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If you have sold or transferred all your shares in RemeGen Co., Ltd.* 榮昌生物製藥(煙台)股份有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

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

(Stock Code: 9995)

**PROPOSED APPOINTMENT OF NEW EXECUTIVE DIRECTOR
AND
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular. The notice convening the EGM to be held at 2:00 p.m. on Wednesday, April 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.remegen.com).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Tuesday, April 1, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or at any adjournment thereof if they so wish.

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

* *For identification purpose only*

March 17, 2025

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DEFINITIONS

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

“2022 A Share Scheme”	the 2022 Restricted A Share Incentive Scheme of the Company in its present or any amended form as adopted by the Company on December 28, 2022
“2023 A Share Scheme”	the 2023 Restricted A Share Incentive Scheme of the Company in its present or any amended form as adopted by the Company on December 28, 2023
“A Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are traded in RMB and listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange
“Board”	the board of Directors
“Company”	RemeGen Co., Ltd.* 榮昌生物製藥(煙台)股份有限公司, a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Stock Exchange (stock code: 9995) and the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688331), respectively
“Director(s)”	the director(s) of the Company
“EGM”	the 2025 second extraordinary general meeting of the Company to be convened and held at 2:00 p.m. on Wednesday, April 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Mr. Wen”	Mr. Wen Qingkai
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Restricted Share(s)”	the A Share(s) to be obtained in tranches and registered by the participants who meet the conditions for grant under the 2022 A Share Scheme and the 2023 A Share Scheme after meeting the corresponding attribution conditions
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising H Shares and A Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of the Board

LETTER FROM THE BOARD



RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

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

(Stock Code: 9995)

Executive Directors:

Mr. Wang Weidong (*Chairman*)

Dr. Fang Jianmin

Mr. Lin Jian

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

58 Middle Beijing Road

Yantai Development Zone

Yantai Area of Shandong Pilot Free Trade Zone

PRC

Non-executive Directors:

Dr. Wang Liqiang

Dr. Su Xiaodi

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

Independent Non-executive Directors:

Mr. Hao Xianjing

Mr. Chen Yunjin

Mr. Huang Guobin

March 17, 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NEW EXECUTIVE DIRECTOR
AND
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated March 14, 2025 in relation to the proposed appointment of new executive Director. The purpose of this circular is to provide you with the Notice of the EGM and the information reasonably necessary to enable you to make an informed decision on voting in respect of the proposed resolution at the EGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF NEW EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated March 14, 2025, Mr. Wen has been nominated as a candidate for appointment as an executive Director, subject to the consideration and approval by the Shareholders at the EGM. If the proposed appointment has been approved, the term of office of Mr. Wen will be effective from the date of the EGM until the expiry of the term of the second session of the Board. At the expiry of such term of office, the term is renewable upon re-election. Mr. Wen has also been nominated as a member of the Strategy Committee, subject to the approval of his appointment as an executive Director at the EGM until the expiry of the term of the second session of the Board.

The Nomination Committee, having reviewed the composition of the Board and assessed the background and experience of Mr. Wen, recommended that Mr. Wen be appointed as an executive Director at the EGM, in accordance with the Company's nomination policy and board diversity policy (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service).

In view of the extensive knowledge and invaluable experience of Mr. Wen, the Board accepted the nomination from the Nomination Committee. Mr. Wen will bring a broader perspective to the Board and provide new thoughts for the Company's overall strategic planning and business development. The Board is of the view that the appointment of Mr. Wen is in the interests of the Company and the Shareholders as a whole.

An ordinary resolution is being proposed at the EGM to consider and approve the proposed appointment of Mr. Wen as an executive Director.

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

Mr. Wen Qingkai, aged 58, was appointed as the board secretary of the Company on May 11, 2020 and is primarily responsible for overseeing financing activities, internal control and securities and listing matters of the Group. Mr. Wen has more than 20 years of experience in capital operation and corporate governance. He has been serving as a supervisor of Heyuan Aidisi Biomedical Technology Co., Ltd. (煙台市和元艾迪斯生物醫藥科技有限公司), an investee of the Company, since September 2018, and is responsible for supervising its board, business and operational matters. From February 2004 to May 2019, he served as the vice president in Yantai Rongchang Pharmaceutical Co., Ltd. (煙台榮昌製藥股份有限公司) (“**RC Pharma**”), the sole shareholder of the predecessor of the Company prior to the reorganization, and was responsible for its corporate management, internal control and information technology matters. He has also been serving as a director of RC Pharma since May 2016. From March 2010 to June 2020, he served as a director of Rongchang Pharma (Zibo) Co., Ltd., a subsidiary of RC Pharma. He has been appointed as a director at Yantai MabPlex International Biomedical Co., Ltd. since October 2015. Mr. Wen obtained his bachelor's degree in physics at Yangzhou University in the PRC in June 1990 and master's degree in philosophy of science and technology at Zhejiang University in the PRC in May 1995.

LETTER FROM THE BOARD

Subject to the approval by the Shareholders of his appointment, the Company will enter into a service contract with Mr. Wen and his term of office shall be effective from the date of the consideration and approval at the EGM and end on the expiry of the term of the second session of the Board. At the expiry of such term of office, the term is renewable upon re-election. Pursuant to the service contract, Mr. Wen will not receive any director's fee for serving as an executive Director and Board committee member(s) but will receive remuneration based on his specific positions with the Company.

As at the date of this circular, the interests of Mr. Wen in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO are set out below:

	Nature of interest	Number of Shares or underlying Shares	Approximate percentage in relevant class of Shares ⁽¹⁾	Approximate percentage of shareholding ⁽¹⁾
Mr. Wen ⁽²⁾⁽³⁾	Interests held jointly with another person	193,371,805 A Shares	54.51%	35.52%
	Other	118,150 A Shares	0.03%	0.02%
	Interests held jointly with another person	24,879,041 H Shares	13.12%	4.57%

Notes:

- (1) The calculation is based on percentage of shareholding in a total of 544,332,083 Shares, which consists of 189,581,239 H Shares and 354,750,844 A Shares as of the date of this circular.
- (2) As at the date of this circular, each of Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)) (“**Rongda**”), Yantai Rongqian Enterprise Management Center (Limited Partnership) (煙台榮謙企業管理中心(有限合夥)) (“**Rongqian**”), Yantai Rongshi Enterprise Management Center (Limited Partnership) (煙台榮實企業管理中心(有限合夥)) (“**Rongshi**”), Yantai Rongyi Enterprise Management Center (Limited Partnership) (煙台榮益企業管理中心(有限合夥)) (“**Rongyi**”), Yantai Rongjian Enterprise Management Center (Limited Partnership) (煙台榮建企業管理中心(有限合夥)) (“**Rongjian**”) was a limited partnership established in the PRC. Each of Rongda, Rongqian, Rongshi, Rongyi and Rongjian is an employee incentive platform and held 102,381,891, 18,507,388, 9,190,203, 16,630,337 and 2,163,655 A Shares in the Company, respectively. Mr. Wang Weidong, an executive Director and the chairman of the Board, is the executive partner of each of Rongda, Rongqian, Rongshi, Rongyi and Rongjian. As such, under the SFO, Mr. Wang Weidong is deemed to be interested in the equity interests held by Rongda, Rongqian, Rongshi, Rongyi and Rongjian.

Further, as at the date of this circular, RongChang Holding Group LTD. was a company incorporated in the British Virgin Islands. Mr. Wang Weidong was the sole director of RongChang Holding Group LTD. and RongChang Holding Group LTD. is accustomed to act in accordance with Mr. Wang Weidong's instructions. As such, under the SFO, Mr. Wang Weidong is deemed to be interested in the equity interests held by RongChang Holding Group LTD.

As at the date of this circular, I-NOVA Limited was a company incorporated in the British Virgin Islands and was wholly-owned by Dr. Fang Jianmin, an executive Director. As such, under the SFO, Dr. Fang Jianmin is deemed to be interested in the equity interests held by I-NOVA Limited.

LETTER FROM THE BOARD

On April 16, 2020, Mr. Wang Weidong (an executive Director and the chairman of the Board), Dr. Fang Jianmin (an executive Director), Mr. Lin Jian (an executive Director), Dr. Wang Liqiang (a non-executive Director), Mr. Wang Xudong, Mr. Deng Yong, Mr. Xiong Xiaobin, Mr. Wen, Ms. Yang Minhua, Mr. Wei Jianliang, Rongda, RongChang Holding LTD. and I-NOVA Limited (each being a controlling shareholder of the Company, and collectively referred to as the “**Concert Parties**”) entered into a concert party agreement to confirm that they have acted in concert in the management, decision-making and all major decisions of the Group. As such, each of the Concert Parties is deemed to be interested in the Shares each other is interested in.

- (3) As of the date of this circular, Mr. Wen was granted Restricted Shares under the 2022 A Share Scheme and the 2023 A Share Scheme, each with attribution conditions attached thereto. As such, under the SFO, Mr. Wen is deemed to be interested in the equity interests underlying the aforesaid Restricted Shares.

Save as disclosed above, as at the date of this circular, Mr. Wen has confirmed that (i) he does not hold any other position with the Company or other members of the Group; (ii) he does not hold, and has not held in the last three years, any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) he has no relationship with any Director, supervisor, senior management, substantial or controlling shareholder of the Company; and (iv) he does not have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wen has confirmed that (i) there is no other information in relation to his appointment which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and (ii) there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.

3. EGM

The notice convening the EGM to be held at 2:00 p.m. on Wednesday, April 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed herewith and is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.remegen.com>).

4. PROXY ARRANGEMENT

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company’s H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Tuesday, April 1, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the list of holders of H Shares who are entitled to attend and vote at the EGM, the register of members of H Shares will be closed from Friday, March 28, 2025 to Wednesday, April 2, 2025, both days inclusive, during which period, no transfer of H Shares will be registered. The holders of H Shares appear in the register of members of H Shares on Friday, March 28, 2025 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, March 27, 2025.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the resolution proposed at the EGM is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution proposed at the EGM.

Yours faithfully,
RemeGen Co., Ltd.*
Mr. Wang Weidong
Chairman and executive director

* For identification purposes only

NOTICE OF EGM



RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

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

(Stock Code: 9995)

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the “EGM”) of RemeGen Co., Ltd.* 榮昌生物製藥(煙台)股份有限公司 (the “Company”) will be held at 2:00 p.m. on Wednesday, April 2, 2025 at Room 6134, Phase III Building of the Company at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Wen Qingkai as an executive director of the Company.

By order of the Board

RemeGen Co., Ltd.*

榮昌生物製藥(煙台)股份有限公司

Mr. Wang Weidong

Chairman and executive director

Yantai, the PRC

March 17, 2025

* *For identification purposes only*

NOTICE OF EGM

Notes:

1. The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at www.remegen.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), at least 24 hours before the EGM (i.e. before 2:00 p.m. on Tuesday, April 1, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM or at any adjournment thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares of the Company who are entitled to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Friday, March 28, 2025 to Wednesday, April 2, 2025, both days inclusive, during which period, no transfer of H shares will be registered. The holders of H shares of the Company appear in the register of members of H shares of the Company on Friday, March 28, 2025 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, March 27, 2025.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Company at +86-0535-3573685 or IR@remegen.com for any enquiries in respect of the EGM.
7. References to times and dates in this notice are to Hong Kong local times and dates.

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