

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Laekna, Inc., 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.

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**Laekna, Inc.**

**來凱醫藥有限公司**

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

**(Stock Code: 2105)**

**PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE SHARES, RESELL TREASURY SHARES AND  
REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED RE-APPOINTMENT OF AUDITOR;  
PROPOSED GRANT OF RSUs TO DIRECTORS  
UNDER THE 2024 SHARE AWARD SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Laekna, Inc. to be held at 9:00 a.m. on Tuesday, 3 June 2025 at 5F, 987 Cailun Road, Pudong, Shanghai, China, at which, among other things, the above proposals will be considered, which are set out on pages 22 to 27 of this circular.

A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.laekna.com](http://www.laekna.com)). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the relevant form of proxy shall be deemed to be revoked.

12 May 2025

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## **RESPONSIBILITY STATEMENT**

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

## DEFINITIONS

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

“2024 Share Award Scheme”	the share award scheme adopted by the Company on 14 June 2024, as amended from time to time
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 9:00 a.m. on Tuesday, 3 June 2025 at 5F, 987 Cailun Road, Pudong, Shanghai, China, notice of which is set out on pages 22 to 27 of this circular
“Announcement”	the announcement of the Company dated 8 May 2025 in relation to, among others, the Grant of RSUs to Directors and other employee participants of the Group
“Articles” or “Articles of Association”	the fifth amended and restated articles of association of the Company adopted by special resolution passed on 9 June 2023
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“business day”	any day on which the Stock Exchange is open for the business of trading in securities
“CCASS”	The Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system established and operated by the HKSCC
“Companies Law”	the Companies Act (As Revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Laekna, Inc., an exempted company incorporated in the Cayman Islands with limited liability on 29 July 2016, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2105)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules

## DEFINITIONS

“Director(s)”	director(s) of the Company
“Dr. Gu”	Dr. GU Xiang-Ju Justin, an executive Director
“Dr. Lu”	Dr. LU Chris Xiangyang, chairman of the Board, an executive Director and the chief executive officer of the Company
“employee participant(s)”	shall have the meaning as set out in Rule 17.03A of the Listing Rules
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the aggregate number of Shares under the Issue and Resell Mandate
“Grant of RSUs to Directors”	the conditional grant of 1,600,000 RSUs to each of Dr. Lu, Ms. Xie and Dr. Gu in accordance with the terms of the 2024 Share Award Scheme on 8 May 2025
“Grantee(s)”	Dr. Lu, Ms. Xie and Dr. Gu, who are executive Directors, to whom the RSUs were proposed to be granted
“Group”	the Company and its subsidiaries
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“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
“Independent Shareholders”	Shareholders who are not required to abstain from voting at the AGM and are entitled to vote at the AGM to approve the Grant of RSUs to Directors
“Issue and Resell Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with the Shares (including the sale or transfer of treasury shares out of treasury) not exceeding 20% of the aggregate number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the relevant mandate

## DEFINITIONS

“Laekna HK”	Laekna Limited, a limited liability company incorporated in Hong Kong on 26 August 2016 and one of our Company’s subsidiaries
“Laekna Ningbo”	Laekna Pharmaceutical Ningbo Co., Ltd. (來凱製藥(寧波)有限公司), a limited liability company established under the laws of the PRC on 29 June 2023 and one of our Company’s subsidiaries
“Laekna Therapeutics”	Laekna Therapeutics Shanghai Co., Ltd. (來凱醫藥科技(上海)有限公司), a limited liability company established under the laws of the PRC on 28 December 2016 and one of our Company’s subsidiaries
“Latest Practicable Date”	9 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the fifth amended and restated memorandum of association of the Company adopted by special resolution passed on 9 June 2023
“Ms. Xie”	Ms. XIE Ling, an executive Director
“Nomination Committee”	the Nomination Committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Pre-IPO Share Option Scheme”	the share option scheme adopted by our Company on 11 April 2018 and amended on 30 October 2019, 20 April 2021 and 31 March 2022, as amended from time to time
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate

## DEFINITIONS

“Scheme Limit”	the total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the 2024 Share Award Scheme and any other share scheme(s) of the Company, i.e. 39,010,035 Shares
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	the meaning as ascribed thereto under the Listing Rules
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



Laekna, Inc.

來凱醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2105)

*Executive Directors*

Dr. LU Chris Xiangyang

(Chairman and Chief Executive Officer)

Ms. XIE Ling (謝玲)

Dr. GU Xiang-Ju Justin

*Non-executive Directors*

Dr. WANG David Guowei

Mr. SUN Yuan (孫淵)

*Independent Non-executive Directors*

Dr. YIN Xudong

Dr. LI Min

Mr. ZHOU Jian (周健)

*Registered office*

4th Floor

Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Principal place of business*

*in Hong Kong*

46/F, Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

12 May 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO  
ISSUE SHARES, RESELL TREASURY SHARES AND  
REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED RE-APPOINTMENT OF AUDITOR;  
PROPOSED GRANT OF RSUs TO DIRECTORS  
UNDER THE 2024 SHARE AWARD SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue and Resell Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors;

## LETTER FROM THE BOARD

(iii) the re-appointment of the auditor of the Company; (iv) the Grant of RSUs to Directors under the 2024 Share Award Scheme and (v) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

### **PROPOSED GRANTING OF THE ISSUE AND RESELL MANDATE, THE REPURCHASE MANDATE AND THE EXTENSION MANDATE**

At the annual general meeting of the Company held on 14 June 2024, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing of such resolution at the AGM; (ii) a general unconditional mandate to repurchase on the Stock Exchange up to 10% of the number of the Shares in issue as at the date of passing of such resolution at the AGM; and (iii) the general mandate as mentioned in (i) be extended by adding the number of Shares repurchased by the Company pursuant to the repurchase mandate as mentioned in (ii). The above general mandates will continue in force until whichever of the following first occurs: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws, or (iii) until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares (including the sale or transfer of treasury shares out of treasury), approval is to be sought from the Shareholders for the general mandate to issue Shares (including the sale or transfer of treasury shares out of treasury). It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue and Resell Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto.

Subject to a separate approval of the Extension Mandate, the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to extend the 20% limit of the Issue and Resell Mandate, provided that such additional amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the resolutions in relation to the Issue and Resell Mandate and the Repurchase Mandate.

Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 22 to 27 of this circular for details of the Issue and Resell Mandate, the Repurchase Mandate and the Extension Mandate.

As at the Latest Practicable Date, the number of issued Shares was 407,736,350 Shares and the Company did not hold any treasury shares. Assuming no further Shares are to be issued or repurchased after the Latest Practicable Date and prior to the AGM, the Company will be allowed to (i) issue (or sell or transfer out of treasury) a maximum of 81,547,270

## **LETTER FROM THE BOARD**

Shares under the Issue and Resell Mandate, representing 20% of the aggregate number of the Shares in issue (excluding treasury shares, if any); and (ii) buy back a maximum of 40,773,635 Shares under the Repurchase Mandate, representing 10% of the aggregate number of the Shares in issue (excluding treasury shares, if any).

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate required by the Listing Rules is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM. Neither the explanatory statement nor the Repurchase Mandate has any unusual features.

### **PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 15.1 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if such number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the annual general meeting at which he retires and shall be eligible for re-election at such meeting. Dr. Gu, Mr. SUN Yuan and Dr. YIN Xudong will retire as Directors at the AGM, and they, being eligible, will offer themselves for re-election at the AGM.

Being the independent non-executive Director eligible for re-election at the AGM, the Board has also considered the independence of Dr. YIN Xudong pursuant to Rule 3.13 of the Listing Rules, and was satisfied with the independence of Dr. YIN Xudong, and considers that he remains independent and has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director. Nothing has come to the attention of the Board which may adversely affect the independence of Dr. YIN Xudong.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the above named Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix II to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

## LETTER FROM THE BOARD

### PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint KPMG as the independent auditor of the Company for the year ending 31 December 2025 and to hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. KPMG has indicated their willingness to be re-appointed as auditor of the Company for the said period.

### GRANT OF RSUS TO DIRECTORS

As set out in the Announcement, it was proposed to grant RSUs under the 2024 Share Award Scheme to three executive Directors, namely Dr. Lu, Ms. Xie and Dr. Gu, under the 2024 Share Award Scheme, conditional on and subject to the approval of the Independent Shareholders at the AGM.

Details of the Grant of RSUs to Directors are set out below:

Date of Grant of RSUs to Directors	8 May 2025
Total number of the RSUs granted to Directors	4,800,000 RSUs (representing an aggregate of 4,800,000 Shares), among which 1,600,000 RSUs were granted to each of Dr. Lu, Ms. Xie and Dr. Gu (representing 1,600,000 Shares to each of Dr. Lu, Ms. Xie and Dr. Gu)
Purchase price of the RSUs granted	Nil
Closing price of Shares on the date of the Grant of RSUs to Directors	HK\$14.30 per Share
Vesting period	25% shall vest on each anniversary of the date of the Grant of RSUs to Directors for the next four years, subject to satisfaction (or waiver, as applicable) of the vesting conditions stipulated in the respective grant letters.

## LETTER FROM THE BOARD

### Performance targets

There are no performance targets attached to the Grant of RSUs to Directors. When considering the terms of the Grant of RSUs to Directors (including but not limited to the number of RSUs granted), the past performance and contributions of the respective Directors have been considered. The Remuneration Committee has also considered the importance of the roles and responsibilities of the Grantees and the expected contributions of the Grantees to be made to the future development of the Group, and is of the view that the Grant of RSUs to Directors without performance targets is market competitive, consistent with the Company's customary practice, and aligns with the purpose of the 2024 Share Award Scheme.

### Clawback mechanism

The Grant of RSUs to Directors is subject to the clawback mechanism under the 2024 Share Award Scheme. The Board has the authority to clawback RSUs granted if certain events occur, which include, among others, the Grantee ceasing to be a participant by reason of the termination of his or her employment or engagement on the grounds that he or she has been guilty of fraud or dishonesty or persistent or serious misconduct, or any other ground on which an employer would be entitled to terminate his or her employment. For details of the clawback mechanism, please refer to the announcement of the Company dated 21 May 2024.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to any of the Grantees to facilitate the purchase of RSUs under the 2024 Share Award Scheme. The Shares to be allotted and issued pursuant to the RSUs granted shall be identical to the then existing issued shares of the Company and will rank pari passu in all respects with the other fully paid Shares in issue on the date the name of the Grantee is registered on the register of members of the Company, save that the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company) declared or recommended or resolved to be paid to the Shareholders on the register on a date prior to such registration.

## LETTER FROM THE BOARD

### **Number of Shares Available for Future Grant**

The Company currently intends to satisfy the Grant of RSUs to Directors by the issuance of new Shares. After the Grant of RSUs to Directors and the grant of RSUs to other employee participants of the Group as stated in the Announcement, as of the Latest Practicable Date, an aggregate of 16,610,035 Shares will be available for future grant pursuant to the 2024 Share Award Scheme.

### **Reasons for and Benefits of the Grant of RSUs to Directors**

The Board considers that the 2024 Share Award Scheme provides the Group with flexible means of utilizing equity-based incentives to retain, incentivize and motivate its employees. The aforementioned Grant of RSUs to Directors is to align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to recognize the contributions made by the Grantees and to attract and retain talent for the continuous operations and development of the Group. Hence, the Board (including all the independent non-executive Directors but excluding the respective Grantees, who had abstained from voting on the resolution relating to the proposed grant of RSUs to be granted to himself or herself) is of the view that the Grant of RSUs to Directors is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

The Grant of RSUs to Directors is subject to Independent Shareholders' approval. In the event that Independent Shareholders' approval in the AGM is not obtained, the Company shall revoke the Grant of RSUs to Directors and publish further announcements where appropriate.

### **Implications under the Listing Rules**

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of RSUs under the 2024 Share Award Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding the independent non-executive Director who is the grantee of the RSUs (if applicable)). The Grant of RSUs to Directors has been approved by all of the independent non-executive Directors and also has been reviewed and approved by the Remuneration Committee. Ms. Xie, a member of the Remuneration Committee, has abstained from the review and approval of the Remuneration Committee in relation to the grant of RSUs to herself.

Pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules, as the total number of Shares to be issued in respect of the RSUs conditionally granted to each of Dr. Lu, Ms. Xie and Dr. Gu (each representing approximately 0.39% of the total issued Shares, respectively) would, in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Grant of RSUs to Directors is subject to the approval by the Independent Shareholders, and Dr. Lu, Ms. Xie and Dr. Gu (and their respective associates) shall abstain from voting in favour of the relevant resolution(s) on the grant of RSUs to himself or herself, respectively, at the AGM pursuant to the Listing Rules.

## **LETTER FROM THE BOARD**

Accordingly, (i) Dr. Lu and his associate must abstain from voting in favour of the resolution approving Resolution No. 7 in respect of the grant of RSUs to Dr. Lu. As at the Latest Practicable Date, Dr. Lu and his associate held in aggregate 49,603,870 Shares, representing approximately 12.17% of the total number of Shares in issue; and (ii) Ms. Xie and her associate must abstain from voting in favour of the resolution approving Resolution No. 8 in respect of the grant of RSUs to Ms. Xie. As at the Latest Practicable Date, Ms. Xie and her associate held in aggregate 8,342,240 Shares, representing approximately 2.05% of the total number of Shares in issue. As at the Latest Practicable Date, Dr. Gu and his associate did not hold any Shares. Except as disclosed above and with respect to 32,926,530 Shares underlying the unexercised options of the Pre-IPO Share Option Scheme held by Futu Trustee Limited as at the Latest Practicable Date, which shall abstain from voting on matters that require Shareholders' approval under Rule 17.05A of the Listing Rules, no other Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 22 to 27 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue and Resell Mandate, the Repurchase Mandate and the Extension Mandate, approving the re-election of Directors, the re-appointment of auditor and the Grant of RSUs to Directors under the 2024 Share Award Scheme.

### **FORM OF PROXY**

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.laekna.com](http://www.laekna.com). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

## LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 29 May 2025 to Tuesday, 3 June 2025 both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 28 May 2025.

### **RECOMMENDATION**

The Board considers that the ordinary resolutions in relation to the granting of the Issue and Resell Mandate, the Repurchase Mandate and the Extension Mandate, approving the re-election of Directors, the re-appointment of auditor and the Grant of RSUs to Directors under the 2024 Share Award Scheme to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of such resolutions at the AGM.

### **GENERAL**

Your attention is also drawn to the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully, By order of the Board  
**Laekna, Inc.**  
**Dr. LU Chris Xiangyang**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 407,736,350 Shares and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 40,773,635 Shares, representing 10% of the aggregate number of the total issued Shares (excluding treasury shares, if any) as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

## **3. STATUS OF REPURCHASED SHARES**

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return (which shall identify, amongst others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchases) and relevant monthly return.

## **APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give an instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The listing of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

### **4. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **5. FUNDING OF REPURCHASE OF SHARES**

Any repurchase of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

## **6. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2024 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose 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.

## **7. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the previous 12 months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
May	8.08	5.84
June	7.12	5.11
July	5.65	3.90
August	5.90	4.26
September	7.03	4.20
October	10.46	5.31
November	17.78	8.03
December	15.30	8.32
<b>2025</b>		
January	13.12	8.70
February	13.98	8.29
March	15.60	11.44
April	15.44	8.10
May (up to and including the Latest Practicable Date)	15.30	13.40

*Source: the Stock Exchange's website*

## **8. UNDERTAKING OF THE DIRECTORS**

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

## **9. GENERAL**

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors would only exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rule, the Articles and the applicable laws of the Cayman Islands in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

## **10. TAKEOVERS CODE**

If on exercise of the powers of repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Lu was deemed to be interested in an aggregate of 53,739,390 Shares and underlying Shares, representing approximately 13.18% of the issued share capital of the Company (excluding treasury Shares), within the meaning of Part XV of the SFO. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and that the Company does not have any treasury Shares, in the event that the Directors should exercise in full the Repurchase Mandate, the interests in the Company of Dr. Lu will be increased to approximately 14.64% of the issued Shares (excluding treasury Shares).

To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**11. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## APPENDIX II     DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

**Dr. GU Xiang-Ju Justin** (“**Dr. Gu**”), aged 59, is our executive Director and chief scientific officer, and is responsible for overseeing our pre-clinical discovery research works. Dr. Gu joined our Group in January 2020 as our chief scientific officer and was appointed as a Director and re-designated as an executive Director in May 2022.

From April 2001 to October 2008, Dr. Gu first served as a scientist and then as a group leader at Genomics Institute of the Novartis Research Foundation. From November 2008 to April 2019, he worked at CNIBR in Shanghai, with his last position as the director of lead discovery. Before joining our Group, Dr. Gu was a venture partner at GP Healthcare Capital Co., Ltd. (上海金浦醫療健康股權投資基金管理有限公司) from April 2019 to December 2019.

Dr. Gu received his Bachelor’s degree in biology from Nankai University (南開大學) in China in 1985; Master’s degree from the Institute of Botany, The Chinese Academy of Sciences (中國科學院植物研究所) in China in 1988; and the Doctor of Philosophy degree in biochemistry from the Ohio State University in the United States in March 1997. Dr. Gu was a postdoctoral fellow at Massachusetts Institute of Technology in the United States from January 1997 to August 2000.

Dr. Gu is a director of Laekna Therapeutics and Laekna Ningbo.

Save as disclosed above, Dr. Gu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Gu was deemed to be interested in an aggregate of 8,000,000 Shares and underlying Shares, within the meaning of Part XV of the SFO.

Dr. Gu has entered into a service contract with the Company for a term of three years, with effect from 31 May 2022, which may be terminated by not less than 3 months’ notice served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the service contract entered into with us, Dr. Gu will not receive any remuneration as director’s fee.

Save as disclosed above, Dr. Gu has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51 of the Listing Rules and the Company is not aware of any other matters concerning Dr. Gu’s standing for re-election as Director that need to be brought to the attention of the Shareholders.

## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

**Mr. SUN Yuan** (孫淵) (“**Mr. Sun**”), aged 36, is our non-executive Director, and is responsible for providing professional advice to the Board. Mr. Sun was appointed as a Director in April 2022 and re-designated as a non-executive Director in May 2022.

Mr. Sun joined SDIC Fund Management Co., Ltd. (國投創新投資管理有限公司) in September 2013. He then joined CS Capital (Nanjing) Co., Ltd. (國投招商(南京)投資管理有限公司) in January 2022, a wholly-owned subsidiary of CS Capital Co., Ltd. (國投招商投資管理有限公司), and is currently its director. CS Capital Co., Ltd. is the general partner of Future Industry Investment Fund II (先進製造產業投資基金二期(有限合夥)), one of our Pre-IPO Investors. He obtained the Chartered Financial Analyst qualification in November 2017.

Mr. Sun received his Bachelor’s degree in computer science and technology from Tsinghua University (清華大學) in China in July 2010. He received his Master’s degree in finance from Washington University in St. Louis in the United States in December 2012.

Mr. Sun is a director of Laekna Therapeutics.

Save as disclosed above, Mr. Sun does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Sun did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Sun has entered into a service contract with the Company for a term of three years, with effect from 31 May 2022, which may be terminated by not less than 3 months’ notice served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the service contract entered into with us, Mr. Sun will not receive any remuneration as director’s fee.

Save as disclosed above, Mr. Sun has confirmed that there is no other information which is disclosable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Sun’s standing for re-election as Director that need to be brought to the attention of the Shareholders.

**Dr. YIN Xudong** (“**Dr. Yin**”), aged 58, was appointed as our independent non-executive Director with effect from June 16, 2023 and is responsible for providing independent opinion and judgment to the Board.

Dr. Yin once worked at Clontech Laboratories Inc. (currently known as Becton, Dickinson and Company) (a global medical technology company listed on the New York Stock Exchange, stock code: BDX). During his employment with Boston Consulting (Shanghai) Co., Ltd. (a global business management and consulting firm), he served as a director manager from April

## **APPENDIX II     DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION**

2000 to February 2004. He then worked at AstraZeneca Plc, a multinational pharmaceutical and biotechnology company listed on the London Stock Exchange (stock code: AZN), NASDAQ Global Market (stock code: AZN) and the NASDAQ Stockholm (stock code: AZN) in China from February 2004 to January 2011 with his last position as the president, AstraZeneca China. From January 2011 to December 2021, he served as head of the Asia Pacific, Middle East and Africa regions of Novartis Pharmaceuticals Corporation and president of Novartis Group in China.

Dr. Yin received his Bachelor of Sciences degree in biochemistry from Peking University (北京大學) in China in 1987. He further obtained his Doctor of Philosophy degree in biological science from Stanford University in the United States in June 1995. In addition, he received his Master of Business Administration degree from Harvard University in the United States in June 1998.

Save as disclosed above, Dr. Yin does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Yin did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Dr. Yin has entered into an appointment letter with the Company for a term of three years, with effect from 16 June 2023, which may be terminated by not less than 1 month' notice served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles of Association. Pursuant to the appointment letter entered into with us, Dr. Yin is entitled to a director's fee of HK\$400,000 per annum for his service as an independent non-executive Director, which was determined by the Board having regard to his duties and responsibilities, performance, qualification, experience, as well as prevailing market conditions.

Save as disclosed above, Dr. Yin has confirmed that there is no other information which is disclosable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2) of the Listing Rules and the Company is not aware of any other matters concerning Dr. Yin's standing for re-election as Director that need to be brought to the attention of the Shareholders.

### **NOMINATION POLICY AND PROCESS FOR THE DIRECTORS**

The Nomination Committee and the Board have followed the nomination policy and board diversity policy for the re-appointment of Dr. Yin as an independent non-executive Director. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of

## APPENDIX II     DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

With reference to the past contributions made by Dr. Yin to the Company during his tenure, his qualifications and his rich experience in management, the Board is of the view that Dr. Yin can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

In assessing the independence of Dr. Yin, the Nomination Committee has considered his independence pursuant to Rule 3.13 of the Listing Rules, and is satisfied that he has continued to provide independent and objective judgment and advice to the Board, through scrutinizing and monitoring the Group's affairs with a view to safeguard the interests of the Group and the Shareholders. The Nomination Committee was satisfied with the independence of Dr. Yin, and considers that he remains independent.

Having reviewed the Board's composition, the respective qualifications, skills and experience, time commitment and contribution of each of Dr. Gu, Mr. Sun and Dr. Yin with reference to the nomination policy and board diversity policy of the Company, the Nomination Committee has recommended to the Board on the re-election of each of Dr. Gu, Mr. Sun and Dr. Yin as the Directors, who are due to retire at the Annual General Meeting.

Taking into consideration the recommendation of the Nomination Committee and the board diversity policy and the director nomination policy of the Company, the Board is of the view that each of Dr. Gu, Mr. Sun and Dr. Yin will continue to bring broader views, valuable insights and professionalism to the Board, whilst having sufficient diversity for the Board to discharge its functions effectively. Accordingly, the Board considers the re-election of each of Dr. Gu, Mr. Sun and Dr. Yin is in the best interests of the Company and the Shareholders as a whole. At the Annual General Meeting, ordinary resolutions will be proposed to re-elect each of Dr. Gu as an executive Director; Mr. Sun as a non-executive Director; Dr. Yin as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING



**Laekna, Inc.**

**來凱醫藥有限公司**

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

**(Stock Code: 2105)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Laekna, Inc. (the “**Company**”) will be held at 9:00 a.m. on Tuesday, 3 June 2025 at 5F, 987 Cailun Road, Pudong, Shanghai, China for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 12 May 2025 (the “**Circular**”)):

**AS ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2024.
2.
  - (i) To re-elect Dr. GU Xiang-Ju Justin as an executive Director.
  - (ii) To re-elect Mr. SUN Yuan as a non-executive Director.
  - (iii) To re-elect Dr. YIN Xudong as an independent non-executive Director.
  - (iv) To authorize the Board to fix the remuneration of the Directors.
3. To re-appoint KPMG as auditor and to authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury shares out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued and treasury shares which may be sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares (and/or the sale or transfer of treasury shares) in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; shall not exceed 20% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to

## NOTICE OF ANNUAL GENERAL MEETING

any restrictions or obligations under the laws of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of Shares of the Company in issue, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolutions as ordinary resolution:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of passing the resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the grant of 1,600,000 RSUs under the 2024 Share Award Scheme to Dr. Lu 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 (other than Dr. Lu) be and is hereby authorized 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 vesting of such RSUs.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the grant of 1,600,000 RSUs under the 2024 Share Award Scheme to Ms. Xie 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 (other than Ms. Xie) be and is hereby authorized 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 vesting of such RSUs.”

## NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the grant of 1,600,000 RSUs under the 2024 Share Award Scheme to Dr. Gu 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 (other than Dr. Gu) be and is hereby authorized 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 vesting of such RSUs.”

By order of the Board  
**Laekna, Inc.**  
**Dr. LU Chris Xiangyang**  
*Chairman*

Hong Kong, 12 May 2025

*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 29 May 2025 to Tuesday, 3 June 2025 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 28 May 2025.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, 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 certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. With respect to resolution numbered 2 of this notice, Dr. GU Xiang-Ju Justin, Mr. SUN Yuan and Dr. YIN Xudong shall retire from office of directorship and shall offer themselves for re- election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the Circular.

## NOTICE OF ANNUAL GENERAL MEETING

6. With respect to resolution numbered 4 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares or sale or transfer any treasury shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied Circular.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

*As at the date of this announcement, the Board comprises Dr. LU Chris Xiangyang, Ms. XIE Ling and Dr. GU Xiang-Ju Justin as executive Directors; Dr. WANG David Guowei and Mr. SUN Yuan as non-executive Directors; and Dr. YIN Xudong, Dr. LI Min and Mr. ZHOU Jian as independent non-executive Directors.*