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## CStone Pharmaceuticals

基石藥業

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2616)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an EXTRAORDINARY GENERAL MEETING (the “EGM”) of CStone Pharmaceuticals (the “**Company**”) will be held at 21/F, New Bund Times Square, No. 399 West Haiyang Road, Pudong New District, Shanghai, China on Tuesday, March 7, 2023 at 9:00 a.m. for the following purposes. Unless indicated otherwise, terms used herein shall have the same meanings ascribed to them in the circular of the Company dated February 15, 2023 (the “**Circular**”).

#### ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolutions:

1. **“THAT**, conditional upon the passing of ordinary resolution numbered #3, the amendments to the Post-IPO ESOP proposed by the Board, a copy of which is produced to this meeting, marked “**A**” and signed by the Chairman of the EGM for the purpose of identification, be and is hereby approved and adopted in all respects, and **THAT**, the Directors be and are hereby authorised to grant the options thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the Post-IPO ESOP;
2. **THAT**, conditional upon the passing of ordinary resolution numbered #3, the amendments to the Post-IPO RSU Scheme proposed by the Board, a copy of which is produced to this meeting, marked “**B**” and signed by the Chairman of the EGM for the purpose of identification, be and is hereby approved and adopted in all respects, and **THAT**, the Directors be and are hereby authorised to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the Post-IPO RSU Scheme;
3. **THAT**, the Scheme Mandate Limit (as defined in the Share Incentive Schemes) on the total number of Shares that may be issued in respect of all options and awards to be granted to the Eligible Participants under all the share schemes of the Company be and is hereby approved and adopted;

4. **THAT**, conditional upon the passing of ordinary resolution numbered #3, the Service Provider Sublimit (as defined in the Share Incentive Schemes) on the total number of Shares that may be issued in respect of all options and awards to be granted to the Service Providers under all the share schemes of the Company be and is hereby approved and adopted;
5. **THAT**, conditional upon the passing of ordinary resolution numbered #3, the re-grant of 4,340,000 Options to Dr. Yang, an Existing Grantee under the Post-IPO ESOP to subscribe for an aggregate of 4,340,000 Shares at the exercise price of HK\$4.900 per Share and on the terms and conditions as set out in the Circular be and is hereby approved, confirmed and ratified in all respects and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as he/she may deem necessary or expedient in order to give full effect to such grant and exercise of such Options; and
6. **THAT**, the grant of Options under the Post-IPO ESOP to Dr. Yang to subscribe for an aggregate of 28,000,000 Shares at the exercise price of HK\$4.660 per Share and on the terms and conditions as set out in the Circular be and is hereby approved, confirmed and ratified in all respects and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as he/she may deem necessary or expedient in order to give full effect to such grant and exercise of such Options.”

Ordinary resolutions numbered #1, #2, #4 and #5 are conditional upon the passing of the ordinary resolution numbered #3. In the event that ordinary resolutions #1 to #3 are passed but ordinary resolution #4 not passed, the Company will adopt the amendments to the Share Incentive Schemes proposed by the Board save that the Board shall alter each of the Share Incentive Schemes to remove references to the grant of Awards and/or Options to the Service Providers. In the event that ordinary resolution numbered #1 is not passed but ordinary resolution numbered #2 is passed, the Company will adopt the amendments to the Post-IPO RSU Scheme proposed by the Board; in the event that ordinary resolution numbered #2 is not passed but ordinary resolution numbered #1 is passed, the Company will adopt the amendments to the Post-IPO ESOP proposed by the Board. In the event that any of the ordinary resolution numbered #1, #3 or #5 is not passed, the Proposed Re-grants to Existing Grantees will not become effective in its entirety.

By order of the Board  
**CStone Pharmaceuticals**  
**Dr. Wei Li**  
*Chairman*

Hong Kong, February 15, 2023

<i>Registered office:</i>	<i>Head Office and Principal Place of Business in China:</i>	<i>Principal place of business in Hong Kong:</i>
The offices of Vistra (Cayman) Limited P.O. Box 31119 Grand Pavilion Hibiscus Way 802 West Bay Road Grand Cayman KY1-1205 Cayman Islands	218 Xinghu Str. C1 Building, North Block Suzhou Industrial Park China	40th Floor, Dah Sing Financial Centre No. 248 Queen’s Road East Wanchai Hong Kong

*Notes:*

- (1) All resolutions at the meeting will be taken by poll (except where the Chairman to the EGM decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder.
- (3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (4) In order to be valid, a form of proxy must be deposited the branch 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 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by no later than 9:00 a.m. on Sunday, March 5, 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (5) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Thursday, March 2, 2023 to Tuesday, March 7, 2023 both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, March 1, 2023.

*As at the date of this notice, the board of Directors comprises Dr. Wei Li as Chairman and non-executive Director, Dr. Jianxin Yang as executive Director, Mr. Kenneth Walton Hitchner III, Mr. Xianghong Lin and Mr. Edward Hu as non-executive Directors, and Dr. Paul Herbert Chew, Mr. Ting Yuk Anthony Wu and Mr. Hongbin Sun as independent non-executive Directors.*