
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AIM Vaccine Co., Ltd., you should at once hand this circular and the enclosed form(s) of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



PROPOSED ISSUANCE OF UNLISTED RMB DENOMINATED ORDINARY SHARES UNDER SPECIFIC MANDATE NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND NOTICE OF THE H SHARE CLASS MEETING

AIM Vaccine Co., Ltd. will convene at 1/F, Huanqiu Meeting Room, Radisson Hotel Ningbo Beilun, No. 1288 Baoshan Road, Beilun District, Ningbo City, Zhejiang Province, the PRC the EGM at 9:00 a.m. on April 28, 2023, the Class Meeting for Holders of Domestic Shares at the same address immediately after the conclusion of or any adjourned meeting of the EGM, and H Share Class Meeting at the same address immediately after the conclusion of or any adjourned meeting of the Class Meeting for Holders of Domestic Shares. The notices of the EGM and H Share Class Meeting are set out on pages 21 to 24 of this circular. The forms of proxy for use at the EGM and H Share Class Meeting are also enclosed herein. Such forms of proxy are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.aimbio.com>).

Holders of H Shares who intend to appoint a proxy to attend the EGM and/or H Share Class Meeting shall complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon to the H Share Registrar of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time fixed for holding the EGM and H Share Class Meeting (i.e. not later than 9:00 a.m. on April 27, 2023) or any adjourned meeting thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude Shareholders from attending and voting in person at the EGM and/or H Share Class Meeting or any adjourned meeting thereof if they so wish.

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

April 12, 2023

CONTENTS

	<i>Page</i>
CONTENTS	i
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF EXTRAORDINARY GENERAL MEETING	21
NOTICE OF H SHARE CLASS MEETING	23

DEFINITIONS

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

“Announcement”	the announcement of the Company dated March 8, 2023 in relation to, among others, the Proposed Issuance
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Bivalent Delta-Omicron BA.5 mRNA COVID-19 Vaccine Candidate”	a bivalent mRNA vaccine candidate against the Delta and Omicron BA.5 variants of COVID-19 being developed by the Group
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only and except where the context requires, references to “China” and the “PRC” in this circular do not include Hong Kong, the Macao Special Administrative Region of the PRC or Taiwan
“Class Meeting for Holders of Domestic Shares”	the 2023 first class meeting for holders of Domestic Shares of the Company to be held immediately after the conclusion of or any adjourned meeting of the EGM on April 28, 2023
“Class Meetings”	the Class Meeting for Holders of Domestic Shares and the H Share Class Meeting
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	AIM Vaccine Co., Ltd. (艾美疫苗股份有限公司), a joint stock company incorporated in the PRC with limited liability on November 9, 2011, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 06660)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is(are) subscribed for and paid up in Renminbi by PRC domestic investors and not listed on any stock exchange
“EGM”	the 2023 first extraordinary general meeting of the Company to be held at 9:00 a.m. on April 28, 2023
“EV71-CA16 Bivalent HFMD Vaccine Candidate”	our EV71-CoxA16 bivalent inactivated vaccine candidate of hand-foot-mouth disease (human diploid cell)
“Global Offering”	the Hong Kong Public Offering and the International Offering as defined in the Prospectus
“Group”	the Company and all of its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is(are) listed on the Stock Exchange and traded in Hong Kong Dollars
“H Share Class Meeting”	the 2023 first class meeting for holders of H Shares of the Company to be held immediately after the conclusion of or any adjourned meeting of the Class Meeting for Holders of Domestic Shares on April 28, 2023
“H Share Registrar”	Tricor Investor Services Limited
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 6, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Omicron BA.5 mRNA COVID-19 Vaccine Candidate”	a monovalent mRNA vaccine candidate against the Omicron BA.5 variant of COVID-19 being developed by the Group

DEFINITIONS

“PCV24 Candidate”	a 24-valent pneumococcal conjugate vaccine candidate being developed by our Group
“Proposed Issuance”	the proposed issuance of not more than 242,212,519 Unlisted RMB Denominated Ordinary Shares under a specific mandate to (a) no more than 35 qualified investors, which do not include any existing Shareholders, and (b) existing Shareholders (if any)
“Prospectus”	the prospectus issued by the Company on September 23, 2022 in relation to the Global Offering
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s) as at the date of this announcement, and will comprise of Domestic Share(s), H Share(s) and Unlisted Foreign Shares (if any) upon completion of the Proposed Issuance
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Theoretical Dilution Effect”	has the meaning ascribed to it under Rule 7.27B of the Listing Rules
“Unlisted Foreign Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each and is(are) held by non-PRC investors and not listed on any stock exchange
“Unlisted RMB Denominated Ordinary Share(s)”	Domestic Share(s) and/or Unlisted Foreign Share(s), as the case may be
“%”	per cent

For purpose of this circular and illustrative purpose only, conversions of HK\$ and RMB are based on the mid-point exchange rate of HK\$1.00=RMB0.87578 announced by the People’s Bank of China on the Latest Practicable Date. No representation is made that any amount in HK\$ or RMB could have been or could be converted at the above rate or any other rates.

LETTER FROM THE BOARD



AIM Vaccine Co., Ltd. 艾美疫苗股份有限公司

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

(Stock Code: 06660)

Executive Directors

Yan ZHOU (周延) (*chairman of the Board
and chief executive officer*)

Wen GUAN (關文) (*vice chairman of the Board
and executive president*)

Shaojun JIA (賈紹君) (*executive president*)

Headquarters in the PRC

25/F, Building A
91 Jianguo Road
Chaoyang, Beijing
PRC

Non-Executive Directors

Jie ZHOU (周杰)

Xin ZHOU (周欣)

Jichen ZHAO (趙繼臣)

Aijun WANG (王愛軍)

Registered Office in the PRC

Room 218, 2/F
Xinghai Building
16 Yingshun Road, Yinghai Town
Daxing District, Beijing
PRC

Independent Non-Executive Directors

Ker Wei PEI

Xiaoguang GUO (郭曉光)

Hui OUYANG (歐陽輝)

Jie WEN (文潔)

Principal Place of Business

in Hong Kong
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

To the Shareholders

Dear Sir or Madam,

**PROPOSED ISSUANCE OF UNLISTED RMB DENOMINATED
ORDINARY SHARES UNDER SPECIFIC MANDATE
NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF THE H SHARE CLASS MEETING**

I. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with the notices of the EGM and H Share Class Meeting and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM and H Share Class Meeting.

LETTER FROM THE BOARD

At the EGM, the following resolutions will be proposed to consider, and (if thought fit) approve:

1. resolution on the Proposed Issuance;
2. resolution on the authorization to the Board and its delegated persons to deal with matters relating to the Proposed Issuance; and
3. resolution on the change of the Company's registered capital and corresponding amendments to the Articles of Association.

At the H Share Class Meeting, the following resolutions will be proposed to consider, and (if thought fit) approve:

1. resolution on the Proposed Issuance;
2. resolution on the authorization to the Board and its delegated persons to deal with matters relating to the Proposed Issuance; and
3. resolution on the change of the Company's registered capital and corresponding amendments to the Articles of Association.

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

II. MATTERS TO BE CONSIDERED AT THE EGM AND H SHARE CLASS MEETING

1. Resolution on the Proposed Issuance

A special resolution will be proposed at each of the EGM and H Share Class Meeting to consider and approve the resolution on the Proposed Issuance.

The Board actively monitors the PRC vaccine market. After completion of the Company's listing on the Stock Exchange, the Board has identified certain new vaccine candidates that have decent market potentials, and have decided to develop them as rapidly as possible. Such vaccine candidates include the Omicron BA.5 mRNA COVID-19 Vaccine Candidate, the Bivalent Delta-Omicron BA.5 mRNA COVID-19 Vaccine Candidate and the PCV24 Candidate. Furthermore, we plan to construct new production facilities for our EV71-CA16 Bivalent HFMD Vaccine Candidate, which is in Phase I clinical trial stage, in order to advance its clinical trials and to facilitate its commercialization. The Company did not allocate any proceeds from the Global Offering on any of the aforementioned projects. See “– Equity Fund-Raising Activities in the Past 12 Months”.

LETTER FROM THE BOARD

Having considered various options (including debt and other forms of equity financing, such as rights issue and open offer), the Board considers that conducting equity financing by issuing Unlisted RMB Denominated Ordinary Shares is the preferred method for raising the target amount of proceeds. First, equity financing (as opposed to debt financing) would help to lower the Group's gearing ratio. Secondly, the Board understands that investors that would take an interest in acquiring Shares in the offer size as contemplated under the Proposed Issuance are predominately investors who typically invest in companies that have not listed on any PRC stock exchange. Such potential investors favor Unlisted RMB Denominated Ordinary Shares over H Shares, for reasons relating to market conditions and PRC foreign exchange regulations.

The Board may consider to conduct further equity financing activities in the 12 months following the Latest Practicable Date (the "12-Month Period") if the Company has further needs for capital and if market conditions permit. Methods for equity financing that the Company may consider to adopt include but are not limited to issuing new H Shares under general and/or specific mandate, rights issue and open offer. Furthermore, subject to market conditions and regulatory processes, the Company may consider commencing the process of submitting an application for listing on a PRC stock exchange in the 12-Month Period.

In accordance with the requirements of the PRC Company Law, the PRC Securities Law, the PRC Measures for the Supervision and Administration of Non-listed Public Companies, the Listing Rules and other relevant laws and regulations, departmental rules and normative documents, the Company has proposed the Proposed Issuance plan as follows:

- Class and nominal value of Shares to be issued** : The Unlisted RMB Denominated Ordinary Shares to be issued under the Proposed Issuance (i.e. Domestic Shares and/or Unlisted Foreign Shares) will each be with a nominal value of RMB1.00 each. PRC investors will be issued Domestic Shares and non-PRC investors will be issued Unlisted Foreign Shares. As Domestic Shares and Unlisted Foreign Shares are all unlisted ordinary Shares, they rank *pari passu* with each other in all respects.
- Number of Shares to be issued** : The number of Unlisted RMB Denominated Ordinary Shares to be issued under the Proposed Issuance shall not exceed 242,212,519, representing approximately 20.00% of the total number of Shares in issue immediately prior to the Proposed Issuance, and approximately 16.67% of the total number of Shares in issue immediately after completion of the Proposed Issuance. The number of Unlisted RMB Denominated Ordinary Shares to be issued shall be subject to the approval by the regulatory authorities and the final subscription amount by subscribers.

LETTER FROM THE BOARD

Subscribers : The subscribers to the Proposed Issuance shall be (a) no more than 35 qualified investors, which do not include any existing Shareholders, and (b) existing Shareholders (if any). The specific subscribers and the number of Unlisted RMB Denominated Ordinary Shares to be subscribed for shall be determined by the Board and its delegated persons based on negotiations between the Company and potential subscribers and communications between the Company and relevant regulatory authorities. The actual subscribers and the number and class(es) of Unlisted RMB Denominated Ordinary Shares to be subscribed for shall be subject to the approval by the regulatory authorities.

As at the date of this circular, the Company has not identified any potential subscribers. If any potential subscribers are connected persons of the Company, the Company shall comply with the relevant requirements under Chapter 14A of the Listing Rules.

Issue price : The price of Unlisted RMB Denominated Ordinary Shares to be issued under the Proposed Issuance shall be determined by the Board and its delegated persons at the time of final issuance, taking into account various factors, including but not limited to Shareholders' interests, subscribers' level of acceptance, issuance risks, market conditions and the daily closing price of H Shares after the dispatch of this circular, and in accordance with market practice and applicable rules and regulations. In accordance with Article 127 of the PRC Company Law, the issue price of Shares shall be at or above the nominal value of the Shares, being RMB1.00 per Share. Therefore, the issue price per Share for the Proposed Issuance will not be lower than RMB1.00.

LETTER FROM THE BOARD

The closing market price of the H Shares of the Company on the Latest Practicable Date was HK\$42.10. The net assets per Share attributable to ordinary Shareholders of the Company was approximately RMB4.84 per Share as at December 31, 2022.

The exchange rate for the final issue price shall be the central parity rate of Hong Kong dollars to Renminbi as announced by the People's Bank of China on the date when the issue price of the Unlisted RMB Denominated Ordinary Shares is determined. The Company will make a separate announcement once the issue price in respect of the Proposed Issuance is determined. The issue price in respect of the Proposed Issuance will be set to ensure that it will not result in a Theoretical Dilution Effect of 25% or more, as required under the Listing Rules. The Company expects the Theoretical Dilution Effect will not exceed 7%, subject to the market conditions of the closing price of the H Share as of the date of the subscription agreement(s).

- Method of issuance** : Unlisted RMB Denominated Ordinary Shares will be issued under the Proposed Issuance to selected subscribers by way of non-public issuance.
- Lock-up arrangement** : The Unlisted RMB Denominated Ordinary Shares to be issued under the Proposed Issuance shall be subject to the requirements of the laws and regulations of the PRC and the Articles of Association in relation to share transfer. Save for the above restrictions, there is no other lock-up arrangement.
- Disposal of accumulated undistributed profits** : The accumulated undistributed profits prior to the completion of the Proposed Issuance, if any, shall be shared by all Shareholders of the Company upon the completion of the Proposed Issuance on a pro rata basis at that time.

LETTER FROM THE BOARD

Use of proceeds : Based on the market conditions as at the Latest Practicable Date, the Company targets to raise no less than RMB2,290 million (equivalent to approximately HK\$2,615 million) in proceeds from the Proposed Issuance. The Company will adjust price per Share and the number of Unlisted RMB Denominated Ordinary Shares to be issued under the Proposed Issuance according to market conditions in order to reach this fundraising target. Such proceeds will be allocated for the below purposes:

1. Approximately 33% to be used in constructing new production facilities in AIM Kanghuai Biopharmaceutical (Jiangsu) Co., Ltd., a subsidiary of the Company, for the EV71-CA16 Bivalent HFMD Vaccine Candidate, which is currently in Phase I clinical trial stage. The Company currently expects to completely use the proceeds allocated to this project by the end of year 2025;
2. Approximately 28% to be used in the development of mRNA vaccine candidates against COVID-19 variants, including (a) approximately 17% to be used in the development of the Omicron BA.5 mRNA COVID-19 Vaccine Candidate, which is currently undergoing preclinical studies; and (b) approximately 11% to be used in the development of the Bivalent Delta-Omicron BA.5 mRNA COVID-19 Vaccine Candidate, which obtained approval to commence Phase III clinical trials in Pakistan on March 11, 2023. The Company currently expects to completely use the proceeds allocated to the development of the aforementioned COVID-19 vaccine candidates by the end of year 2025;

LETTER FROM THE BOARD

3. Approximately 9% to be used in the development of our PCV24 Candidate. The Company currently expects to completely use the proceeds allocated to the development of this vaccine by the end of year 2028; and
4. Approximately 30% to be used for replenishing working capital and for general corporate purposes for payment of staff costs, cost of sales, other R&D costs and other daily expenses of the Group. The Company currently expects to completely use the proceeds allocated for this purpose by the end of year 2024.

The expected schedule for the use of proceeds is based on the best estimates made by the Group as of the Latest Practicable Date. The Company will make an announcement if there is any material change to the proposed uses of proceeds.

Validity period of the Proposed Issuance plan : The validity period of the Proposed Issuance plan shall be 12 months from the date of approval at the EGM and Class Meetings. In the event that the Company fails to complete the Proposed Issuance within 12 months from the date of EGM and Class Meetings, the Company will seek further approvals from Shareholders for issuance of Shares as necessary.

The relevant resolutions in relation to the Proposed Issuance are subject to the consideration and approval at the EGM and the Class Meetings and the approval by the relevant regulatory authorities. The final plan approved by the relevant regulatory authorities shall prevail.

Conditions to the Proposed Issuance

The Proposed Issuance is subject to the fulfillment of the following conditions precedent:

- (1) the approval of the Proposed Issuance and authorization from the Shareholders to the Board and its delegated persons having been obtained at the EGM and Class Meetings;
- (2) the approval of the plan for the Proposed Issuance having been obtained from the CSRC; and

LETTER FROM THE BOARD

- (3) the entering into of subscription agreement(s) by the Company with investors and such subscription agreement(s) not being terminated in accordance with the terms therein.

As at the Latest Practicable Date, the Company had not applied to the CSRC in respect of the Proposed Issuance or entered into any subscription agreement, and the details of the plan for the Proposed Issuance have not been finalized. The Company will make further announcement(s) on the progress of the Proposed Issuance in accordance with the requirements of the Inside Information Provisions and/or the Listing Rules.

Ranking of Unlisted RMB Denominated Ordinary Shares

The new Unlisted RMB Denominated Ordinary Shares (i.e. Domestic Shares and/or Unlisted Foreign Shares) to be issued under the Proposed Issuance will be unlisted ordinary Shares. As such, when the new Unlisted RMB Denominated Ordinary Shares are fully paid, they will rank *pari passu* in all respects with the existing Domestic Shares.

As the completion of the Proposed Issuance is subject to the satisfaction of certain conditions, the Proposed Issuance may or may not proceed. The Company will make timely disclosure on any further details in relation to the Proposed Issuance. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Effect of the Proposed Issuance on the Shareholding Structure of the Company

As at the date of this circular, the total number of Shares of the Company in issue is 1,211,062,599, which comprises 718,888,888 Domestic Shares and 492,173,711 H Shares.

Assuming that 242,212,519 Unlisted RMB Denominated Ordinary Shares will be issued under the Proposed Issuance and there is no change in the total number of Shares of the Company in issue since the date of this circular, the shareholding structure of the Company (a) as at the date of this circular, and (b) immediately after the completion of the Proposed Issuance is set out as follows:

LETTER FROM THE BOARD

Shareholders	As of the Latest Practicable Date			Immediately after Proposed Issuance			
	Class of Shares	Number of Shares	Approximate percentage of interest in the relevant class of Shares of the Company (%)	Class of Shares	Number of Shares	Approximate percentage of interest in the relevant class of Shares of the Company (%)	Approximate percentage of total number of Shares issued by the Company (%)
H Shares held by Core Connected Persons ^{Note 1}	H Shares	23,254,765	4.72	1.92 H Shares	23,254,765	4.72	1.60
Shenyang Zhongrenxing Enterprise Management Center (Limited Partnership) (瀋陽聚人行企業管理中心(有限合夥)) ^{Note 2}	H Shares	23,254,765	4.72	1.92 H Shares	23,254,765	4.72	1.60
Gongqingcheng Everest Investment Management Partnership (Limited Partnership) (共青城珠峰投資管理合夥企業(有限合夥)) ^{Note 3}	H Shares	5,150,000	1.05	0.43 H Shares	5,150,000	1.05	0.35
Gongqingcheng Everest No. 2 Investment Management Partnership (Limited Partnership) (共青城珠峰二號投資管理合夥企業(有限合夥)) ^{Note 3}	H Shares	5,160,000	1.05	0.43 H Shares	5,160,000	1.05	0.36
Zhuhai Hengqin Ruifan Technology Partnership (Limited Partnership) (珠海橫琴瑞凡科技合夥企業(有限合夥)) ^{Note 4}	H Shares	2,418,150	0.49	0.20 H Shares	2,418,150	0.49	0.17
Zhuhai Ruijin Technology Partnership (Limited Partnership) (珠海瑞進科技合夥企業(有限合夥)) ^{Note 5}	H Shares	2,236,523	0.45	0.18 H Shares	2,236,523	0.45	0.15

LETTER FROM THE BOARD

	As of the Latest Practicable Date			Immediately after Proposed Issuance		
	Class of Shares	Number of Shares	Approximate percentage of interest in the relevant class of Shares of the Company (%)	Class of Shares	Number of Shares	Approximate percentage of interest in the relevant class of Shares of the Company (%)
Shareholders						
Zhuihai Hengqin Qijing Technology Partnership (Limited Partnership) (珠海橫琴羣島科技合夥企業(有限合夥)) ^{Note 6}		3,458,562	0.70	H Shares	3,458,562	0.70
Lhasa Meihua Biological Investment Holdings Co., Ltd. (拉薩梅花生物投資控股有限公司) ^{Note 7}		25,000,000	5.08	H Shares	25,000,000	5.08
H Shares held by Core Connected Persons	H Shares	66,678,000	13.55		66,678,000	13.55
H Shares Held by Public Shareholders	H Shares	425,495,711	86.45		425,495,711	86.45
Total H Shares		492,173,711	100.00		492,173,711	100.00
	Domestic Shares	718,888,888	100.00	Domestic Shares	To be determined	To be determined
	Unlisted Foreign Shares	N/A	N/A	Unlisted Foreign Shares	To be determined	To be determined
Total Unlisted RMB Denominated Ordinary Shares		718,888,888	100.00		961,101,407	100.00
Total Issued Shares		1,211,062,599	N/A		1,453,275,118	N/A

Note 1: On the assumption that the Company does not issue any Unlisted RMB Denominated Ordinary Shares to any of its existing core connected persons and that no subscriber will become a core connected person after completion of the Proposed Issuance.

- Note 2:* Shenyang Zhongrenxing Enterprise Management Center (Limited Partnership) (瀋陽眾人行企業管理中心(有限合伙)), “**Zhongrenxing**”) is a core connected person because it is a close associate of Mr. Yan ZHOU, the controlling shareholder and executive director of our Company. Mr. Yan ZHOU is the sole shareholder of Shenyang Dongjian Yuanfang Enterprise Management Co., Ltd. (瀋陽洞見遠方企業管理有限公司), the general partner of Zhongrenxing. Zhongrenxing directly owns 10,135,235 Domestic Shares and 23,254,765 H Shares. Furthermore, Mr. Yan ZHOU directly owns 200,000,000 Domestic Shares and holds 99.99% of the registered capital of Tibet Sincere Heart Enterprise Management Co., Ltd. (西藏赤誠之心企業管理有限公司), which directly owns 200,000,000 Domestic Shares. In total, Mr. Yan ZHOU controls the voting rights of a total of 410,135,235 Domestic Shares and 23,254,765 H Shares, which correspond to approximately 35.79% and 29.82% of the voting rights attached to the total issued Shares of our Company before and after completion of the Proposed Issuance, respectively.
- Note 3:* Gongqingcheng Everest Investment Management Partnership (Limited Partnership) (共青城珠峰投資管理合夥企業(有限合伙)), “**Everest Investment**”) and Gongqingcheng Everest No. 2 Investment Management Partnership (Limited Partnership) (共青城珠峰二號投資管理合夥企業(有限合伙)), “**Everest No. 2 Investment**”) are core connected persons because they both are close associates of Mr. Shaojun JIA, our executive Director. Their common general partner, Tibet Tongxin Capital Investment Management Co., Ltd. (西藏同信資本投資管理有限公司), is controlled by Mr. Shaojun JIA.
- Note 4:* Zhuhai Hengqin Ruifan Technology Partnership (Limited Partnership) (珠海橫琴瑞凡科技合夥企業(有限合伙)) is a core connected person because it is a close associate of Mr. Yucai PENG (a core connected person by virtue of being a director of our subsidiary, Liverna Therapeutics Inc (珠海麗凡達生物技術有限公司, “**Liverna**”)) by virtue of being controlled by Mr. Yucai PENG.
- Note 5:* Zhuhai Ruijin Technology Partnership (Limited Partnership) (珠海瑞進科技合夥企業(有限合伙)), “**Zhuhai Ruijin**”) is a core connected person because it is a close associate of Mr. Yucai PENG by virtue of being controlled by Mr. Yucai PENG through partnership interest entrustment arrangement between Mr. Yucai PENG and Zhuhai Ruijin’s nominee general partner, Ms. Saihua PENG.
- Note 6:* Zhuhai Hengqin Qijing Technology Partnership (Limited Partnership) (珠海橫琴麒麟晶科技合夥企業(有限合伙)) is a core connected person by virtue of being a substantial shareholder of our subsidiary, Liverna.
- Note 7:* Lhasa Meihua Biological Investment Holdings Co., Ltd. (拉薩梅花生物投資控股有限公司) is a core connected person because it is close associate of Ms. Aijun WANG, our non-executive Director by virtue of being controlled by Ms. Aijun WANG.

LETTER FROM THE BOARD

Assuming the Company does not issue any Unlisted RMB Denominated Ordinary Shares to any of its existing core connected persons and that no subscriber will become a core connected person after completion of the Proposed Issuance, upon the completion of the Proposed Issuance, the Company expects that the number of H Shares held by the public represents approximately 29.28% of the total share capital of the Company in issue, which satisfies the public float requirements under Rule 8.08(1) of the Listing Rules.

Equity Fund-Raising Activities in the Past 12 Months

The Company's H Shares were listed on the Main Board of the Stock Exchange on October 6, 2022, and the net proceeds from the Global Offering amounted to approximately HK\$91.61 million. As of the Latest Practicable Date, the Company had used the net proceeds from the Global Offering for the following purposes:

	Net proceeds allocated for related purposes (HK\$'000)	Percentage of total net proceeds (%)	Actual utilized amount of proceeds as of the Latest Practicable Date (HK\$'000)	Unutilized amount of proceeds as of the Latest Practicable Date (HK\$'000)	Expected timing for full utilization of the unutilized amount
1. The development of our mRNA COVID-19 vaccine candidate, as follows: ^{Note}	38,747	42.30	1,669	37,078	
(1) conduct clinical trials	31,144	34.00	1,669	29,475	On or before June 30, 2024
(2) obtain registration approvals	7,603	8.30		7,603	On or before June 30, 2024
2. The development of our pneumococcal vaccine candidates, including PCV13, PCV20 and PPSV23	6,412	7.00	0	6,412	On or before December 31, 2023
3. The development of other vaccine candidates in our pipeline	9,801	10.70	1,565	8,236	On or before December 31, 2023
4. To fund the capital expenditure on the construction of new production facilities for our new vaccine products, as follows:	32,060	35.00	0	32,060	
(1) to fund the capital expenditure on the new mRNA vaccine production facilities in Ningbo	23,503	25.66	0	23,503	On or before December 31, 2024

LETTER FROM THE BOARD

	Net proceeds allocated for related purposes (HK\$'000)	Percentage of total net proceeds (%)	Actual utilized amount of proceeds as of the Latest Practicable Date (HK\$'000)	Unutilized amount of proceeds as of the Latest Practicable Date (HK\$'000)	Expected timing for full utilization of the unutilized amount
(2) to fund the capital expenditure on construction of new production facilities by Rong'an Bio for serum free Vero cell human rabies vaccine, including:	8,557	9.34	0	8,557	
(i) equipment procurement	5,575	6.09	0	5,575	On or before December 31, 2023
(ii) plant decontamination and renovation, and equipment installation and testing	2,982	3.25	0	2,982	On or before December 31, 2023
5. To be invested in our sales and marketing activities	4,590	5.00	4,590	0	N/A
Total	91,610	100.00	7,824	83,786	-

Note: As of the Latest Practicable Date, the Group had decided to cease the plan to commercialize this candidate, which is a monovalent mRNA COVID-19 vaccine against the original strain of COVID-19. Nonetheless, the Group is obliged to pay certain expenses incurred during the clinical trial and obtaining relevant registration approvals.

The Company will continue to apply net proceeds from the Global Offering in the manner as set out in the section headed “Future Plans and Use of Proceeds” of the Prospectus.

If and to the extent that the net proceeds of the Global Offering are not immediately applied towards the above purposes, the Company will only deposit those net proceeds into short-term interest-bearing bank accounts at licensed commercial banks and/or other authorized financial institutions in Hong Kong and/or the PRC, as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or under other applicable laws of the PRC. The Company will make an appropriate announcement if there is any change to the above proposed use of proceeds.

Save as disclosed above, there were no other fund-raising activities involving issuance of equity securities of the Company in the 12 months preceding the date of this circular.

LETTER FROM THE BOARD

2. Resolution on the authorization to the Board and its delegated persons to deal with matters relating to the Proposed Issuance

A special resolution will be proposed at each of the EGM and the H Share Class Meeting to consider and approve the resolution on the authorization to the Board and its delegated persons to deal with matters relating to the Proposed Issuance.

The Board proposes to the EGM and Class Meetings to authorize the Board, which would in turn delegate the authority to specific persons (unless otherwise authorized by the Board, such persons being Mr. Yan ZHOU, chairman of the Board and chief executive officer, and Ms. Ling LIU, the secretary to the Board) to severally or jointly deal with matters relating to the Proposed Issuance, including but not limited to:

1. signing and submitting the applications, reports and other documents related to the Proposed Issuance to the relevant regulatory authorities, and completing requisite procedures to obtain approvals necessary or desirable to complete the Proposed Issuance;
2. subject to the limitations of the plan for the Proposed Issuance as approved at the EGM and Class Meetings, determining the specific plan for the Proposed Issuance, including but not limited to the determination of the number of Unlisted RMB Denominated Ordinary Shares to be issued, the subscribers, the final price, the issuance timing and method, the lock-up arrangements, the specific investment amount to be invested with the proceeds raised from the Proposed Issuance and other relevant matters, and making adjustments to the specific plan of the Proposed Issuance in accordance with the progress of the Proposed Issuance and requirements from regulatory authorities;
3. making corresponding adjustments to, suspend or terminate the Proposed Issuance in accordance with changes in relevant laws, regulations, normative documents, regulatory policies or market conditions, except for matters that are required to be re-voted at the Company's general meeting and class meetings pursuant to the requirements of relevant laws, regulations, normative documents and the Articles of Association;
4. negotiating and signing subscription agreement(s), ratifying any amendments to, execution of and termination of any such subscription agreement(s);
5. according to the actual needs of the Proposed Issuance, engaging and appointing legal advisers and other advisers in relation to the Proposed Issuance and signing the engagement agreements and other relevant legal documents;
6. approving the publication of announcements, circulars and notices in respect of the Proposed Issuance, including on the websites of the Stock Exchange and the Company, and submitting relevant forms, documents or other information to the Stock Exchange;

LETTER FROM THE BOARD

7. upon completion of the Proposed Issuance, increasing the registered capital of the Company and making corresponding amendments to the provisions in the Articles of Association in respect of the registered capital and shareholding structure of the Company, and completing the relevant approval formalities with the regulatory authorities and relevant formalities for change, registration and filing with the administrative authorities for market regulation and other relevant government departments (including the application for change of the company registration matters and update of business license, etc.); and
8. in accordance with relevant laws and regulations, executing, implementing and amending any other documents relevant to the Proposed Issuance and undertaking all other actions necessary or desirable to carry out the Proposed Issuance.

Proposed Amendments to Certain Provisions of the Articles of Association

In view of the changes in the registered capital and share capital structure of the Company upon completion of the Proposed Issuance, the Company will amend certain provisions of the Articles of Association currently in force (the “**Amendments to the Articles**”). Details are as follows:

Article No.	Before amendment ^{Note}	After amendment
Article 19	<p>After initial public offering of overseas listed foreign shares of the Company (assuming the Over-allotment Option is not exercised), the equity structure of the Company as at the Listing Date will be: 1,209,713,999 ordinary shares, including 718,888,888 Domestic Shares and 490,825,111 H Shares (including 481,111,111 overseas listed foreign shares converted from Domestic Shares).</p> <p>Before the offering of H Shares, the registered capital of the Company is RMB1,199,999,999.</p> <p>Upon completion of offering of the above H Shares (assuming the Over-allotment Option is not exercised), the registered capital of the Company as at the Listing Date will be RMB1,209,713,999.</p>	<p>After initial public offering of overseas listed foreign shares of the Company (assuming the Over-allotment Option is not exercised), †The equity structure of the Company as at the Listing Date will be is: 1,209,713,999 [●] ordinary shares, including 718,888,888 [●] Domestic Shares, [●] Unlisted Foreign Shares and 490,825,111-492,173,711 H Shares (including 481,111,111 overseas listed foreign shares converted from Domestic Shares).</p> <p>Before the offering of H Shares, the registered capital of the Company is RMB1,199,999,999.</p> <p>Upon completion of offering of the above H Shares (assuming the Over-allotment Option is not exercised), the registered capital of the Company as at the Listing Date will be RMB1,209,713,999. shares are all ordinary shares.</p>

Note: The contents before amendments are set out in the Articles of Association of the Company in force as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Amendments to the Articles are subject to the approval by the EGM and Class Meetings of the aforementioned special resolution in relation to relevant authorization for the Proposed Issuance and shall take effect from the date of completion of the Proposed Issuance. Prior to that, the existing Articles of Association of the Company shall remain valid.

III. THE EGM, CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND H SHARE CLASS MEETING

The EGM will be held at 9:00 a.m. on April 28, 2023 at 1/F, Huanqiu Meeting Room, Radisson Hotel Ningbo Beilun, No. 1288 Baoshan Road, Beilun District, Ningbo City, Zhejiang Province, the PRC by the Company. The Class Meeting for Holders of Domestic Shares will be held immediately after the conclusion of or adjourned meeting of the EGM at the same address. The H Share Class Meeting will be held immediately after the conclusion of or adjourned meeting of the Class Meeting for Holders of Domestic Shares at the same address. Notices convening the EGM and H Share Class Meeting are set out on pages 21 to 24 of this circular and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.aimbio.com>).

IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares of the Company will be closed from April 25, 2023 to April 28, 2023, both days inclusive, during which period no transfer of H Shares will be registered. To be eligible to attend and vote at the EGM and H Share Class Meeting, unregistered Shareholders shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on April 24, 2023 for registration.

V. PROXY ARRANGEMENT

The forms of proxy of the EGM and H Share Class Meeting are enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the EGM and H Share Class Meeting, you are required to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, the forms of proxy should be returned to the Company's H Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time fixed for holding the EGM and H Share Class Meeting (i.e. not later than 9:00 a.m. on April 27, 2023) or any adjourned meeting thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM and/or H Share Class Meeting or at any adjourned meeting should you so wish.

LETTER FROM THE BOARD

VI. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at the general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM and H Share Class Meeting will exercise his/her power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM and H Share Class Meeting.

To the best of the Directors' knowledge, information and belief, as of the date of this circular, none of the Shareholders are required to abstain from voting on the above resolutions at the EGM and H Share Class Meeting.

VII. RECOMMENDATION

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

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.

By order of the Board
AIM Vaccine Co., Ltd.
Mr. Yan ZHOU
Chairman of the Board,
executive Director and chief executive officer

Hong Kong, April 12, 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING



AIM Vaccine Co., Ltd. 艾美疫苗股份有限公司

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

(Stock Code: 06660)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 first extraordinary general meeting (the “EGM”) of AIM Vaccine Co., Ltd. (the “Company”) will be held at 9:00 a.m. on April 28, 2023 at 1/F, Huanqiu Meeting Room, Radisson Hotel Ningbo Beilun, No. 1288 Baoshan Road, Beilun District, Ningbo City, Zhejiang Province, the People’s Republic of China for the following purposes:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the Proposed Issuance;
2. To consider and approve the resolution on the authorization to the Board and its delegated persons to deal with matters relating to the Proposed Issuance; and
3. To consider and approve the resolution on the change of the Company’s registered capital and corresponding amendments to the Articles of Association.

By order of the Board
AIM Vaccine Co., Ltd.
Mr. Yan ZHOU
Chairman of the Board,
executive Director and chief executive officer

Hong Kong, April 12, 2023

NOTICE OF 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 <https://www.aimbio.com> and Hong Kong Exchanges and Clearing 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 needs 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, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), at least 24 hours before the EGM (i.e. before 9:00 a.m. on April 27, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from April 25, 2023 to April 28, 2023, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the H Shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on April 24, 2023 for registration.
5. In case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A Shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. Contact information of the meeting:

The Office of the Board of AIM Vaccine Co., Ltd.
Address: Room 218, 2/F, Xinghai Building, 16 Yingshun Road, Yinghai Town, Daxing District, Beijing
Postal code: 100000
Phone: +86 10-8595 0621
Email: aim.securities@aimbio.com
9. Further details of the resolutions are set out in the circular of the Company dated April 12, 2023. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.
10. References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Yan ZHOU, Mr. Wen GUAN and Mr. Shaojun JIA as executive directors; Mr. Jie ZHOU, Mr. Xin ZHOU, Mr. Jichen ZHAO and Ms. Aijun WANG as non-executive directors; and Professor Ker Wei PEI, Mr. Xiaoguang GUO, Ms. Jie WEN and Mr. Hui OUYANG as independent non-executive directors.

NOTICE OF H SHARE CLASS MEETING



AIM Vaccine Co., Ltd. 艾美疫苗股份有限公司

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

(Stock Code: 06660)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 first H share class meeting (the “**H Share Class Meeting**”) of AIM Vaccine Co., Ltd. (the “**Company**”) will be held on April 28, 2023, immediately after the conclusion or any adjourned meeting of the 2023 first extraordinary general meeting and the 2023 first class meeting for holders of domestic shares of the Company at 1/F, Huanqiu Meeting Room, Radisson Hotel Ningbo Beilun, No. 1288 Baoshan Road, Beilun District, Ningbo City, Zhejiang Province, the People’s Republic of China for the following purposes:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the Proposed Issuance;
2. To consider and approve the resolution on the authorization to the Board and its delegated persons to deal with matters relating to the Proposed Issuance; and
3. To consider and approve the resolution on the change of the Company’s registered capital and corresponding amendments to the Articles of Association.

By order of the Board
AIM Vaccine Co., Ltd.
Mr. Yan ZHOU
Chairman of the Board,
executive Director and chief executive officer

Hong Kong, April 12, 2023

NOTICE OF H SHARE CLASS MEETING

Notes:

1. All resolutions at the H Share Class Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at <https://www.aimbio.com> and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the H Share Class Meeting.
2. Any Shareholder entitled to attend and vote at the H Share Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs 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, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, at least 24 hours before the H Share Class Meeting (i.e. before 9:00 a.m. on April 27, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the H Share Class Meeting or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H Shares who are entitled to attend the H Share Class Meeting, the H Share register of members of the Company will be closed from April 25, 2023 to April 28, 2023, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the H Share Class Meeting, unregistered holders of the H Shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on April 24, 2023 for registration.
5. In case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A Shareholder or his/her proxy should produce proof of identity when attending the H Share Class Meeting.
8. Contact information of the meeting:

The Office of the Board of AIM Vaccine Co., Ltd.
Address: Room 218, 2/F, Xinghai Building, 16 Yingshun Road, Yinghai Town, Daxing District, Beijing
Postal code: 100000
Phone: +86 10-8595 0621
Email: aim.securities@aimbio.com
9. Further details of the resolutions are set out in the circular of the Company dated April 12, 2023. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.
10. References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Yan ZHOU, Mr. Wen GUAN and Mr. Shaojun JIA as executive directors; Mr. Jie ZHOU, Mr. Xin ZHOU, Mr. Jichen ZHAO and Ms. Aijun WANG as non-executive directors; and Professor Ker Wei PEI, Mr. Xiaoguang GUO, Ms. Jie WEN and Mr. Hui OUYANG as independent non-executive directors.