, during which period, no transfer of H shares will be registered. The holders of H shares of the Company whose names appear on the register of members of H shares of the Company on Thursday, November 27, 2025 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 not later than 4:30 p.m. on Wednesday, November 26, 2025 for registration.
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. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Company at +86-0535-3573685 or IR@remegen.com for any enquiries in respect of the EGM.
7. References to times and dates in this notice are to Hong Kong local times and dates.

As at the date of this notice, the board of directors of the Company comprises Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian and Mr. Wen Qingkai as executive directors, Dr. Wang Liqiang and Dr. Su Xiaodi as non-executive directors, and Mr. Hao Xianjing, Mr. Chen Yunjin and Mr. Huang Guobin as independent non-executive directors.