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If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CanSino Biologics Inc., you should at once hand this circular together with the 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.

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

CanSino Biologics Inc. 康希諾生物股份公司

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

(Stock code: 6185)

- (1) ELECTION OF NON-EXECUTIVE DIRECTOR OF THIRD SESSION OF BOARD OF DIRECTORS**
 - (2) 2023 REPORT OF THE BOARD OF DIRECTORS**
 - (3) 2023 REPORT OF THE BOARD OF SUPERVISORS**
 - (4) 2023 ANNUAL REPORT AND ITS ABSTRACT**
 - (5) 2023 FINANCIAL ACCOUNTS REPORT AND 2023 FINANCIAL AUDIT REPORT**
 - (6) 2023 PROFIT DISTRIBUTION PLAN**
 - (7) PROPOSED AMENDMENTS TO SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE THREE YEARS (2023-2025)**
 - (8) RE-APPOINTMENT OF AUDITORS AND INTERNAL CONTROL AUDIT AGENCY**
 - (9) GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES**
 - (10) GENERAL MANDATE TO ISSUE A SHARES UNDER SIMPLIFIED PROCEDURE**
 - (11) GENERAL MANDATE TO REPURCHASE A SHARES AND/OR H SHARES**
 - (12) PROPOSED AUTHORIZATION FOR ISSUE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS**
 - (13) PROPOSED INCREASE AND/OR RENEWAL OF BANK CREDIT LINE FOR THE YEAR OF 2024**
 - (14) PROPOSAL OF THE UNCOVERED DEFICIT AMOUNTING TO ONE-THIRD OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY**
- AND**
NOTICE OF 2023 ANNUAL GENERAL MEETING
-

The AGM of CanSino Biologics Inc. will be held at 1:30 p.m. on Thursday, June 27, 2024 at No. 1, Yuebin Hall, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, the PRC. Notice convening the AGM of CanSino Biologics Inc. is set out in this circular. The corresponding form of proxy for use at the AGM is also enclosed and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cansinotech.com).

Shareholders who intend to appoint a proxy to attend the AGM 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 convening the AGM (i.e. not later than 1:30 p.m. on Wednesday, June 26, 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM.

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

June 5, 2024

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DEFINITIONS

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

“A Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each and listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and traded in RMB
“A Share Offering”	the Company’s initial public offering and listing of the A Shares on the Sci-Tech Innovation Board of the Shanghai Stock Exchange on August 13, 2020
“A Shareholder(s)”	holders of A Shares of the Company
“AGM” or “Annual General Meeting”	the 2023 annual general meeting of the Company to be held at 1:30 p.m. on Thursday, June 27, 2024 at No. 1, Yuebin Hall, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, the PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	CanSino Biologics Inc. (康希諾生物股份公司), a joint stock company incorporated in the PRC with limited liability on February 13, 2017, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6185) and the A Shares of which are listed on Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688185)
“Company Law”	the Company Law of the PRC, as amended from time to time
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules and unless the context requires otherwise, refers to Dr. Xuefeng YU, Dr. Tao ZHU, Dr. Dongxu QIU and Dr. Helen Huihua MAO
“CSRC”	China Securities Regulatory Commission

DEFINITIONS

“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to be granted to the Board to issue, allot and deal with additional A Shares and/or H Shares (including any sale or transfer of Treasury H Shares of the Company) or similar rights not exceeding 20% of the total number of Shares (excluding Treasury H Shares, if any), in issue on the date of passing the proposed resolution, subject to the conditions set out in the resolution proposed at the AGM
“General Mandate under Simplified Procedure”	a general mandate to be granted to the Board to handle relevant matters in relation to the issue of A Shares to specific targets under simplified procedure, subject to the conditions set out in the resolution proposed at the AGM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holders of H Shares of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 31, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Repurchase Mandate”	a general mandate to be granted to the Board to repurchase A Shares and/or H Shares not exceeding 10% of the total number of Shares (excluding Treasury H Shares, if any)
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the PRC, as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Simplified Procedure”	the simplified procedure for the issue of A Shares implemented by the STAR Market of the Shanghai Stock Exchange
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	shall have the same meaning as set out in the Listing Rules which will come into effect on June 11, 2024 and as amended from time to time
“Treasury H Shares”	H Shares held as treasury shares
“%”	per cent

In this circular, unless the context otherwise requires, any reference to the singular includes the plural and vice versa and any reference to a gender includes a reference to the other gender and the neuter. Further, certain amounts and percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain paragraphs and tables in this circular may not be an arithmetic aggregation of the figures preceding them.

LETTER FROM THE BOARD

CanSino Biologics Inc. 康希諾生物股份公司

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

(Stock code: 6185)

Executive Directors:

Dr. Xuefeng YU
Dr. Shou Bai CHAO
Ms. Jing WANG (王靖)

Independent Non-executive Directors:

Mr. Shuifa GUI (桂水發)
Mr. Jianzhong LIU (劉建忠)
Mr. Yiu Leung Andy CHEUNG (張耀梁)

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in the PRC:*

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Room 1901, 19/F
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Causeway Bay
Hong Kong

June 5, 2024

To the Shareholders

Dear Sir/Madam,

- (1) ELECTION OF NON-EXECUTIVE DIRECTOR OF THIRD SESSION OF BOARD OF DIRECTORS
- (2) 2023 REPORT OF THE BOARD OF DIRECTORS
- (3) 2023 REPORT OF THE BOARD OF SUPERVISORS
- (4) 2023 ANNUAL REPORT AND ITS ABSTRACT
- (5) 2023 FINANCIAL ACCOUNTS REPORT AND 2023 FINANCIAL AUDIT REPORT
- (6) 2023 PROFIT DISTRIBUTION PLAN
- (7) PROPOSED AMENDMENTS TO SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE THREE YEARS (2023-2025)
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- (12) PROPOSED AUTHORIZATION FOR ISSUE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS
- (13) PROPOSED INCREASE AND/OR RENEWAL OF BANK CREDIT LINE FOR THE YEAR OF 2024
- (14) PROPOSAL OF THE UNCOVERED DEFICIT AMOUNTING TO ONE-THIRD OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM 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 AGM.

LETTER FROM THE BOARD

The following ordinary resolutions will be proposed at the AGM for the Shareholders to consider, and if thought fit, to approve:

- (1) the election of Mr. Chi Shing LI (“**Mr. Li**”) as a non-executive Director of the third session of the Board of Directors (the “**Election of Non-executive Director**”);
- (2) the working report of the Board of Directors for the year of 2023 (the “**2023 Report of the Board of Directors**”);
- (3) the working report of the Board of Supervisors for the year of 2023 (the “**2023 Report of the Board of Supervisors**”);
- (4) the annual report of the Group for the year of 2023 (the “**2023 Annual Report**”) and its abstract;
- (5) the financial accounts report of the Group for the year of 2023 (the “**2023 Financial Accounts Report**”) and the financial audit report of the Group for the year of 2023 (the “**2023 Financial Audit Report**”);
- (6) the profit distribution plan of the Company for the year of 2023 (the “**2023 profit distribution plan**”);
- (7) the re-appointment of auditors and internal control audit agency of the Company for the year of 2024;
- (8) the proposed increase and/or renewal of bank credit line for the year of 2024; and
- (9) the proposal on the uncovered deficit amounting to one-third of the total paid-up share capital of the Company.

At the AGM, special resolutions will be proposed to approve the following:

- (10) the proposed amendments to the shareholders’ dividend and return plan of the Company for the three years (2023-2025) (the “**Shareholders’ Dividend and Return Plan**”);
- (11) the General Mandate;
- (12) the General Mandate under Simplified Procedure;
- (13) the Repurchase Mandate; and
- (14) the proposed authorization for issue of onshore and offshore debt financing instruments.

LETTER FROM THE BOARD

II. DETAILS OF THE RESOLUTIONS

Ordinary Resolutions

(1) Election of Non-executive Director

Reference is made to the announcement of the Company dated May 31, 2024 in relation to, among other things, the Election of Non-executive Director.

The biographical details of Mr. Li are set out below:

Chi Shing LI (李志成), aged 67, joined Qiming Venture Partners in 2024 and currently served as a venture partner. He previously worked for CSL Behring Asia Pacific Limited, where he served as a senior vice president and general manager from 2022 to 2024, and vice president and general manager from 2015 to 2022. He was the chief executive officer of Quality Healthcare Medical Services Limited from 2012 to 2015. Prior to that, he was the vice president of Asia Pacific and International region at Cephalon Inc. successively. He spent eight years, from 1997 to 2005, with Merck, where he served as the regional director of Asia North, with responsibility for leading operations in China, Hong Kong, Korea and Taiwan, vice president for Asia as well as president for China and Hong Kong. He served as the commercial director of Abbott Laboratories Taiwan Limited in 1996. From 1980 to 1995, he held various positions at Eli Lilly and Company including Human Resources and training manager of the South East Asia region and director of pharmaceutical marketing in Taiwan and China.

Mr. Li has been a senior advisor in TE Healthcare Advisory Pte Ltd and a director of Hong Kong Integrated Oncology Centre since 2022. He was an independent non-executive director of JW (Cayman) Therapeutics Co. Ltd (a company listed on the Hong Kong Stock Exchange, stock code: 2126) from 2020 to 2022, chairman of the board of CSL Behring Asia Pacific Limited from 2015 to 2023. He was a member of the Steering Committee on Electronic Health Record Sharing established by the Secretary for Food and Health of Hong Kong and facilitated the commencement of the operation of the record sharing system from 2013 to 2015. He was member of professional services advisory committee of Hong Kong Trade Development Council from 2012 to 2015.

Mr. Li obtained his diploma in chemistry from Hong Kong Baptist University in November 1980 in Hong Kong. He achieved a master of business administration degree from the University of East Asia in Macau in September 1986. He achieved his post-graduate diploma in management consulting from the University of Hong Kong in October 2006 in Hong Kong.

Mr. Li meets the qualification requirements to serve as a director as stipulated in relevant laws, regulations and the Articles of Association. Mr. Li's term of office shall commence from the date of approval at the AGM by adopting cumulative voting system until the expiry of the term of the third session of the Board. Pursuant to the Articles of Association, he shall be eligible for re-election upon the expiry of his term of office. The Company will enter into a service contract with Mr. Li upon approval at the annual general meeting. As a non-executive Director, Mr. Li will not receive any director's fee or remuneration from the Company.

LETTER FROM THE BOARD

As of the Latest Practicable Date and as far as the Board is aware, save as disclosed above, Mr. Li has confirmed that (i) he does not hold directorship in other listed companies for the past three years, has no any other major appointment and professional qualifications nor any position in the Group for the last three years; (ii) he does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (iii) he does not have any interest in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Li has not been subject to any penalty or punishment imposed by the China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Mr. Li has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and approve the Election of Non-executive Director by adopting cumulative voting system.

(2) 2023 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Directors, the full text of which is set out in the 2023 Annual Report.

(3) 2023 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Supervisors, the full text of which is set out in the 2023 Annual Report.

(4) 2023 Annual Report and its abstract

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Annual Report and its abstract. The 2023 Annual Report and its abstract are set out and published on the websites of each of the Hong Kong Stock Exchange (www.hkexnews.hk), the Shanghai Stock Exchange (www.sse.com.cn) and the Company (www.cansinotech.com).

(5) 2023 Financial Accounts Report and 2023 Financial Audit Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Financial Accounts Report and 2023 Financial Audit Report, the contents of which are set out in the 2023 Annual Report.

(6) 2023 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Profit Distribution Plan. According to the audit work by Deloitte Touche Tohmatsu Certified Public Accountants LLP, the Company recorded the net profit attributable to the owners of the parent company of RMB-1,482,732,319.40 in 2023 and recorded the undistributed profit of RMB-1,558,413,857.61 at the end of the year of 2023. Based on the Company's financial condition and actual situation of the business development, in order to better safeguard the long-term interests of all Shareholders and ensure the Company's sustainable development and funding needs, the Company proposes not to make profit distribution or convert the capital reserve to increase the registered capital in 2023.

LETTER FROM THE BOARD

(7) Re-appointment of auditors and internal control audit agency of the Company for the year of 2024

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the domestic auditor and internal control audit agency and Deloitte Touche Tohmatsu as the international auditor of the Company for the year of 2024, respectively, for a term commencing from the date of approval at the AGM until the conclusion of the 2024 annual general meeting of the Company, and authorize the chairman of the Board to implement matters relating to the engagement and determine the specific matters, including but not limited to their remunerations with reference to the specific workload and present market level, in relation to such appointment.

The above proposal on the re-appointment of domestic and international auditors and internal control audit agency of the Company for the year of 2024 was considered and approved at the meeting of the Board held on March 27, 2024.

(8) Proposed increase and/or renewal of bank credit line for the year of 2024

An ordinary resolution will be proposed at the AGM to consider and approve the increase and/or renewal of the bank credit line for the Group to borrow from banks and other financial institutions up to an aggregate amount of RMB6.6 billion or the equivalent in other foreign currencies (including original credit line and increased credit line) according to demands of operations of the Company. The final credit line will be subject to the approval of the banks and/or other financial institutions. The amount of borrowing will be determined based on the actual funding needs of the Company. Such credit line may include, among others, non-current capital loans, working capital loans, bank acceptance bills, medium and long-term loans, letters of credit, letters of guarantee, offshore loans guaranteed by onshore entities, and onshore loans guaranteed by offshore entities. The increased and renewed credit line shall be effective upon (i) approval of the AGM; and (ii) approval of the relevant banks and financial institutions.

In addition, it is proposed to the AGM to authorize the Board and its delegates, namely, the chief executive officer and person in charge of accounting affairs of the Company to handle the specific matters in relation to the credit line individually or jointly.

(9) Proposal on the uncovered deficit amounting to one-third of the total paid-up share capital of the Company

An ordinary resolution will be proposed at the AGM to consider and approve the proposal on the uncovered deficit amounting to one-third of the total paid-up share capital of the Company.

According to the audit by Deloitte Touche Tohmatsu Certified Public Accountants LLP, the Company's accumulated undistributed profits amounted to RMB-1,558,413,857.61, and the Company's total share capital amounted to RMB247,449,899 as of December 31, 2023. The Company's uncovered deficit reached one-third of the total paid-up share capital. Pursuant to the relevant provisions of the Company Law and the Articles of Association, when the Company's uncovered deficit reaches one-third of the total paid-in share capital, a general meeting of shareholders should be convened for deliberation.

LETTER FROM THE BOARD

Special Resolutions

(10) Proposed amendments to the Shareholders' Dividend and Return Plan

A special resolution will be proposed at the AGM to consider and approve the amendments to the Shareholders' Dividend and Return Plan. After fully considering the Company's development status, profit scale, cash flow situation and current fund demand, the Company formulated the Shareholders' Dividend and Return Plan, which was considered and approved at the 2022 annual general meeting of the Company held on June 30, 2023.

Pursuant to the Company Law, the Securities Law, the "Notice on Further Implementing Cash Dividends for Listed Companies" (SFC [2012] No. 37), the "Guidelines for the Supervision of Listed Companies No. 3 – Cash Dividends for Listed Companies (Revised in 2023)" (CSRC Announcement No. 61 (2023)), and relevant laws, regulations and regulatory documents, as well as the Articles of Association, the Board has amended the Shareholders' Dividend and Return Plan after fully considering the Company's actual operating conditions and future development need, which was considered and approved by the second meeting of the third Session of the Board of Directors held on March 27, 2024, the full text of which is set out in the Appendix I to this circular.

(11) The General Mandate

A special resolution will be proposed at the AGM to consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional A Shares and/or H Shares (including any sale or transfer of Treasury H Shares of the Company) or similar rights not exceeding 20% of the total number of the Shares (excluding Treasury H Shares, if any) in issue as of the date of adopting of the proposed resolution, and to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional Shares pursuant to the General Mandate and authorize the management of the Company to comply with the relevant procedures in accordance with domestic and overseas requirements. Details of the matters are set out as follows:

- (a) subject to paragraph (d) and in accordance with the relevant requirements of the listing rules of the stock exchanges where the Shares are listed, the Articles of Association and relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional A Shares and/or H Shares (including any sale or transfer of Treasury H Shares of the Company) and to make or grant offers, agreements, options and rights of exchange or conversion which might be required for the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Board to make and implement specific issuance plans under the General Mandate, including but not limited to deciding the class of Shares to be issued, pricing policy and/or offer/conversion/exercise price (including price range), method of issuance, issue size, target subscribers, use of proceeds, schedule and period of issuance, and whether to issue Shares to existing Shareholders;

LETTER FROM THE BOARD

- (c) the approval in paragraph (a) above shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period, and to engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, agreements, documents or other matters necessary, appropriate or required for share issuance;
- (d) the total number of A Shares and/or H Shares allotted, issued or dealt with (including any sale or transfer of Treasury H Shares of the Company) or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether by an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the total number of Shares (excluding Treasury H Shares, if any) in issue as of the date of passing this proposed resolution;
- (e) the approval in paragraph (a) above shall authorize the Board to review, approve and execute on behalf of the Company any documents in relation to the issue of Shares and make submissions to the relevant regulatory authorities, and to perform relevant approval procedures and make required filings and registrations with regulatory authorities in accordance with the relevant laws and regulations;
- (f) the Board will only exercise the above powers in accordance with the Company law and the relevant listing rules of the stock exchanges where the Shares are listed and when all necessary approvals from the CSRC and/or other relevant PRC government departments are obtained; and
- (g) for the purpose of this proposal:

“Relevant Period” means the period from the date of passing this proposed resolution at the AGM until earliest of:

- (a) the conclusion of the 2024 annual general meeting of the Company;
- (b) the expiration of the period within which the 2024 annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;
or
- (c) the date of revocation or variation of the authority given under this proposal by a special resolution by the Shareholders at a general meeting.

As of the Latest Practicable Date, the issued share capital of the Company comprised 247,449,899 Shares. Subject to the adoption of the resolution related to the granting of the General Mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 49,489,979 Shares in accordance with the General Mandate and the relevant laws and regulations.

LETTER FROM THE BOARD

(12) The General Mandate under Simplified Procedure

A special resolution will be proposed at the AGM to consider and approve the granting of the General Mandate under Simplified Procedure to the Board to handle relevant matters in relation to the issue of A Shares, the amount of which shall not exceed RMB300 million and 20% of net assets at the end of the most recent financial year to specific targets under Simplified Procedure in accordance with relevant laws and regulations. The General Mandate under Simplified Procedure shall be valid from the date of passing this proposed resolution at the AGM until the date of the conclusion of the 2024 annual general meeting of the Company. Further details of the General Mandate under Simplified Procedure are set out in Appendix II to this circular.

(13) The Repurchase Mandate

In order to preserve the value of the Company and the interests of its Shareholders and to afford the Company the flexibility to repurchase Shares when and if appropriate, special resolutions will be proposed at the AGM to consider and approve the grant of the Repurchase Mandate to the Board of Directors to repurchase A Shares and/or H Shares with its own funds on the Shanghai Stock Exchange and the Hong Kong Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury H Shares, if any) as of the date of adopting this proposed resolution at the AGM.

The Board wishes to state that it has no immediate concrete plan to repurchase any H Shares or A Shares. Pursuant to Rule 10.06(5) of the Hong Kong Listing Rules, the listing of all H Shares which are repurchased by the Company (whether on exchange or otherwise) shall be cancelled upon repurchase. The Board notes that with effect from June 11, 2024, the Listing Rules will be amended to remove the requirements to cancel repurchased shares and to adopt a framework to govern the resale of Treasury H Shares. In view of the changes to the Listing Rules, if the Company repurchases any H Shares pursuant to the H Shares Repurchase Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital in compliance with the applicable laws and regulations; and/or (ii) hold such H Shares as Treasury H Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any Treasury H Shares, any sale or transfer of Treasury H Shares will be made pursuant to the terms of the General Mandate to issue Shares of the Company as set out in paragraph (11) above and in accordance with the Listing Rules and applicable laws and regulations of the PRC.

Further details of the special resolution to be passed with respect to the grant of Repurchase Mandate are set out in Appendix III to this circular. An explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of Repurchase Mandate is set out in Appendix IV to this circular.

(14) Proposed authorization for issue of onshore and offshore debt financing instruments

A special resolution will be proposed at the AGM to consider and approve the grant of authorization for issue of onshore and offshore debt financing instruments to the Board. Details of the aforesaid proposed resolution are set out in Appendix V to this circular.

LETTER FROM THE BOARD

III. THE AGM

The AGM will be held at 1:30 p.m. on Thursday, June 27, 2024 at No. 1, Yuebin Hall, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, the PRC. Notice convening the AGM is set out on pages N-1 to N-4 of this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cansinotech.com).

IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Wednesday, June 26, 2024 to Thursday, June 27, 2024, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the forthcoming AGM to be held on Thursday, June 27, 2024.

To be eligible to attend and vote at the AGM, all properly completed transfer documents accompanied by the relevant share certificate(s) 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 no later than 4:30 p.m. on Tuesday, June 25, 2024 for registration.

V. PROXY ARRANGEMENT

The form of proxy of the AGM is enclosed and published on the websites of the Hong Kong Stock Exchange and the Company.

If you intend to appoint a proxy to attend the AGM, 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 AGM (i.e. not later than 1:30 p.m. on Wednesday, June 26, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

VI. VOTING BY POLL

Any vote of Shareholders at the AGM must be taken by poll except where the chairman of the AGM, 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, among which, the cumulative voting system will be adopted for the voting of Resolution No. 1 (To consider and approve the election of non-executive Director of the third session of the Board of Directors), and the one-share-one-vote system will be used for all the remaining resolutions. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting on the above resolutions at the AGM.

LETTER FROM THE BOARD

VII. RECOMMENDATION

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

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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
CanSino Biologics Inc.
Xuefeng YU
Chairman

According to the relevant requirements and regulations including the Notice on Further Implementation of Matters Related to Cash Dividend Distribution by Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》) and Regulatory Guidelines for Listed Companies No. 3 – Distribution of Dividends in Cash by Listed Companies (《上市公司監管指引第3號 – 上市公司現金分紅》) issued by the China Securities Regulatory Commission, and Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 – Standardized Operation (Revised December 2023) (《上海證券交易所上市公司自律監管指引第1號 – 規範運作(2023年12月修訂)》) issued by the Shanghai Stock Exchange, to clarify the Company's plan for providing reasonable investment returns to Shareholders, optimize the cash dividend policy, improve the transparency and operability of decision-making on profit distribution and facilitate supervision of the Company's operations and profit distribution by Shareholders, the Company has formulated the "Dividend Distribution Plan for the Shareholders for the Next Three Years (2023 to 2025) of CanSino Biologics Inc." (this "Plan"), the details of which are set out below:

I. FACTORS CONSIDERED BY THE COMPANY IN FORMULATING THIS PLAN

The Company focuses on its long-term and sustainable development. In formulating this Plan, the Company took into consideration a range of factors, including its actual operation, future profitability, business development plans, cash flow, Shareholders' return, costs of social capital and external financing conditions, and made specific institutional arrangements for its profit distribution on the basis of maintaining a balance between Shareholders' reasonable investment return and the Company's sustainable development to ensure the continuity and sustainability of the profit distribution policy and the Company's capabilities to operate in a lasting, sustainable and healthy manner.

II. PRINCIPLES FOLLOWED BY THE COMPANY IN FORMULATING THIS PLAN

- (1) Strictly implement the basic profit distribution principles of the Company stipulated in the Articles of Association;
- (2) Fully consider and listen to the opinions of the Shareholders, especially minority Shareholders;
- (3) Properly manage the relationship between short-term benefits and long-term development and prevent the Company's profit distribution from impairing its ability to operate sustainably;
- (4) Adhere to cash-focused dividend distribution, value reasonable investment return to investors, ensure the continuity and stability of profit distribution and comply with the relevant requirements of laws and regulations.

III. PROTECTION OF SHAREHOLDERS' INTERESTS

- (1) The profit distribution proposal of the Company shall be proposed and formulated by the management and the Board based on the requirements of the Articles of Association, profitability, capital requirements and Shareholders' return plan, then submitted for consideration and approval at a general meeting after consideration and approval by the Board.

- (2) In considering the specific plans for distribution of cash dividends, the Board shall carefully study and demonstrate the timing, conditions and minimum proportion, conditions for adjustment and requirements for decision-making procedures in respect of the Company's distribution of cash dividends. The proposal shall be approved by voting by more than half of all Directors. Independent Directors shall be entitled to express their independent opinions if they consider that specific plans for cash dividends may jeopardize the interests of the Company or minority Shareholders. If the Board does not adopt or fully adopt the opinion of independent Directors, it shall record such opinion and the specific reasons for non-adoption in the resolution of the Board and disclose the same. Where the Company generates profits in a year, but no profit distribution proposal including cash dividends is made by the Board for the year, the Company shall also disclose the reasons thereof and the intended use and arrangement of the Company's retained capital.
- (3) In considering the specific plans for distribution of cash dividends at a general meeting, the Company shall listen to the opinions and requests from the Shareholders, especially minority Shareholders and respond to their concerns in a timely manner by communicating with them through various channels (including but not limited to providing online voting, inviting minority Shareholders to attend the meeting, telephone, email, investors' relations management and interactivity platform etc.). The distribution proposal shall be passed by more than half of the voting rights held by Shareholders or their proxies present at the general meeting.
- (4) The Company shall demonstrate with prudence the adjustments to the profit distribution policy depending on changes in actual conditions, including production operations, capital requirements and long-term development. The adjusted profit distribution policy shall uphold the principle of protecting Shareholders' interests and shall not violate the requirements under relevant laws, regulations and regulatory documents. The resolutions on adjustments to the profit distribution policy shall be submitted for approval at a general meeting upon consideration by the Board and passed by more than two-thirds of the voting rights held by Shareholders present at the general meeting. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at the general meeting.
- (5) The Board of Supervisors shall monitor the implementation of the Company's profit distribution policy and Shareholders' return plan by the Board and the management, as well as the fulfillment of corresponding decision-making procedures and information disclosure requirements.
- (6) The Company shall disclose the details of the formulation and implementation of the profit distribution plan and the cash dividend policy in its annual report in strict compliance with relevant requirements, and specify the following matters:
 - (i) Whether the requirements of the Articles of Association or the proposals passed at the general meeting have been complied with;
 - (ii) Whether the criteria and proportions of dividend distribution are specific and clear;

- (iii) Whether the relevant decision-making procedures and systems are adequate;
- (iv) The Company shall disclose the specific reasons and the next steps to be taken to enhance the level of investor returns if the Company has not made cash dividends;
- (v) Whether there are opportunities for minority Shareholders to fully express their opinions and requests, and whether their legal interests are sufficiently protected.

In the event of any adjustment or change to the cash dividend policy, detailed explanations shall be provided on whether the conditions and procedures for adjustments or changes to the policy are compliant and transparent.

- (7) After the profit distribution plan has been resolved at a general meeting of the Company, or after the Board has formulated a specific plan based on the conditions and upper limit of the next year's interim dividend approved by the annual general meeting, the Company shall complete the dividend (or share) distribution within two months.

IV. DETAILS OF THE SHAREHOLDERS' RETURN PLAN OF THE COMPANY FOR THE NEXT THREE YEARS

- (1) Provided that the conditions of profit distribution are satisfied, the Company may distribute dividends in cash, shares, a combination of cash and shares or by other ways permitted under laws and regulations, and shall give priority to cash dividends over share dividends. The Company shall determine the specific distribution proportions in accordance with the amount of distributable profit and the amount of capital surplus that can be utilized under the Company's consolidated financial statements or the financial statements of the parent company, whichever is lower.
- (2) All the following conditions shall be satisfied when the Company implements cash dividends:
 - (i) The distributable profit (i.e., the Company's profit after tax after making up for losses and withdrawing reserves) for the year realized by the Company is positive;
 - (ii) Cash dividends shall not exceed the accumulated distributable profit of the Company;
 - (iii) The audit institution has issued a standard audit report with unqualified opinions on the financial report of the Company for the financial year;
 - (iv) The Company has no significant investment plan or significant cash expenditure or such other events (excluding fund-raising projects).

Significant investment plan or significant cash expenditure refers to: the proposed external investment, acquisition of assets or purchase of equipment by the Company in the following 12 months with accumulated expenses amounting to or exceeding 30% of the latest audited total assets of the Company and exceeding RMB50 million.

- (3) Where profits are distributed by way of stock dividends, true and reasonable reasons such as the Company's growth, dilution of net asset value per share, etc. shall be taken into consideration. Stock dividends may be distributed separately or in combination with cash dividends.

The Board shall take into consideration various factors, including the industry features, development stage, business model, profitability, debt-paying ability, whether the Company has any substantial capital expenditure arrangement, as well as investor returns, and differentiate the following circumstances and propose differentiated cash dividend policies in accordance with the procedures under the Articles of Association:

- (i) Where the Company is in a developed stage with no substantial capital expenditure arrangement, the proportion of cash dividends in the profit distribution shall not be less than 80%;
- (ii) Where the Company is in a developed stage with substantial capital expenditure arrangement, the proportion of cash dividends in the profit distribution shall not be less than 40%;
- (iii) Where the Company is in a developing stage with substantial capital expenditure arrangement, the proportion of cash dividends in the profit distribution shall not be less than 20%;

Where it is difficult to determine the Company's stage of development but there are substantial capital expenditure arrangements, the provisions of item 3 of the preceding paragraph could apply.

The profit distribution proposal shall be proposed by the Board and implemented upon consideration and approval at the general meeting.

- (4) Provided that the conditions of profit distribution are satisfied, the Company shall distribute dividends in cash once a year in principle, and determine whether interim cash dividends shall be distributed after considering profits and capital requirements. When the annual general meeting of the Company is convened to consider the annual profit distribution plan, it may consider and approve the conditions, the upper limit of the ratio and the upper limit of the amount of the cash dividend for the next year's interim period. The upper limit of the next year's interim dividend to be considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the listed company for the corresponding period. The Board shall formulate a specific interim dividend plan in accordance with the resolution of the annual general meeting subject to the conditions for profit distribution.

**V. THE CYCLE FOR FORMULATION OF FUTURE SHAREHOLDERS' RETURN PLANS
AND RELEVANT DECISION-MAKING MECHANISM**

- (1) The Board shall review the Shareholders' return plan at least once every three years to ensure that the contents of the Shareholders' return plan do not violate the profit distribution policy set out in the Articles of Association. The Board may recommend the distribution of an interim dividend based on the capital position of the Company.
- (2) Any adjustments or changes to the profit distribution policy and the Shareholders' return plan, if necessary, in accordance with the Company's production and operation conditions, investment plans and long-term development requirements, shall not violate relevant laws, regulations, regulatory documents and the Articles of Association. Resolutions on the amendments or changes to the profit distribution policy and the Shareholders' return plan are subject to thorough discussion by the Board and full consideration of the opinions of the Board of Supervisors and public investors. After consideration and approval by the Board, such resolutions shall be proposed at a general meeting for Shareholders' consideration and approval. The Company shall provide detailed explanations on the reasons for the adjustments in the resolutions proposed at the general meeting. During consideration at the general meeting, the relevant proposals shall be passed by more than two-thirds of the voting rights held by the Shareholders present at the general meeting. The Company shall provide the convenience of online voting or other forms of voting to Shareholders to attend the general meeting for the consideration of the changes to the profit distribution policy and the Shareholders' return plan.

VI. OTHERS

- (1) The matters not covered in this Plan shall be executed in accordance with relevant laws, regulations, regulatory documents and the Articles of Association.
- (2) This Plan shall take effect upon consideration and approval at a general meeting of the Company.
- (3) This Plan shall be interpreted by the Board.

APPENDIX II AUTHORIZATION OF THE BOARD FOR THE ISSUE OF A SHARES TO SPECIFIC TARGETS UNDER SIMPLIFIED PROCEDURE

Pursuant to Administrative Measures for the Issuance and Registration of Securities by Listed Companies, the Rules for Review of Issuance and Listing of Securities by Listed Companies of the Shanghai Stock Exchange, the Rules for Implementation of Issuance and Underwriting of Securities by Listed Companies of the Shanghai Stock Exchange, the Hong Kong Listing Rules and relevant regulations, the Board intends to propose to the general meeting to authorize the Board to decide on the Company's issuance of shares to specific targets with a total financing amount not exceeding RMB300 million and not exceeding 20% of the net assets at the end of the latest year. The validity period of this authorization shall commence from the date of approval at the Annual General Meeting of the Company until the date of convening of the 2024 annual general meeting of the Company.

The matters proposed to the general meeting for authorization include but are not limited to:

(1) CONFIRMATION ON WHETHER THE COMPANY MEETS THE CONDITIONS FOR ISSUING SHARES TO SPECIFIC TARGETS UNDER SIMPLIFIED PROCEDURE

It is proposed at the general meeting to authorize the Board to conduct self-examination on the actual situation of the Company and demonstrate in accordance with the Company Law, the Securities Law, Administrative Measures for the Issuance and Registration of Securities by Listed Companies and other relevant laws, regulations and normative documents, to confirm whether the Company meets the conditions for issuing shares to specific targets under Simplified Procedure.

(2) CLASS AND QUANTITIES OF SECURITIES TO BE ISSUED

The class of securities to be issued is a domestic listed RMB-denominated ordinary share (A Shares) with a nominal value of RMB1.00. The total financing amount of the issuance shall not exceed RMB300 million and 20% of the net assets at the end of the latest year. The number of shares to be issued is determined by dividing the total amount of proceeds by the issue price. Final issue price and number of shares to be issued shall be subject to the enquiry results and the number of shares approved for registration by the CSRC.

(3) METHOD OF ISSUE, TARGETS OF ISSUE AND ARRANGEMENTS FOR PLACEMENT TO EXISTING SHAREHOLDERS

The shares to be issued shall be issued to specific targets under Simplified Procedure, and the Board will select an appropriate time to initiate the issue-related procedures within the valid period after the authorization at the general meeting. The targets of issue shall be not more than 35 corporate bodies, natural persons or other legal investment organizations that comply with the requirements of the regulatory authorities. Securities investment fund management companies, securities companies, qualified foreign institutional investors, and RMB qualified foreign institutional investors who subscribe for issued shares with more than two products under their management shall be regarded as one target. Trust companies can only subscribe for the issued shares using their own funding. The final targets of issue will be determined by the Board of the Company (within the authorization at the general meeting) in consultation with the sponsor (lead underwriter) according to the subscription quotation.

(4) PRICING OR PRICE RANGE

The pricing benchmark date of the issuance is the first day of the period.

APPENDIX II AUTHORIZATION OF THE BOARD FOR THE ISSUE OF A SHARES TO SPECIFIC TARGETS UNDER SIMPLIFIED PROCEDURE

The issue price shall not be lower than 80% of the average share trading price of the 20 trading days prior to the pricing benchmark date. After obtaining the registration documents from the CSRC, the final issue price will be determined by the Board (within the authorization at the general meeting) and the sponsor (lead underwriter) in accordance with the relevant laws, regulations and the requirements of the regulatory authorities according to the subscription quotation and following the principle of price priority, but shall not be lower than the aforementioned lowest issue price.

If the targets of issue falls under the circumstances specified in the second paragraph of Article 57 of Administrative Measures for the Issuance and Registration of Securities by Listed Companies, the relevant targets of issue shall not participate in the price inquiry process, but shall accept the subscription bidding results of other targets of issue and subscribes for the issued shares at the same price as other targets of issue.

The average trading price of the shares of the 20 trading days prior to the pricing benchmark date = the total amount of trading of the 20 trading days prior to the pricing benchmark date/the total trading volume of the 20 trading days prior to the pricing benchmark date.

If the share price is adjusted during the 20 trading days due to ex-right or ex-dividend events such as dividend distribution, bonus issue, rights issue and conversion of capital reserve into share capital, etc., the trading prices on the trading days before such adjustment shall be adjusted to the price after ex-right or ex-dividend adjustment.

During the period from the pricing benchmark date to the issue date, if ex-dividend or ex-right events such as dividend distribution, bonus issue, or conversion of capital reserve into share capital occur, the lowest issue price will be adjusted accordingly.

(5) USE OF PROCEEDS

The Company intends to use the proceeds for projects related to its main business and to replenish working capital. The proportion to be used to replenish the working capital shall comply with the relevant requirements of the regulatory authorities. Moreover, the use of proceeds shall comply with the following requirements:

- (i) shall invest in technological and innovative business;
- (ii) comply with the industrial policies and relevant laws and administrative regulations on environmental protection and land management of the PRC;
- (iii) after the implementation of the projects for which the funds are raised, there will be no related transactions that constitute horizontal competition which will cause significant adverse effects with and are evidently unfair to the Controlling Shareholders, actual controller and other enterprises under their control, or that seriously affect the independence of the Company's production and operation.

APPENDIX II AUTHORIZATION OF THE BOARD FOR THE ISSUE OF A SHARES TO SPECIFIC TARGETS UNDER SIMPLIFIED PROCEDURE

(6) LISTING PLACE OF SHARES

The shares to be issued will be listed and traded on the STAR Market of the Shanghai Stock Exchange.

(7) AUTHORIZATION TO THE BOARD TO HANDLE SPECIFIC MATTERS RELATED TO THE ISSUE OF SHARES TO SPECIFIC TARGETS UNDER SIMPLIFIED PROCEDURE

Subject to this resolution and the relevant laws and regulations, the Board shall be authorized to handle all matters in relation to the issue of shares to specific targets under simplified procedure, including but not limited to:

- (i) to formulate, adjust and implement the plan of issue, decide final plan and handle the implementation of the Plan of Issue, including but not limited to the time of issue, amount, issue price, targets of issue, subscription measures, subscription proportion, amount of proceeds and other matters related to the Plan of Issue in accordance with relevant laws, regulations, normative documents and provisions and requirements of securities regulatory authorities based on the actual situation of the Company;
- (ii) to implement matters in relation to the construction of the proceeds investment projects and use of proceeds for the issuance, adjust the proceeds investment projects and their specific arrangement in accordance with relevant laws and regulations, normative documents and the resolution by the Shareholders at the general meeting based on securities market and implementation, actual progress, actual amount of proceeds and other actual conditions of the proceeds investment projects;
- (iii) to handle matters in relation to the issue and filing, including but not limited to the drafting, amending, signing, filing, supplementing the filing, implementing and announcing the documents in relation to the issue, respond to regulatory comments, and handle disclosure matters in relation to the issue in accordance with requirements from regulatory authorities;
- (iv) to sign, amend, supplement, deliver, submit and execute all agreements in relation to the issue, including but not limited to share subscription agreements, material contracts and documents in relation to the proceeds;
- (v) to establish a special account for depositing the proceeds under this issue and handle matters in relation to the use of proceeds;
- (vi) to complete the registration or filings with industrial and commercial authorities in relation to the change of registered capital and Articles of Association in accordance with relevant laws, regulations, regulatory requirements and the conditions of the issue;
- (vii) to proceed the registration, lock-up and listing and other relevant matters of the newly issued shares on the Shanghai Stock Exchange and Shanghai Branch of China Securities Depository and Clearing Corporation Limited after the completion of the issue;

APPENDIX II AUTHORIZATION OF THE BOARD FOR THE ISSUE OF A SHARES TO SPECIFIC TARGETS UNDER SIMPLIFIED PROCEDURE

- (viii) to adjust the detailed Plan of Issue in accordance with new provisions and requirements in the event of new laws, regulations and normative documents, change of market or other specific requirements in relation to the issue;
- (ix) to engage relevant securities service agencies and handle matters relating thereto;
- (x) to postpone or terminate the Plan of Issue at its own discretion in the event of force majeure or other circumstances that may result difficulties in the implementation of the Plan of Issue, or in the event that the implementation of the issue will result in adverse impacts to the Company; and
- (xi) to handle other relevant matters in relation to this issuance in accordance with the laws, regulations, normative documents and the Articles of Association.

(8) ARRANGEMENT OF ACCUMULATED PROFITS BEFORE THE ISSUANCE

After the completion of the issue, both of the new Shareholders and the existing Shareholders shall be entitled to the accumulated undistributed profits of the Company in accordance with their respective shareholding.

(9) VALID PERIOD OF THE RESOLUTION

The resolution shall be valid from the date on which this resolution was considered and passed at the Annual General Meeting of the Company until the date of convening of the 2024 annual general meeting of the Company.

In order to preserve the value of the Company and the interests of its Shareholders and to afford the Company the flexibility to repurchase the Shares of the Company when and if appropriate, it is proposed at the general meeting of the Company to grant the Board a general mandate for repurchase of A Shares and/or H Shares of the Company, the details of which are as follows:

I. DETAILS OF THE AUTHORIZATION

- (1) the Board be and is hereby authorized to repurchase up to 10% of the total number of Shares (excluding Treasury H Shares, if any) of the Company in issue as at the date of consideration and approval of this resolution at the general meeting of the Company with self-raised funds of the Company during the period of the mandate (as defined below).
- (2) the Board be and is hereby authorized to deal with specific matters in relation to the repurchase of A Shares and/or H Shares, including but not limited to:
 - (i) subject to the requirements under the Company Law and other laws and regulations, the listing rules of the stock exchanges where the Shares are listed and the Articles of Association, formulate and implement the detailed repurchase plans, including but not limited to determining the time and duration of repurchase, repurchase price and number of repurchased Shares and reallocation;
 - (ii) open and maintain share accounts and capital accounts and handle the corresponding procedure of change in foreign exchange registration;
 - (iii) fulfill the relevant approval and filing procedures as required by applicable laws and regulations, the listing rules of the stock exchanges where the Shares are listed and regulatory requirements (where applicable);
 - (iv) in the event of new requirements of laws and regulations and securities regulatory authorities on repurchase policies, as well as changes in market conditions, adjust the repurchase plans and continue to handle matters related to repurchase in accordance with relevant national regulations, requirements of relevant government departments and securities regulatory authorities, market conditions and the actual operating conditions of the Company, except for matters that are subject to re-voting at the general meeting as required by the relevant laws and regulations and the Articles of Association;
 - (v) sign and handle all other documents and matters related to the repurchase of A Shares and/or H Shares; and
 - (vi) hold the repurchased H Shares as Treasury H Shares, and engage in activities permitted by the listing rules of the stock exchanges in the place where the shares of the Company are listed, such as selling or transferring the treasury H Shares or using them to pay for share incentive schemes, and carry out the relevant statutory registrations and filings procedures.

The Board may further authorize the above matters to the management, except where the laws and regulations, regulations of CSRC, normative documents or the Articles of Association explicitly stipulate that relevant matter shall be resolved by the Board.

II. PERIOD OF THE MANDATE

The General Mandate to repurchase A Shares and/or H Shares shall come into effect from the date on which such mandate is passed by a special resolution at the general meeting of the Company until whichever is the earliest of:

- (1) the conclusion of the 2024 annual general meeting of the Company; or
- (2) the date of revocation or variation of the authority given under this resolution by a special resolution at any general meeting of the Company.

If, during the validity period of the mandate, the Board or the person authorized by the Board has signed the necessary documents and completed the necessary procedures, and such documents and procedures may need to be fulfilled or carried out, or need to continue after the end of the validity period of the mandate, the validity period of the mandate shall be extended accordingly.

The Board shall only exercise the authorizations under the General Mandate in compliance with the Company Law, the Securities Law and the listing rules of the places where the Shares are listed, each as amended from time to time, and with all necessary approvals obtained from the relevant regulatory authorities.

The following is an explanatory statement required under Rule 10.06(1)(b) of the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As of the Latest Practicable Date, the issued share capital of the Company amounted to 247,449,899 Shares. Subject to the passing of the special resolutions presented at the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 24,744,989 A Shares and/or H Shares in total, the Board of Directors would be authorized under the Repurchase Mandate to repurchase, during the Relevant Period (as defined below), a total of 24,744,989 A Shares and/or H Shares, representing 10% of the total number of the Shares (excluding Treasury H Shares, if any) in issue as of the date of the AGM. The exercise of the Repurchase Mandate is further subject to:

- (i) the obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
- (ii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures (if applicable) under the Company Law and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

The “Relevant Period” means the period from the approving of the resolution at the AGM until the earliest of:

- (i) the conclusion of the 2024 annual general meeting of the Company; or
- (ii) the date of revocation or variation of the authority given under this resolution by a special resolution by the Shareholders at a general meeting of the Company.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that a general authority from the Shareholders to enable the Company to repurchase its Shares is to maintain the stability of the Company’s operations, development and share price, to safeguard and protect the long-term interests of the Shareholders, to promote the maximization of Shareholders’ value, and to ensure the sustainable operations and healthy development of the Company.

3. FUNDING OF SHARE REPURCHASE

In repurchasing its A Shares and/or H Shares, the Company intends to apply funds from its internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange as amended from time to time.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2023) in the event that the repurchase of A Shares and/or H Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which A Shares and H Shares have traded on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively, during each of the previous twelve months prior to the Latest Practicable Date are as follows:

Month	A Share Prices		H Share Prices	
	Highest RMB	Lowest RMB	Highest HK\$	Lowest HK\$
2023				
June	92.49	78.71	30.80	23.95
July	90.90	76.55	32.40	24.50
August	98.02	69.13	33.20	23.15
September	78.90	72.10	25.40	22.55
October	83.90	71.27	26.80	20.50
November	88.22	79.51	29.15	24.40
December	87.50	70.08	27.55	21.45
2024				
January	74.79	51.88	23.60	16.00
February	60.20	44.02	19.10	14.80
March	58.94	48.08	18.56	15.34
April	54.81	44.99	19.58	16.06
May	55.66	48.81	24.20	17.80

6. GENERAL INFORMATION

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined under the Hong Kong Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined under the Hong Kong Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to do so in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase A Shares and/or H Shares pursuant to the Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws of the PRC.

7. TAKEOVERS CODE

If as a result of a repurchase of A Shares and/or H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as of the Latest Practicable Date, the Controlling Shareholders were able to exercise or control the exercise of the voting rights attaching to 77,178,025 Shares, representing approximately 31.19% of the total issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full, the aggregate control over voting rights of the Controlling Shareholders would be increased to approximately 34.66% of the issued share capital of the Company. The increase would result in the obligation of making a mandatory offer under Rule 26 of the Takeovers Code. The Board does not propose to exercise the Repurchase Mandate to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, or consequences that would arise under any similar applicable law of which the Directors are aware. Moreover, the Board also does not propose to exercise the Repurchase Mandate to such an extent as would result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

Save as disclosed above, the Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and any similar applicable law as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Hong Kong Stock Exchange, Shanghai Stock Exchange or otherwise).

9. STATUS OF THE SHARES REPURCHASED

As stated in “II. DETAILS OF THE RESOLUTIONS – (13) The Repurchase Mandate” in the Letter from the Board, if the Company repurchases any H Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company’s registered capital in compliance with the applicable laws and regulations; and/or (ii) hold such H Shares as Treasury H Shares, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of H Shares are made. Under the PRC laws, if the H Shares repurchased by the Company will be cancelled, the Company’s registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. If the Company holds any Treasury H Shares, any sale or transfer of the Treasury H Shares will be made pursuant to the terms of the General Mandate to issue any class of Shares of the Company as set out in “II. DETAILS OF THE RESOLUTIONS – (11) The General Mandate” in the Letter from the Board and in accordance with the Listing Rules and applicable laws and regulations of the PRC.

A Shares repurchased pursuant to the repurchase plan (if any) to be determined by the Board under the Repurchase Mandate shall be transferred or cancelled in accordance with the repurchase plan (if any), subject to relevant laws, regulations and rules in the PRC.

APPENDIX V PROPOSED AUTHORIZATION FOR ISSUE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

In order to meet the needs of the Company's business development, reduce financing costs and seize favorable market opportunities in a timely manner, in accordance with the Company Law, the Hong Kong Listing Rules, Rules Governing the Listing of Stocks on the STAR Market of Shanghai Stock Exchange and other relevant laws and regulations, regulatory documents as well as the Articles of Association, the Board intends to propose to the general meeting to generally and unconditionally authorize the Board, who may sub-delegate the Chairman and his authorized person(s), to determine and implement specific matters regarding the issuance of debt financing instruments within the limit as approved at the general meeting:

1. PRINCIPAL TERMS FOR THE ISSUANCE OF DEBT FINANCING INSTRUMENTS

- (1) Categories of debt financing instruments: The relevant debt financing instruments include, among others, short-term debentures, super short-term debentures, medium-term notes, private placement debt financing instruments, enterprise bonds, corporate bonds, H Share convertible bonds, offshore RMB bonds and foreign currency bonds, perpetual bonds and other onshore and offshore debt financing instruments denominated in RMB or foreign currencies permitted by the regulatory authorities.
- (2) Issue size: The onshore and offshore debt financing instruments authorized to be issued shall in aggregate not exceed RMB1 billion (or an equivalent amount in foreign currencies) (calculated based on the outstanding balance upon the issuance and, in the case of an instrument denominated in a foreign currency, based on the median rate of the exchange rates published by the People's Bank of China on the issue date) and may be issued either in a lump sum or in tranches within the validity period of such authorization.
- (3) Issue currency: Subject to the approval of the issuance of the debt financing instruments and the domestic and overseas market conditions of the same at the time of issuance, the debt financing instruments may be in the form of RMB or foreign currencies.
- (4) Maturity and interest rate: The maximum maturity shall not be more than 10 years and the debt financing instruments may have a single maturity or consist of multiple maturities. The onshore debt financing instruments with an indefinite maturity shall not be subject to the above restrictions on maturity. The specific maturity composition, the issue size of instruments with different maturities and their interest rates shall be determined by the Board or the Chairman and his authorized person(s) in accordance with the relevant regulations and the market conditions.
- (5) Issuer: The Company or its domestic or overseas wholly-owned subsidiary, or special-purpose vehicle established by the Company. If a domestic or overseas wholly-owned subsidiary or a special-purpose vehicle established by the Company acts as the issuer of the debt financing instruments, the Company shall provide guarantees (including those provided by the issuer of such debt financing instruments itself and/or by the Company) within the issue limit of such debt financing instruments, enter into a keep-well agreement or adopt a third-party credit enhancement method.

- (6) Issue price: The specific issue price shall be determined by the Board or the Chairman and his authorized person(s) in accordance with relevant regulations and market conditions.
- (7) Use of proceeds: It is expected that, after deducting the issue expenses, the proceeds from the issuance of debt financing instruments are to be used to meet the needs of daily operations, repay loans, replenish working capital and/or invest in acquisitions. The specific use of proceeds shall be determined by the Board or the Chairman and his authorized person(s) in accordance with the capital needs of the Company from time to time.
- (8) Issue method: It shall be determined subject to the approval of the issuance of the debt financing instruments and the domestic and overseas market conditions of the same at the time of issuance.
- (9) The debt financing instruments to be issued are intended to be listed on the Inter-bank Bond Market, the Shanghai Stock Exchange, the Hong Kong Stock Exchange, or other domestic or foreign exchanges.

2. AUTHORIZATION FOR THE ISSUANCE OF DEBT FINANCING INSTRUMENTS

- (1) It is proposed at the general meeting to generally and unconditionally authorize the Board, who may sub-delegate the Chairman and his authorized person(s), to determine, in their absolute discretion, and deal with all matters in respect of the issuance of debt financing instruments in accordance with the Company's needs from time to time as well as the market conditions, including but not limited to:
 - (i) determining and implementing the specific proposals for the issuance of debt financing instruments, including but not limited to the establishment and determination of the appropriate issuer, category of debt financing instruments to be issued, issue method, currency, nominal value of debt financing instruments, issue price, issue limit, issue interest rate or its determination method, issue object, issue market, timing of issuance, maturity, issue in tranches and number of tranches (if applicable), the setting of sale-back clause and redemption clause (if applicable), the setting of option for raising the coupon rate (if applicable), rating arrangement, guarantees (if applicable), principal and interest repayment period, conversion price, use of proceeds, specific placing arrangement, underwriting arrangement, debt repayment guarantee and all matters in relation to the issuance of debt financing instruments.

- (ii) taking all necessary and ancillary actions and steps in relation to the issuance of debt financing instruments, including but not limited to, engaging intermediary institutions to apply for and handle the relevant approval, registration and filing procedures with the relevant government departments and/or regulatory authorities in connection with the issuance of debt financing instruments on behalf of the Company, executing, revising and implementing all necessary legal documents relating to the issuance of debt financing instruments, selecting trustee(s) for the issuance of debt financing instruments, formulating the rules for bondholders' meetings, dealing with any information disclosure matters related to the issuance of debt financing instruments in accordance with the applicable laws and regulations and requirements from regulatory authorities, and handling other matters in connection with the issuance and trading of bonds.
 - (iii) in the event of any change in regulatory policies or market conditions, except for the matters required to be voted on at a general meeting of the Company in accordance with relevant laws, regulations and the Articles of Association, within the scope of the authorization at the general meeting, adjusting relevant matters such as the specific plan for issuing debt financing instruments in accordance with the opinion of the regulatory authorities or in response to changes in market conditions in due course, or deciding whether or not to proceed with the issuance in accordance with actual conditions.
 - (iv) determining and handling relevant matters in connection with the listing of debt financing instruments to be issued on the Inter-bank Bond Market, the Shanghai Stock Exchange, the Hong Kong Stock Exchange or other domestic or foreign exchanges based on market conditions.
 - (v) handling any other specific matters related to the issuance of debt financing instruments and executing all relevant or necessary documents.
- (2) It is agreed to further delegate the Chairman and his authorized person(s) by the Board to implement the issuance of debt financing instruments in accordance with the Company's needs and other market conditions at the time of obtaining the approval and authorization of the above matters at the general meeting by the Board.
- (3) The Chairman and his authorized person(s) are authorized to approve, execute and publish relevant documents, announcements and circulars and make relevant information disclosure in accordance with the applicable rules and regulations in the place where the shares of the Company are listed.

3. VALIDITY PERIOD OF AUTHORIZATION FOR THE ISSUANCE OF DEBT FINANCING INSTRUMENTS

The validity period of authorization for the issuance of debt financing instruments shall be effective from the date of approval at the Annual General Meeting of the Company until the earliest of: (1) the conclusion of the next annual general meeting of the Company; and (2) the revocation or variation of the General Mandate by the Shareholders in a general meeting.

If the Board or the Chairman and his authorized person(s) have resolved to issue debt financing instruments within the validity period of the authorization and the Company has also obtained the approval, permission or registration (if applicable) for such issuance from the regulatory authorities within the validity period of the authorization, the Board or the Chairman and his authorized person(s) of the Company may complete the relevant issuance within the validity period as confirmed by such approval, permission or registration.

If this resolution is approved at the general meeting, the matters relating to the issuance of offshore bonds shall be determined and carried out by the Board in accordance with the authorization of this resolution within the validity period of the above authorization to issue debt financing instruments.

The Board may exercise the powers under the above authorization only in compliance with the Company Law, the Hong Kong Listing Rules, Rules Governing the Listing of Stocks on the STAR Market of Shanghai Stock Exchange and the Articles of Association, and obtaining all necessary approvals (if needed) from relevant government authorities.

NOTICE OF 2023 ANNUAL GENERAL MEETING

CanSino Biologics Inc. **康希諾生物股份公司**

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

(Stock code: 6185)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 annual general meeting (the “**AGM**”) of CanSino Biologics Inc. (the “**Company**”) will be held at 1:30 p.m. on Thursday, June 27, 2024 at No. 1, Yuebin Hall, 2nd Floor, Hyatt Regency Tianjin East, No. 126 Weiguo Road, Hedong District, Tianjin, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the election of non-executive Director of the third session of the Board of Directors.
2. To consider and approve the report of the board of directors of the Company for the year of 2023.
3. To consider and approve the report of the board of supervisors of the Company for the year of 2023.
4. To consider and approve the annual report of the Company and its subsidiaries for the year of 2023 and its abstract.
5. To consider and approve the financial accounts report and financial audit report of the Company and its subsidiaries for the year of 2023.
6. To consider and approve the profit distribution plan of the Company for the year of 2023.
7. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the domestic auditor and internal control audit agency and the re-appointment of Deloitte Touche Tohmatsu as the international auditor of the Company for the year of 2024.
8. To consider and approve the proposed increase and/or renewal of bank credit line for the year of 2024.
9. To consider and approve the proposal on the uncovered deficit amounting to one-third of the total paid-up share capital of the Company.

NOTICE OF 2023 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

10. To consider and approve the proposed amendments to the shareholders' dividend and return plan of the Company for the three years (2023-2025).
11. To consider and approve the proposed grant of General Mandate to the Board to issue, allot and deal with additional A Shares and/or H Shares (including any sale or transfer of Treasury H Shares of the Company) or equivalent rights not exceeding 20% of the total number of Shares (excluding Treasury H Shares, if any) in issue as of the date of passing this proposed resolution for a period from the date of passing of this proposed resolution at the AGM until earliest of (i) the conclusion of the 2024 annual general meeting of the Company; (ii) the expiration of the period within which the 2024 annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or (iii) the date of revocation or variation of the authority given under this proposal by a special resolution by the Shareholders at a general meeting, and to authorize the Board and its delegates (i) to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional shares of the Company pursuant to the General Mandate; and (ii) to execute and implement all such documents, do all such acts and things or take any steps in connection with and to give effect to the General Mandate to the extent permitted by applicable laws and regulations.
12. To consider and approve the proposed grant of the General Mandate under Simplified Procedure to the Board to issue A Shares, the total proceeds of which shall not exceed RMB300 million and not exceeding 20% of the net assets at the end of the most recent year during a period from the date of passing this proposed resolution at the AGM until the date of conclusion of the 2024 annual general meeting of the Company, and to authorize the Board and its delegates to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the General Mandate under Simplified Procedure.
13. To consider and approve the proposed grant of the Repurchase Mandate to the Board to repurchase a total number of A Shares and/or H Shares not exceeding 10% of the number of Shares in issue (excluding Treasury H Shares, if any) as of the date of passing this proposed resolution at the AGM, with its own funds during a period from the date of passing this proposed resolution at the AGM until earliest of (i) the conclusion of the 2024 annual general meeting of the Company; or (ii) the date of revocation or variation of the authority given under this proposed resolution by a special resolution by the Shareholders at a general meeting of the Company, and to authorize the Board and its delegates to execute and implement all such documents, do all such acts and things or take any steps in connection with and to give effect to the Repurchase Mandate to the extent permitted by applicable laws and regulations.

NOTICE OF 2023 ANNUAL GENERAL MEETING

14. To consider and approve the proposed authorization for issue of onshore and offshore debt financing instruments.

By order of the Board
CanSino Biologics Inc.
Xuefeng YU
Chairman

Hong Kong, June 5, 2024

Notes:

- (1) Unless otherwise specified, the terms used in this notice should have the same meanings as those defined in the circular of the Company dated June 5, 2024.
- (2) All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Hong Kong Listing Rules. The results of the poll will be published on the websites of the Company at www.cansinotech.com and the Hong Kong Stock Exchange at www.hkexnews.hk after the AGM.

According to the articles of association of the Company, the cumulative voting system will be adopted for the voting of Resolution No. 1 (To consider and approve the election of non-executive Director of the third session of the Board of Directors), and the one-share-one-vote system will be used for all the remaining resolutions.

“Cumulative voting system” represents that, during the election of directors or supervisors at the shareholders’ general meeting, each share entitled to vote carries a number of voting rights equivalent to the number of directors or supervisors to be elected. The voting rights held by a shareholder may be used in a concentrated way, or cast for different candidates in any combination. Where the votes cast for a particular candidate for director or supervisor of the Company are more than half of the total number of shares held by all Shareholders attending the meeting (before cumulation), such candidate shall be elected as a director or supervisor of the Company.

Shareholders should note that: (i) no ballot will be cast “For”, “Against” and “Abstain” in the cumulative voting system. Where the votes cast for a particular candidate for director or supervisor of the Company are more than half of the total number of Shares held by all Shareholders attending the meeting (before cumulation), such candidate shall be elected as a director or supervisor of the Company; and (ii) please note that if you mark a “√” and also fill in number of votes cast in the boxes marked “Cumulative voting” under certain candidate(s), such number of votes filled in shall prevail for the counting of votes; if you mark a “√” without filling in number of votes cast in the boxes marked “Cumulative voting” under certain candidate(s), it shall be deemed that you wish to cast all your votes to a certain candidate or allocated all your votes to certain candidates equally.

Where the total number of votes cast by you for one or several of the candidate(s) of directors exceeds the number of votes carried by the total number of shares you hold, the votes cast by you will be invalid, and you will be deemed to have waived your voting rights. Where the total number of votes cast for one or several candidate(s) of directors by you is less than the number of votes carried by the total number of shares you hold, the votes cast by you will be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived by you.

- (3) Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
- (4) 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 AGM (i.e. not later than 1:30 p.m. on Wednesday, June 26, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.

NOTICE OF 2023 ANNUAL GENERAL MEETING

- (5) For the purpose of determining the list of holders of H Shares who are entitled to attend the AGM, the H share register of members of the Company will be closed from Wednesday, June 26, 2024, to Thursday, June 27, 2024, 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 AGM, unregistered holders of the shares shall ensure 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 no later than 4:30 p.m. on Tuesday, June 25, 2024 for registration.
- (6) 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.
- (7) Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (8) A shareholder or his/her proxy should produce proof of identity when attending the AGM.
- (9) References to date and time in this notice are to Hong Kong dates and time.

As of the date of this notice, the Board comprises Dr. Xuefeng YU, Dr. Shou Bai CHAO, and Ms. Jing WANG as executive Directors, and Mr. Shuifa GUI, Mr. Jianzhong LIU and Mr. Yiu Leung Andy CHEUNG as independent non-executive Directors.