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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of the shareholders of Akeso, Inc. (the “**Company**”) will be held at No. 6, Shennong Road, Torch Development Zone, Zhongshan, China on Friday, May 19, 2023 at 2 p.m. to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated May 3, 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the RMB Share Issue and the Specific Mandate:

“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorized and granted the Specific Mandate to allot, issue and deal with up to 148,421,854 RMB Shares (assuming no Over-Allotment Option is exercised) or no more than 170,685,132 RMB Shares (assuming the Over-Allotment Option is exercised in full) as may be issued under the RMB Share Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the RMB Share Issue and the Specific Mandate” in the Circular).”
2. To consider and approve the authorization to the Board and its authorized person(s) to exercise full powers to deal with matters relating to the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorization to the Board and its authorized person(s) to Exercise Full Powers to Deal with Matters Relating to the RMB Share Issue” in the Circular).
3. To consider and approve the plan for distribution of profits accumulated before the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the RMB Share Issue” in the Circular).

4. To consider and approve the plan for stabilization of the price of the RMB Shares for the three years after the RMB Share Issue in the form as set forth in Appendix I to the Circular.
5. To consider and approve the dividend return plan for the coming three years after the RMB Share Issue in the form as set forth in Appendix II to the Circular.
6. To consider and approve the use of proceeds from the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the RMB Share Issue” in the Circular) subject to any adjustment to be made to the actual amount of proceeds used in each of the projects based on the final approval of the Board (or its authorized person(s)) as stated in the final prospectus to be issued in relation to the RMB Share Issue.
7. To consider and approve the remedial measures for the dilution of immediate returns by the RMB Share Issue in the form as set forth in Appendix III to the Circular.
8. To consider and approve the undertakings and the corresponding binding measures in connection with the RMB Share Issue in the form as set forth in Appendix IV to the Circular.
9. To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the STAR Market.
10. To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VII to the Circular which will become effective on the date of the listing of the RMB Shares on the STAR Market.
11. To authorise any one or more of the Director(s) or officer of the Company to carry out and take, and to do all actions and things necessary and to sign and execute all necessary documents or agreements, and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the ordinary resolutions above.

Special Resolutions

12. To consider and approve (i) the Proposed Amendments to the Current Articles of Association, details of which are set out in Appendix V-A to the Circular; (ii) the adoption of the Amended Articles of Association which contains all the Proposed Amendments to the Current Articles of Association (a copy of which has been proposed at this EGM and marked “A” and initialed by the chairman of the EGM) in substitution for and to the exclusion of the current articles of association of the Company with immediate effect; and (iii) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to this special resolution;

13. To consider and approve, subject to and conditional upon the passing of ordinary resolution numbered “1” above, (i) the Proposed Amendments to the Articles of Association for the RMB Share Issue, details of which are set out in Appendix V-B to the Circular; (ii) the adoption of the Amended Articles of Association which contains all the Proposed Amendments to the Current Articles of Association and the Proposed Amendments to the Articles of Association for the RMB Share Issue (a copy of which has been proposed at the EGM and marked “B” and initialed by the chairman of the EGM) in substitution for and to the exclusion of the then existing articles of association of the Company with effect from the date of listing of the RMB Shares on the STAR Market; and (iii) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to this special resolution.

* *For the avoidance of doubt, given that the proposed RMB Share Issue is conditional upon, among other things, necessary regulatory approvals, there is no assurance that it will proceed as planned or at all. Therefore, despite that the Shareholders will consider and, if thought fit, approve the adoption of both versions of the Amended Articles of Association, only the Amended Articles of Association which contains all the Proposed Amendments to the Current Articles of Association will become effective at the time immediately following the EGM. The effect of the Shareholders considering, and if thought fit, approving, both versions of the Amended Articles of Association is that, with effect from the date of listing of the RMB Shares on the STAR Market, the Amended Articles of Association incorporating and consolidating all the Proposed Amendments to the Current Articles of Association and the Proposed Amendments to the Articles of Association for the RMB Share Issue will become effective.*

By order of the Board
Akeso, Inc.
Dr. XIA Yu
Chairwoman and executive director

Hong Kong, May 3, 2023

Notes:

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at this meeting or its adjournment is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the above meeting, 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 be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, May 16, 2023 to Friday, May 19, 2023, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, May 15, 2023.

4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting or the adjourned meeting (as the case may be).
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Voting for the resolution set out in the notice will be taking by poll.
7. As at the date of this notice, the Board of the Company comprises Dr. XIA Yu as chairwoman and executive director, Dr. Li Baiyong, Dr. Wang Zhongmin Maxwell and Mr. Xia Yu (Ph.D.) as executive directors, Dr. Zhou Yi and Mr. Xie Ronggang as non-executive directors, and Dr. Zeng Junwen, Dr. Xu Yan and Mr. Tan Bo as independent non-executive directors.
8. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time and remains in force 2 hours before the time of the meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company (www.akesobio.com) and on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises Dr. XIA Yu as chairwoman and executive director, Dr. LI Baiyong, Dr. WANG Zhongmin Maxwell and Mr. XIA Yu (Ph.D.) as executive directors, Dr. ZHOU Yi and Mr. XIE Ronggang as non-executive directors, and Dr. ZENG Junwen, Dr. XU Yan and Mr. TAN Bo as independent non-executive directors.