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If you have sold or transferred all your shares in Pharmaron Beijing Co., Ltd.* (康龍化成(北京)新藥技術股份有限公司), you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Pharmaron Beijing Co., Ltd.*
康龍化成(北京)新藥技術股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3759)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE
A SHARES AND/OR H SHARES;**
- (3) PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND
OFFSHORE DEBT FINANCING INSTRUMENTS;**
- (4) PROPOSED APPOINTMENT OF DIRECTORS (OTHER THAN THE
INDEPENDENT NON-EXECUTIVE DIRECTORS) OF
THE SECOND SESSION OF THE BOARD;**
- (5) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS OF THE SECOND SESSION OF THE BOARD;**
- (6) PROPOSED APPOINTMENT OF SUPERVISORS OF
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (7) PROPOSED AUTHORIZATION FOR THE REGISTRATION OF
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (8) PROPOSED PROVISION OF GUARANTEE TO
A WHOLLY-OWNED SUBSIDIARY; AND**
- (9) NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING
OF 2020**

The Second Extraordinary General Meeting of 2020 will be held on Thursday, July 23, 2020 at 2:30 p.m., at 6 Tai-He Road, Beijing Economic Technological Development Area, Beijing, the PRC.

Whether or not you are able to attend the EGM, please complete and sign the reply slips and the form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company's H Shares Registrar, 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 24 hours before the time appointed for the holding of the EGM 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 any adjournment thereof (as the case may be) if you so wish.

** For identification purposes only*

June 24, 2020

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DEFINITIONS

In this circular, the following expression shall have the meanings set out below unless the context requires otherwise:

“A Share(s)”	ordinary share(s) of the Company with nominal value of RMB1.00 each listed on the Shenzhen Stock Exchange
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Business Day(s)”	any day(s) on which the Stock Exchange is open for the business of dealing in securities
“Chairman”	The chairman of the Board of Directors
“Company”	Pharmaron Beijing Co., Ltd.*, (康龍化成 (北京) 新藥技術股份有限公司) a joint stock company incorporated in the People’s Republic of China with limited liability
“Company Law of the PRC”	Company Law of the People’s Republic of China
“Director(s)”	directors of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 6 Tai-He Road, Beijing Economic Technological Development Area, Beijing, the PRC Thursday, July 23, 2020 at 2:30 p.m. or any adjournment thereof, the notice of which is set out on pages 29 to 32 in this circular
“General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution contained in item 2 of the notice of the EGM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign share(s) in the share capital of the Company, with nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares

DEFINITIONS

“H Shares Registrar”	Computershare Hong Kong Investor Services Limited, the H Shares registrar of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who is/are not a connected person(s) of the Company
“Latest Practicable Date”	Friday, June 19, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Guarantee”	The proposed provision of guarantee by the Company in the total amount not exceeding RMB400 million for Pharmaron (Hong Kong) International Limited
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Listing Rules”	Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



Pharmaron Beijing Co., Ltd.*

康龍化成(北京)新藥技術股份有限公司

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

(Stock Code: 3759)

Executive Directors:

Dr. Lou Boliang (*Chairman*)
Mr. Lou Xiaoqiang
Ms. Zheng Bei

Non-executive Directors:

Mr. Chen Pingjin
Mr. Hu Baifeng
Mr. Li Jiaqing
Mr. Zhou Hongbin

Independent non-executive Directors:

Mr. Dai Lixin
Ms. Li Lihua
Ms. Chen Guoqin
Ms. Shen Rong
Mr. Tsang Kwan Hung Benson

*Registered office, Headquarters and
principal place of business in the PRC:*

8th Floor, Block 1
6 Tai-He Road
Beijing Economic Technological
Development Area
Beijing
China

Place of business in Hong Kong:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

June 24, 2020

To the Shareholders:

Dear Sir/Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE
A SHARES AND/OR H SHARES;**
- (3) PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND
OFFSHORE DEBT FINANCING INSTRUMENTS;**
- (4) PROPOSED APPOINTMENT OF DIRECTORS (OTHER THAN THE
INDEPENDENT NON-EXECUTIVE DIRECTORS) OF
THE SECOND SESSION OF THE BOARD;**
- (5) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS OF THE SECOND SESSION OF THE BOARD;**
- (6) PROPOSED APPOINTMENT OF SUPERVISORS OF
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE;**
- (7) PROPOSED AUTHORIZATION FOR THE REGISTRATION OF
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (8) PROPOSED PROVISION OF GUARANTEE TO
A WHOLLY-OWNED SUBSIDIARY; AND**
- (9) NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING
OF 2020**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the EGM to be held on Thursday, July 23, 2020 at 2:30 p.m., to enable you to make an informed decision on whether to vote for or against the

LETTER FROM THE BOARD

proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please also refer to the notices of the EGM despatched by the Company on June 24, 2020 and published and available for downloading on the websites of the Stock Exchange at www.hkex.com.hk and of the Company at www.pharmaron.com.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To further improve the corporate governance structure of the Company and to facilitate the decision-making process of the Board, the Company intends to amend the number of Directors from twelve (12) to eleven (11), including four (4) independent non-executive directors. In this connection, the Board proposed to make the following amendments to the Articles of Association:

Before amendment

Article 149 The board of directors shall consist of twelve (12) directors, including five (5) independent non-executive directors. The board of directors shall have a chairman.

After amendment

Article 149 The board of directors shall consist of **eleven (11)** directors, including **four (4)** independent non-executive directors. The board of directors shall have a chairman.

A special resolution will be proposed at the EGM to consider and approve the amendments to the Company's Articles of Associations as set out above.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, a special resolution will be proposed at the EGM to approve the granting of the General Mandate to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the respective total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the General Mandate.

Further details of the special resolution to be passed with respect to the grant of General Mandate to issue A Shares and/or H Shares are set out in Appendix I to this circular.

4. PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the EGM to consider and approve the granting of authorization for issuance of onshore and offshore debt financing instruments, details of which are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED APPOINTMENT OF DIRECTORS (OTHER THAN THE INDEPENDENT NON-EXECUTIVE DIRECTORS) OF THE SECOND SESSION OF THE BOARD

Reference is made to the announcement of the Company dated June 24, 2020 in relation to, among others, the proposed appointment of the Directors of the second session of the Board.

According to the Articles of Association, the term of office of the first session of the Board is three years, from October 27, 2016 to October 26, 2019. In view of the fact that the Company was processing a listing application on the main board of the Stock Exchange at the time, the Company, in order to avoid affecting the relevant applications and normal business operations, signed a supplementary agreement on the appointment of directors with the directors of the Company on October 26, 2019, agreeing to extend the term of the first session of the Board. The directors shall continue to perform his/her duties in accordance with the Company Law of the PRC, the Articles of Association and the original contract provisions until the election of the new session of the Board is completed.

In accordance with the relevant requirements of the Articles of Association (with proposed amendments to be considered by the Shareholders at the EGM), the Company Law of the PRC and the Listing Rules, the Board proposed that the second session of the Board shall consist of eleven Directors, and also proposed that it shall include three executive Directors, four non-executive Directors and four independent non-executive Directors.

Upon consideration of the opinion from the Nomination Committee, the Board proposed the appointment of Dr. LOU Boliang, Mr. LOU Xiaoqiang and Ms. ZHENG Bei as executive Directors of the second session of the Board, and the appointment of Mr. CHEN Pingjin, Mr. HU Baifeng, Mr. LI Jiaqing and Mr. ZHOU Hongbin as non-executive Directors of the second session of the Board. The Nomination Committee has reviewed the proposed composition of the members of the second session of the Board and was of the view that the proposed composition of the Board is in compliance with the requirements of the Articles of Association, the applicable laws, regulations and the Listing Rules and the needs of the Company.

In accordance with the relevant requirements of the Articles of Association, the proposed appointment of Directors is subject to the approval by the Shareholders at a general meeting. The relevant proposals will be put forward to the EGM for the Shareholders' consideration and approval. The term of office of the above Director candidates will be three years, commencing from the conclusion of the EGM.

Pursuant to the relevant provisions of the Company Law of the PRC and the Articles of Association, all Directors of the first session of the Board shall continue to perform their duties as Directors in accordance with applicable laws and regulations until the election of the members of the second session of the Board is completed. Further announcement(s) will be made with respect to members of the first session of the Board upon conclusion of the EGM, at which the election of members of the second session of the Board is considered.

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The Company will enter into a service contract with each of the appointed Directors of the second session of the Board. The Directors (other than the independent non-executive Directors) shall not receive any Directors' fees for their role as Directors, and the Company shall reimburse the Directors all necessary and actual expenses in relation to the participation of Board meetings, the Board committee meetings, the meetings of the Supervisors and the general meetings of shareholders.

The elections of each of the above candidates for Directors will be proposed to the Shareholders for a poll at the EGM respectively. Biographical details of the candidates for election as members of the second session of the Board are set out in Appendix III to this circular.

6. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD

As mentioned in the paragraph headed "5. PROPOSED APPOINTMENT OF DIRECTORS (OTHER THAN THE INDEPENDENT NON-EXECUTIVE DIRECTORS) OF THE SECOND SESSION OF THE BOARD" above, the Board proposed that the second session of the Board shall consist of eleven Directors, four of whom shall be independent non-executive Directors.

Upon consideration of the opinion from the Nomination Committee, the Board proposed the appointment of Mr. DAI Lixin, Ms. CHEN Guoqin, Mr. TSANG Kwan Hung Benson and Mr. YU Jian as the independent non-executive Directors of the second session of the Board. The Nomination Committee has reviewed the proposed composition of the members of the second session of the Board and was of the view that the proposed composition of the Board is in compliance with the requirements of the Articles of Association, the applicable laws, regulations and the Listing Rules and the needs of the Company.

In accordance with the relevant requirements of the Articles of Association, the proposed appointment of independent non-executive Directors is subject to the approval by the Shareholders at a general meeting. The relevant proposals will be put forward to the EGM for the Shareholders' consideration and approval. The term of office of the independent non-executive Director of the second session of the Board will be three years, commencing from the conclusion of the EGM.

Pursuant to the relevant provisions of the Company Law of the PRC and the Articles of Association, all Directors of the first session of the Board shall continue to perform their duties as Directors in accordance with applicable laws and regulations until the election of the members of the second session of the Board is completed. Further announcement(s) will be made with respect to members of the first session of the Board upon conclusion of the EGM, at which the election of members of the second session of the Board is considered.

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The Company will enter into a service contract with each of the appointed independent non-executive Directors of the second session of the Board. The remuneration for each of them will be RMB200,000 per year (before tax), which was determined with reference to their respective experience, duties and responsibilities for undertaking their role as independent non-executive Directors, and the prevailing market conditions, and in accordance with the applicable laws, regulations and regulatory provisions as well as relevant remuneration policies of the Company, and is subject to the approval by the Shareholders at the EGM.

The elections of each of the above candidates for independent non-executive Directors will be proposed to the Shareholders for a poll at the EGM respectively. Biographical details of the candidates for election as members of the second session of the Board are set out in Appendix III to this circular.

The Board is of the view that Mr. DAI Lixin, Ms. CHEN Guoqin, Mr. TSANG Kwan Hung Benson and Mr. YU Jian are independent and capable of performing their respective duties as independent non-executive Directors based on the following reasons:

- (a) Each of them is able to confirm his/her independence with the Hong Kong Stock Exchange pursuant to the factors set out in Rule 3.13 of the Listing Rules;
- (b) None of them is an executive or a Director (other than an independent non-executive Director) of the Company, its holding company or of any of their respective subsidiaries or of any core connected persons of the Company within two years immediately prior to the date of his proposed appointment by the Board as independent non-executive Director of the second session of the Board of the Company;
- (c) None of them is connected with a Director, the chief executive or a substantial shareholder of the Company within two years immediately prior to the date of his proposed re-election or appointment by the Board as independent non-executive Director of the second session of the Board of the Company; and
- (d) The Board, after due and careful consideration, considers each of them suitable for performing their respective duties as independent non-executive Directors.

Accordingly, the Board believes that the valuable knowledge and experience of Mr. DAI Lixin, Ms. CHEN Guoqin, Mr. TSANG Kwan Hung Benson and Mr. YU Jian will provide valuable and diverse views to the Board and make contributions to the diversity of the Board.

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7. PROPOSED APPOINTMENT OF SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated June 24, 2020 in relation to, among others, the proposed appointment of the shareholder representative Supervisors of the second session of the Supervisory Committee.

According to the Articles of Association, the term of office of the first session of the Supervisory Committee is three years, from October 27, 2016 to October 26, 2019. The Supervisors shall continue to perform his/her duties in accordance with the Company Law of the PRC, the Articles of Association and the original contract provisions until the election of the new session of the Supervisory Committee is completed.

In accordance with the relevant requirements of the Articles of Association, the Supervisory Committee proposed that the second session of the Supervisory Committee shall consist of three Supervisors, including two shareholder representative Supervisors and one employee representative Supervisors. The proposed appointment of shareholder representative Supervisors are subject to the approval by the Shareholders at a general meeting, and the employee representative Supervisors will be elected at the employee representative meeting.

The Supervisory Committee proposed appointment of Dr. YANG Kexin and Mr. LIU Jun as the shareholder representative Supervisors of the second session of the Supervisory Committee. Biographical details of Dr. YANG Kexin and Mr. LIU Jun are set out in Appendix II to this announcement. The relevant proposals will be put forward to the EGM for the Shareholders' consideration and approval. If approved by the Shareholders at the EGM, Dr. YANG Kexin and Mr. LIU Jun and the employee representative Supervisor elected at the employee representative meeting will form the second session of the Supervisory Committee. The term of office of the Supervisor of the second session of the Supervisory Committee will be three years commencing from the conclusion of the EGM.

Pursuant to the relevant provisions of the Company Law of the PRC and the Articles of Association, all Supervisors of the first session of the Supervisory Committee shall continue to perform their duties as Supervisors in accordance with applicable laws and regulations until the election of the members of the second session of the Supervisory Committee becomes effective.

The Company will enter into a service contract with each of the elected Supervisors. The Supervisors shall not receive any remuneration for their role as Supervisors. The Company will reimburse the Supervisors all necessary and actual expenses in relation to the participation of Board meetings, the Board committee meetings, the meetings of the Supervisors and the general meetings of shareholders.

The election of each of Dr. YANG Kexin and Mr. LIU Jun as Supervisors will be proposed to the Shareholders for a poll at the EGM. Biographical details of the candidates for election as members of the second session of the Supervisory Committee are set out in Appendix IV to this circular.

LETTER FROM THE BOARD

8. PROPOSED AUTHORIZATION FOR THE REGISTRATION OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the special resolution to consider and approve the amendments to the Articles of Association of the Company under paragraph 2 above, an ordinary resolution will be proposed at the EGM to consider and authorize the Board to handle the registration matters in relation to the amendments to the Articles of Association.

9. PROPOSED PROVISION OF GUARANTEE TO A WHOLLY-OWNED SUBSIDIARY

An ordinary resolution will be proposed at the EGM to consider and approve the provision of the Proposed Guarantee for the application of Pharmaron (Hong Kong) International Limited, which is a wholly-owned subsidiary of the Company, to The Hongkong and Shanghai Banking Corporation for comprehensive credit facilities, details of which are set out in Appendix V of this circular.

10. EGM, REPLY SLIPS AND PROXY ARRANGEMENT

The Second Extraordinary General Meeting of 2020 will be held on Thursday, July 23, 2020 at 2:30 p.m., at 6 Tai-He Road, Beijing Economic Technological Development Area, Beijing, the PRC. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e., not later than 2:30 p.m. on Wednesday, July 22, 2020 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the forms of proxy will not preclude you from attending and voting at the EGM if you so wish. As disclosed in the announcement of the Company dated June 8, 2020, for the purpose of determining the H Shareholders entitled to attend and vote at the EGM, the register of members of the H Shares of the Company has been scheduled to close from Tuesday, June 23, 2020 to Thursday, July 23, 2020 (both days inclusive), during which no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company on Tuesday, June 23, 2020 shall be entitled to attend and vote at the EGM.

If H Shareholders intend to attend the EGM in person or by proxy, the completed and signed reply slip should be delivered by hand or by post to the Company's H Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Monday, July 20, 2020.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

11. RECOMMENDATION

The Directors consider that all of the resolutions in relation to (1) proposed amendments to the Articles of Association; (2) proposed granting of general mandate to issue A Shares and/or H Shares; (3) proposed authorization for issuance of onshore and offshore debt financing instruments; (4) proposed appointment of Directors (other than the independent non-executive Directors) of the second session of the Board; (5) proposed appointment of independent non-executive Directors of the second session of the Board; (6) proposed appointment of Supervisor of the second session of the Supervisory Committee; (7) proposed authorization for the registration of amendments to the Articles of Association; and (8) proposed provision of guarantee to a wholly-owned subsidiary, are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Dr. Lou Boliang
Chairman

In order to meet the need of the Company's business development, consolidate its leading position in the field of pharmaceutical research and development services and further enhance its capital and comprehensive strength, in accordance with the Company Law of the PRC and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association, the Board of Directors intends to propose the EGM to generally and unconditionally authorize the Board of Directors to, or to re-delegate to the Chairman and its authorized persons to determine to allot, issue and deal with the A shares and/or H shares of up to 20% of the number of the A shares and/or H shares in issue of the Company, or securities which may be converted into such shares, share options, warrants, or the similar rights to subscribe for the A shares and/or H shares of the Company (hereinafter referred to as the **"Similar Rights"**, and the above-mentioned authorization is hereinafter referred to as the **"General Mandate"**) separately or simultaneously. In accordance with the requirements of the relevant laws and regulations in the PRC, even if the General Mandate is obtained, the Company shall still be approved at the general meeting for the issuance of any A Shares. The specific authorization is as follows:

- I. To generally and unconditionally authorize the Board of Directors to, or to re-delegate to the Chairman and its authorized persons to determine to allot, issue and deal with the A Shares and/or H Shares or similar rights separately or simultaneously, and to determine the terms and conditions for allotment, issuance and disposal of new shares or issue similar rights, including but not limited to:
 1. Class and number of new shares to be issued;
 2. Pricing mechanism and/or issue price of the new shares to be issued (including price range);
 3. The starting and closing dates of such issue;
 4. The class and number of the new shares to be issued to existing shareholders; and/or
 5. To make or authorize the share offer, agreements, share options, conversion rights or other rights that may require the exercise of such rights.
- II. The number of the A Shares and/or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors or the Chairman and its authorized persons separately or simultaneously in accordance with the General Mandate referred to in first paragraph above shall not exceed 20% of the number of the A shares and/or H shares of such class in issue of the Company at the time when this resolution is passed at the EGM of the Company.

- III. Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the General Mandate specified in the fifth paragraph of this resolution, determined to allot, issue and deal with the A shares and/or H shares or similar rights, and the Company also has, during the effective period of the mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board of Directors of the Company or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.
- IV. To authorize the Board of Directors or the Chairman and its authorized persons to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws (including but not limited to the Company Law of the PRC, the Listing Rules and the Shenzhen Listing Rules) to exercise the General Mandate.
- V. The effective period of the General Mandate shall be from the passing of this resolution to the following date, whichever is earlier:
1. from the date when this resolution is passed at the general meeting of the Company until the expiry of 12 months since then;
 2. the date of conclusion of the 2020 annual general meeting of the Company; or
 3. at the time of passing a special resolution by the shareholders of the Company at the general meeting to revoke or vary the General Mandate under this resolution.
- VI. To authorize the Board of Directors or the Chairman and its authorized persons to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the abovementioned General Mandate, handle the necessary procedures and take other necessary actions.
- VII. To authorize the Board of Directors or the Chairman and its authorized persons to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association in accordance with the way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.

APPENDIX II	PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS
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In order to meet the need of the Company's business development, reduce financing costs and seize market opportunities in a timely manner, in accordance with the requirements of the Company Law of the PRC and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed, and the Articles of Association, the Board of Directors intends to propose the EGM to generally and unconditionally authorize the Board of Directors to, or to re-delegate to the Chairman and its authorized person(s) to determine and implement specific matters regarding the issuance of issuable debt financing instruments within the quota as approved by the general meeting.

I. PRINCIPAL TERMS FOR ISSUANCE OF THE DEBT FINANCING INSTRUMENTS

1. Categories of the debt financing instruments: the relevant debt financing instruments include but not limited to, short-term debentures, super-short term debentures, medium term notes, private placement note, enterprise bonds, corporate bonds, A share or H share convertible bonds, offshore RMB bonds and foreign currency bonds, perpetual bonds and other domestic and offshore debt financing instruments denominated in RMB or foreign currency permitted by the competent regulatory authority.
2. Size of Issuance: The size of issuance of debt financing instruments totaling not more than RMB4 billion (or equivalent amount in foreign currency) (calculated based on the aggregate balance outstanding upon the issuance and, in the case of an instrument denominated in a foreign currency, based on the median rate of the exchange rates published by the People's Bank of China on the date of the issuance) is authorized to be issued either one-off or in tranches in domestic and overseas bond markets within the validity period of such authorization.
3. Currency of Issuance: The currency of issuance of debt financing instruments may be RMB or foreign currency based on the review and approval results of the issuance of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
4. Term and interest rate: The maximum term of debt financing instruments shall be no more than 10 years with a single term or hybrid type of multiple terms. The domestic debt financing instruments with an indefinite term are not subject to the time limit mentioned above. The specific composition, categories, size of issuance and interests of debt financing instruments shall be determined based on the then domestic and overseas bond market conditions at the time of the issuance of debt financing instruments. The composition of specific terms, the size of issuance of each term and type of debt financing instruments and their interest rates shall be determined by the Board of Directors or the Chairman and its authorized person(s) in accordance with the relevant regulations and the then prevailing market conditions at the time of such issuance.

APPENDIX II	PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS
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5. Issuer: the Company or its domestic or overseas wholly-owned subsidiary or special-purpose vehicle established by the Company. If the domestic or overseas wholly-owned subsidiary or special-purpose vehicle is the issuer of debt financing instruments, the Company shall provide guarantees (including those provided by the issuer of debt financing instruments itself and/or by the Company) within the quota for issuance of its debt financing instruments, enter into a keep-well agreement or adopt the third-party credit enhancement method for such issuance.
6. Issuance price: The specific issuance price shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with relevant regulations and market conditions.
7. Use of Proceeds: It is expected that, after deducting the issuance expenses, the proceeds to be raised from the issuance of debt financing instruments are intended to be used towards meeting the needs of the Company's daily operations, repaying loans, replenishing its working capital and/or other investment acquisition purposes. The specific use of proceeds shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with the capital needs of the Company from time to time.
8. Method of Issuance: It shall be determined based on the review and results of approval of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
9. The debt financing instruments to be issued are proposed to be listed on the Inter-bank Bond Market, the Shenzhen Stock Exchange (the "SSE"), the Stock Exchange or other domestic or foreign exchanges.

II. AUTHORIZATION FOR ISSUANCE OF DEBT FINANCING INSTRUMENTS

1. Propose the general meeting to generally and unconditionally authorize the Board of Directors to, or to re-delegate the Chairman and its authorized person(s) to determine in their absolute discretion and deal with all the matters in respect of the issuance of debt financing instruments in accordance with the Company's needs from time to time as well as the then market conditions, including but not limited to:
 - (1) to determine and implement the specific proposal of the issuance of debt financing instruments, including but not limited to the establishment and determination of the appropriate issuer, the type of the debt financing instruments to be issued, the method of issuance, currency, the nominal value of debt financing instruments, price, the size of issuance, interest rate or its determination mechanism, issuance objects, the markets for issuance, the timing of issuance, the term of issuance, issuance in instalment and number of

tranches (if applicable), sale-back clause and redemption clause (if applicable), the option for raising the coupon rate (if applicable), rating, guarantees (if applicable), repayment period, conversion price, use of proceeds, specific placing, underwriting, debt repayment guarantee and all the matters in respect of the proposal of issuance of debt financing instruments.

- (2) to carry out all necessary and ancillary actions and procedures in relation to the issuance of debt financing instruments, including but not limited to, engage intermediary institutions, apply for and handle all approval, registration and filing procedures with the relevant government departments and/or regulatory authorities in connection with the issuance of debt financing instruments on behalf of the Company, execute, revise and implement all necessary documents for the issuance of debt financing instruments, select trustee(s) for the issuance of debt financing instruments, formulate the rules for meetings of the holders of debt financing instruments, deal with any related disclosure matters in accordance with the applicable laws and regulations and requirements from regulatory authorities, and deal with other matters in connection with the issuance and trading of debt financing instruments.
 - (3) in the event of changes in regulatory policies or market conditions, except for the matters which shall be voted at the general meeting of the Company in accordance with relevant laws, regulations and the Articles of Association, subject to the authorization at the general meeting, the relevant matters such as the specific plan for issuing debt financing instruments may be adjusted in accordance with the opinion of the regulatory authorities or in response to changes in market conditions, or to determine whether or not to continue the work for such issuance in accordance with actual conditions.
 - (4) to determine and deal with all relevant matters in connection with the listing of issuance of debt financing instruments to be issued on the Inter-bank Bond Market, the SSE, the Stock Exchange or other domestic or foreign exchanges in response to market conditions.
 - (5) to handle any other specific matters related to the issuance of debt financing instruments and execute all relevant or necessary documents.
2. To agree that while the above matters are approved and authorized by the general meeting, the Board of Directors shall further delegate the Chairman and its authorized person(s) to implement the issuance of debt financing instruments in accordance with the Company's needs and other market conditions.

APPENDIX II	PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS
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3. To authorize the Chairman and his authorized person(s) to approve, execute and dispatch relevant documents, announcements and circulars and make relevant information disclosure in accordance with the applicable rules and regulations in the place where the shares of the Company are listed.

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

The validity period for issuance of debt financing instruments shall be effective for a period of 36 months from the date of convening the EGM.

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

If this resolution is approved by the general meeting, within the validity period of the authorization for issuance of debt financing instruments mentioned above, the issuance of overseas bonds shall be determined and implemented by the Board of Directors in accordance with the authorization under this resolution.

PROPOSED EXECUTIVE DIRECTORS

Dr. LOU Boliang (樓柏良) (“**Dr. LOU**”), aged 56, is the chairman, chief executive officer and an executive Director of our Company. Dr. LOU co-founded our Group together with Mr. LOU and Ms. ZHENG in July 2004. He is primarily responsible for the overall management, strategic planning and corporate development of our Group. He is also actively involved in formulating our business development strategy and developing strategic relationship with our customers. He also serves as a director of most of the subsidiaries of our Group. Dr. LOU is the brother of Mr. LOU and the brother-in-law of Ms. ZHENG.

Since November 2006, Dr. LOU has been a director of Pharmaron Holdings Limited, which was our business and asset holding vehicle prior to the restructuring in connection with our A Share Offering.

Dr. LOU has over 25 years of experience in the life sciences and biotech industry. Prior to founding our Group, Dr. LOU worked at several life sciences and biotech companies such as Cytel Corporation, Ontogen Corporation and Advanced SynTech (formerly known as Helios Health, Inc.).

Dr. LOU obtained a master’s degree and a doctorate degree in science at the Shanghai Institute of Organic Chemistry (中國科學院上海有機化學所) in May 1986 and May 1989, respectively. From 1990 to 1994, he conducted post-doctoral research at the University of Montreal in Canada.

As at the Latest Practicable Date, Dr. LOU is interested in 187,423,105 A Shares within the meaning of Part XV of the SFO.

Mr. LOU Xiaoqiang (樓小強) (“**Mr. LOU**”), aged 51, is the chief operating officer, president and an executive Director of our Company. Mr. LOU co-founded our Group together with Dr. LOU and Ms. ZHENG in July 2004. Mr. LOU is primarily responsible for the overall operations of the business of our Group. In particular, Mr. LOU is responsible for the execution of our Group’s growth strategy both in China and globally. He also serves as a director at several subsidiaries of our Group. Mr. LOU is the brother of Dr. LOU and the husband of Ms. ZHENG.

From March 2007 to January 2016, Mr. LOU was a director of Pharmaron Holdings Limited.

Prior to joining our Group, he worked in sales and management roles at various electronics companies.

Mr. LOU was previously a manager, supervisor and/or director of three PRC companies which had their business licenses revoked for not submitting its annual corporate filings¹. Based on the opinion of our PRC Legal Adviser³, our Directors are of the view that the revocation of the business license of these companies does not impact Mr. LOU's competence as a director under Rule 3.08 and Rule 3.09 of the Listing Rules.

Mr. LOU obtained a bachelor's and a master's degree in material science and engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大学) in July 1990 and March 1993, respectively. Mr. LOU obtained a master's degree in business administration from the China-Europe International Business School (中歐國際工商學院) in September 2009.

As at the Latest Practicable Date, Mr. LOU is interested in 187,423,105 A Shares within the meaning of Part XV of the SFO.

Ms. ZHENG Bei (鄭北) ("Ms. ZHENG"), aged 52, is the executive vice president and an executive Director of our Company. Ms. ZHENG co-founded our Group together with Dr. LOU and Mr. LOU in July 2004. Ms. ZHENG is primarily responsible for the administration and asset management of our Group. In particular, she is responsible for the facilities expansion of our Group. Ms. ZHENG is the wife of Mr. LOU and the sister-in-law of Dr. LOU.

From March 2007 to January 2016, Ms. ZHENG was a director of Pharmaron Holdings Limited.

Ms. ZHENG was previously a manager, supervisor and/or director of two PRC companies which had their business licenses revoked for not submitting its annual corporate filings². Based on the opinion of our PRC Legal Adviser³, our Directors are of the view that the revocation of the business license of the above companies does not impact Ms. ZHENG's competence as a director under Rule 3.08 and Rule 3.09 of the Listing Rules.

Ms. ZHENG received her master's degree in law from Peking University (北京大學) in July 1992.

As at the Latest Practicable Date, Ms. ZHENG is interested in 187,423,105 A Shares within the meaning of Part XV of the SFO.

¹ Shaoxing Kangbi Medical Technology Co. Ltd. (紹興康比醫藥技術有限公司) ("Shaoxing Kangbi"), Beijing Yizhian Information Security Technology Co., Ltd. (北京易指安信息安全技術有限公司) ("Beijing Yizhian"), and Beijing Jiahuida Technology Co. Ltd. (北京嘉匯達科技有限公司) ("Beijing Jiahuida"). Shaoxing Kangbi and Beijing Jiahuida were dormant companies and Beijing Yizhian was engaged in sales of fingerprint identification products immediately prior to its license being revoked, respectively. The licenses were revoked in November 2004, October 2003 and October 2000, respectively.

² Shaoxing Kangbi and Beijing Jiahuida, which had no actual operation of business prior to its license being revoked in November 2004 and October 2000, respectively.

³ On the basis that (i) no dishonesty or fraudulent act on the part of Mr. LOU or Ms. ZHENG had been involved in the license revocation of these companies or business enterprises; and (ii) 15 years have passed since the license revocation of these companies or business enterprises, our PRC Legal Adviser advised that Mr. LOU and Ms. ZHENG may act as the legal representative, director, supervisor or senior management of other PRC companies.

PROPOSED NON-EXECUTIVE DIRECTORS

Mr. CHEN Pingjin (陳平進) (“Mr. CHEN”), aged 50, is our non-executive Director. Mr. CHEN is primarily responsible for providing guidance on corporate strategy and governance to our Group. Mr. CHEN joined our Group on October 13, 2017.

Since April 2016, Mr. CHEN has served as a deputy general manager of Gold Stone Investment Co., Ltd. (金石投資有限公司) (“**Gold Stone Investment**”), a subsidiary of CITIC Securities Co., Ltd. (中信証券股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600030) where he has successively served various roles from December 2006 to March 2016.

Mr. CHEN obtained his bachelor’s degree in electrical engineering from East China Jiaotong University (華東交通大學) in July 1992. He obtained his master’s degree in information economics from Beijing Jiaotong University (北京交通大學) (formerly known as Northern Jiaotong University (北方交通大學)) in April 1998.

Mr. HU Baifeng (胡柏風) (“Mr. HU”), aged 38, is our non-executive Director. Mr. HU is primarily responsible for providing guidance on corporate strategy and governance to our Group. Mr. HU joined our Group on October 27, 2016 and was our Supervisor from October 2016 to October 2017.

Since March 2018, he has served as a board director of Ampleon Cooperatief UA, a company primarily engaged in the financial holdings business in the Netherlands. Since February 2017, Mr. HU has served as a director of Gold Stone Investment. From May 2014 to January 2017, Mr. HU served as a director at CITIC M&A Fund Management Co., Ltd* (中信併購基金管理有限公司) (“**CITIC M&A Fund**”). From 2006 to 2013, he worked at the investment department of several companies.

Mr. HU obtained his bachelor’s degree in economics from Hunan University (湖南大學) in June 2003. He obtained his master’s degree in economics from the University of Ottawa in Canada in October 2005.

Mr. LI Jiaqing (李家慶) (“Mr. LI”), aged 46, is our non-executive Director. Mr. LI is primarily responsible for providing guidance on corporate strategy and governance to our Group. Mr. LI joined our Group on March 12, 2007. From March 2007 to January 2016, Mr. LI was a director of Pharmaron Holdings Limited.

Since 2007, he has served as a managing director of Legend Capital Co., Ltd.* (君聯資本管理股份有限公司) (“**Legend Capital**”, formerly known as Legend Capital Investment Co., Ltd.* (聯想投資有限公司)). From December 2011 to February 2018, he served as a director of Wuxi Lead Intelligent Equipment Co., Ltd.* (無錫先導智能裝備股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300450). From March 2011 to February 2014, he served as a supervisor of Shanghai Amarsoft Information Technology Co., Ltd.* (上海安碩信息技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock

code: 300380). From September 2010 to April 2018, Mr. LI served as a director of Yunnan Hongxiang Yixintang Pharma Co., Ltd.* (雲南鴻翔一心堂藥業(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002727). From 2001 to 2007, he successively served as vice president, senior vice president, and executive director of Legend Capital.

Mr. LI obtained his dual bachelor's degree in mechanical engineering and economic management and a master's degree in management from Tsinghua University (清華大學) in July 1996 and July 1999, respectively. He obtained his master's degree in business administration from the Engineering School of Paris in France in June 2001.

Mr. ZHOU Hongbin (周宏斌) (“Mr. ZHOU”), aged 46, is our non-executive Director. Mr. ZHOU is primarily responsible for providing guidance on corporate strategy and governance to our Group. Mr. ZHOU joined our Group on October 27, 2016.

Since September 2015, he has served as a director of Milkyway Chemical Supply Chain Service Co., Ltd.* (密爾克衛化工供應鏈服務股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603713). Since June 2015, he has served as a supervisor of Guangzhou Kingmed Diagnostics Group Co., Ltd.* (廣州金域醫學檢驗集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603882). Since April 2015, he has served as a managing director of Legend Capital. From 2005 to 2015, he successively served as investment manager, investment vice president, investment director and executive director of Legend Capital.

Mr. ZHOU obtained his bachelor's degree in urban construction and master's degree in engineering from Wuhan University (武漢大學) in July 1994 and June 1997, respectively. He obtained his doctorate degree in management from Fudan University (復旦大學) in July 2000.

PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. DAI Lixin (戴立信) (“Mr. DAI”), aged 95, was appointed as an independent non-executive Director on October 27, 2016. Mr. DAI is primarily responsible for supervising and providing independent advice to the Board.

Mr. DAI has over 70 years of experience in the chemical sciences industry. In 1953, Mr. DAI was assigned by the Chinese Academy of Sciences (中國科學院) to work in the Shanghai Institute of Organic Chemistry (上海有機科學研究所) (the “SIOC”), where he has continued his study of organic chemistry till now. He served successively in SIOC as an assistant researcher, associate researcher and since 1986 as a research professor. From 1950 to 1953, he served in administration positions in the Shanghai Iron and Steel Company (上海鋼鐵公司) and the Shanghai Bureau of Minerals and Metallurgy (上海礦冶局). In 1948, he joined the Shanghai Third Iron and Steel Factory (上海鋼鐵公司第三鋼鐵廠) as an engineer in the analytical laboratory. From 1947 to 1948, he worked as a teacher in Zhong-Hua Vocational School (中華職業學校).

Mr. DAI obtained his bachelor's degree from the Chemistry Department of Zhejiang University (浙江大學) in 1947. In 1993, Mr. DAI was elected as an academician of the Chinese Academy of Sciences. He has published more than 200 academic papers and 11 books and has authorized 13 patents in China. He has supervised 38 students to obtain doctorate degrees and 3 students to obtain master degrees. He is a member of the Chinese Chemical Society (中國化學會) and also a member of Shanghai Society of Chemistry and Chemical Industry (上海市化學化工學會), and currently an honorary chairman of the latter society. Mr. DAI has won twice the National Natural Science 2nd Class Awards (國家自然科學獎二等獎) in 2002 and in 2013, the Ho Leung Ho Lee Foundation Science and Technology Progress Award (何梁何利基金科學與技術進步獎) in 2002 and the Chiral Chemistry Lifetime Achievement Award of Chinese Chemical Society (中國化學會手性化學成就獎) in 2014, and the Lifetime Achievement Award by the Chinese Chemical Society in 2018.

Mr. DAI has confirmed that he has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed his independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is an independent individual in accordance with the terms of the guidelines.

Ms. CHEN Guoqin (陳國琴) ("Ms. CHEN"), aged 48, was appointed as an independent non-executive Director on October 27, 2016. Ms. CHEN is primarily responsible for supervising and providing independent advice to the Board.

Since February 2001, she has been a lawyer at S&P Law Firm (北京市尚公律師事務所), a law firm based in Beijing, where she currently serves as a director and senior partner.

Ms. CHEN obtained her bachelor's degree in economics from Xiamen University (廈門大學) in July 1995. Ms. CHEN obtained her master's degree in law from the Beijing University of International Business and Economics (北京對外經濟貿易大學) in June 2006.

Ms. CHEN has confirmed that she has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed her independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is an independent individual in accordance with the terms of the guidelines.

Mr. TSANG Kwan Hung Benson (曾坤鴻) ("Mr. TSANG"), age 55, was appointed as an independent non-executive Director on August 15, 2019 (effective from the Listing Date). Mr. TSANG is primarily responsible for supervising and providing independent advice to the Board.

Since July 2018, he has served as an independent director and chairman of the audit committee of Athenex Inc., a company listed in the United States (NASDAQ: ATNX). Since July 2017, he has served as a director of the board of Puritek Canada Inc., the Canadian investment arm of Puritek China Company. Since July 2014, he has served as a director of the board of Hydraservices Inc., a waste management and odour control solutions company based in Canada. From October 2017 to December 2018, he served as an executive in-residence

adviser at ShangPharma Innovation Inc., an early stage pharmaceutical company based in the United States. From March 2010 to June 2015, he served as the chief financial officer of ATA Inc., a large scale computer-based testing service provider listed in the United States (NASDAQ: ATAI). From November 2010 to March 2013, he served as an independent director at ShangPharma Corp., a pharmaceutical R&D contract service organization company previously listed in the United States (NYSE: SHP), which was privatized in September 2013.

From July 2006 to February 2009, he served as the chief financial officer of Wuxi Pharma Tech Cayman Inc., a pharmaceutical R&D contract service organization company previously listed in the United States (NYSE: WX), which was privatized in December 2015. From 1988 to 2006, Mr. TSANG served in finance and audit roles at various companies.

Mr. TSANG obtained his Chartered Accountant certificate in Canada and Hong Kong in 1991 and 1993, respectively. He is a member (non-practising) of the Hong Kong Institute of Certified Public Accountants. He obtained his bachelor's degree in commerce and his master's degree in business administration at McMaster University in Canada in June 1987 and May 1988, respectively.

Mr. TSANG has confirmed that he has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed his independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is an independent individual in accordance with the terms of the guidelines.

Mr. YU Jian (余堅) (Mr. YU), aged 46, is a CPA, and obtained his PhD in Management from Shanghai University of Finance and Economics.

Mr. YU has extensive experience in finance and accounting. He has served as independent director of Milkyway Chemical Supply Chain Services Co., Ltd. (密爾克衛化工供應鏈服務股份有限公司) since September 2015. He has served as independent director of Pengxin International Mining Co., Ltd. (鵬欣環球資源股份有限公司) since May 2015. Since October 2008, he has worked in the Teaching and Research Department of Shanghai National Accounting Institute (上海國家會計學院) as an associate professor, and engaged in teaching and research in financial management. He served as the financial director of Infoservice Information Technology Co., Ltd. (上海英孚思為信息科技有限公司) from January to September 2008. He served as the financial director of Shanghai Chengtou Land Group Co., Ltd. (上海城投置地集團有限公司) from January 2006 to January 2008. He served as the financial director of Shanghai Transportation Investment Group Co., Ltd. (上海交通投資集團有限公司) from December 2004 to January 2006. He served as the financial director of Shanghai Pulan Investment Management Co., Ltd. (上海普蘭投資管理有限公司) from August 2002 to December 2004. From March 1999 to February 2002, he served successively as the financial supervisor of the Planning and Finance Department, deputy head of the audit and supervision department, and deputy head of the project investment department in the headquarters of Shanghai Chengtou Group Corporation (上海城投集團).

Mr. YU obtained his bachelor's degree in economics from Zhejiang Institute of Finance (浙江財經學院) in July 1996. Mr. YU obtained his master's degree in management from Shanghai University of Finance and Economics (上海財經大學) in January 1999. He obtained his PhD in management from Shanghai University of Finance and Economics (上海財經大學) in July 2005.

Mr. YU has confirmed that he has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed his independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is an independent individual in accordance with the terms of the guidelines.

Saved as disclosed above, as at the Latest Practicable Date, none of the above candidates for re-election or election as Directors has held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications and none of them (i) are related to any Directors, Supervisors, senior management or substantial Shareholders; (ii) are interested in any shares of the Company within the meaning of Part XV of the SFO; or (iii) held any other position with the Company or other members of the Group.

Saved as disclosed above, as at the Latest Practicable Date, the Board is not aware of any other matters in relation to the proposed appointment of the above Directors that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. YANG Kexin (楊珂新) (“Dr. YANG”), aged 57, was appointed as the chairman of the Supervisory Committee on October 27, 2016 and is primarily responsible for the overall operation of the Supervisory Committee and supervision of the performance of the Directors and senior management members. Dr. YANG joined our Group on July 1, 2004 and is currently our vice president of chemical technology.

Dr. YANG obtained his master’s degree in organic chemistry at Lanzhou University (蘭州大學) in June 1986. He obtained his doctorate degree in organic chemistry at the University of Calgary in Canada in November 1992.

Mr. LIU Jun (劉駿) (“Mr. LIU”), aged 29, was appointed as a Supervisor on October 13, 2017. Mr. LIU is primarily responsible for the supervision of the performance of the Directors and senior management members.

Since March 2018, he has served as a board director of Ampleon Netherlands B.V., a company primarily engaged in the electronic components manufacturing business in the Netherlands. Since February 2017, he has served as a vice president at Gold Stone Investment, where he is responsible for project investment and post-investment management. Since October 2013, he has successively served as senior manager and vice president at CITIC M&A Fund, where he is primarily responsible for fund establishment and management.

Mr. LIU obtained his bachelor’s degree in chemistry at the Renmin University of China (中國人民大學) in June 2011. He obtained his master’s degree in financial mathematics at University of Chicago in June 2012.

Saved as disclosed above, as at the Latest Practicable Date, none of the above Supervisors held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications and none of them (i) are related to any Directors, Supervisors, senior management or substantial Shareholders; (ii) are interested in any shares of the Company within the meaning of Part XV of the SFO; or (iii) held any other position with the Company or other members of the Group.

Saved as disclosed above, as at the Latest Practicable Date, the Supervisors have confirmed that there are no matters that need to be brought to the attention of the Shareholders and there is no other information in relation to the proposed appointment of them that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

PROPOSAL ON PROVISION OF GUARANTEE TO A WHOLLY-OWNED
SUBSIDIARY BY THE COMPANY**I. Overview of the guarantee**

Pharmaron (Hong Kong) International Limited (the “**Pharmaron HK International**”), a wholly-owned subsidiary of the Company, intends to apply for a bank unified credit from the Hongkong and Shanghai Banking Corporation (“**HSBC**”) to meet the capital needs in its ordinary course of business and development. In order to successfully obtain such bank unified credit by Pharmaron HK International from the relevant grantor, the Company intends to provide Pharmaron HK International with a joint and several liability guarantee not exceeding RMB400 million (including equivalent foreign currency). The guarantee period will be valid from the date when the relevant resolution is passed at the EGM until the date of conclusion of the 2020 annual general meeting of the Company. A resolution will be proposed at the general meeting to authorize the Chairman of the Board and his authorized representatives to deal with guarantee related matters and sign the relevant contracts relating to the guarantee mentioned above. This guarantee involves no related party transactions.

The foregoing guarantee contract has not been signed, and the relevant guarantee matters shall be subject to the duly signed guarantee documents.

II. Information on the guaranteed party**1. Basic information**

Name:	Pharmaron (Hong Kong) International Limited
Unified Social Credit Code:	2325640
Established on:	December 31, 2015
Domicile:	22nd Floor, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong
Issued capital:	10,000 ordinary shares with a nominal value of US\$1 each
Director:	LOU Boliang
Business scope:	Investment and shareholding
Shareholdings:	A direct wholly-owned subsidiary of the Company

2. Main financial data for the latest year and quarter*Unit: ten thousand US dollars*

Financial Indicators	December 31, 2019	March 31, 2020
Total assets	14,802.00	15,102.64
Total liabilities	13,311.38	13,617.52
Net assets	1,490.62	1,485.12
Revenue	—	—
Total profits	-8.36	-5.50
Net profits	-8.36	-5.50

III. Key terms of the guarantee agreement

No relevant agreement has been signed for this guarantee. The preferred guarantee amount, guarantee period and guarantee rate etc. shall be determined by and among the Company, Pharmaron HK International and HSBC within the guarantee amount and guarantee period mentioned above through negotiation when such loans and guarantee occur actually, based on which the relevant contract shall be signed. The relevant guarantee matters shall be subject to the duly signed guarantee documents.

IV. Opinions of the Board

Sufficient considerations have been given to the capital arrangement and actual demands of Pharmaron HK International in relation to this guarantee, which is conducive to making full use of and flexibly allocating the Company's resources, solving the capital demands of the subsidiary, and improving the efficiency of the Company's decision-making. The guaranteed party is a wholly-owned subsidiary of the Company, and the guarantee risks are within the control of the Company. This guarantee is in the interest of the Company as a whole, without any damages to the interests of the Company and the majority of investors. No counter-guarantee involves in this guarantee. The Board, after a comprehensive evaluation on Pharmaron HK International's asset quality, operating conditions, industry prospects, solvency, credit status, etc., considered that Pharmaron HK International possesses sound operating conditions, sufficient funds and ability to repay its debt. Therefore, the Board approved that the Company shall provide guarantee to Pharmaron HK International, its wholly-owned subsidiary.

V. Cumulative amount and overdue of guarantees provided

As of May 31, 2020, the actual balance of the guarantees provided by the Company and its subsidiaries was nil. The guarantees provided by the Company and its subsidiaries are neither overdue, nor involved any litigation and any losses due to loss of judgments, and the Company and its subsidiaries has no guarantees provided for its shareholders, actual controllers and related parties.

* *For identification purposes only*

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2020

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Pharmaron Beijing Co., Ltd.*

康龍化成(北京)新藥技術股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3759)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2020

NOTICE IS HEREBY GIVEN THAT the second Extraordinary General Meeting of 2020 (the “**EGM**”) of Pharmaron Beijing Co., Ltd.* (康龍化成(北京)新藥技術股份有限公司) (the “**Company**”) will be held at 6 Tai-He Road, Economic Technological Development Area, Beijing, the PRC on Thursday, July 23, 2020 at 2:30 p.m. for the following purposes:

SPECIAL RESOLUTIONS

1. Amendments to the Articles of Association.
2. Granting of general mandate to issue A Shares and/or H Shares.
3. Authorization for issuance of onshore and offshore debt financing instruments.

ORDINARY RESOLUTIONS

4. Appointment of directors (other than the independent non-executive directors) of the second session of Board:
 - 4.1 Appointment of Dr. LOU Boliang as an executive Director of the Company;
 - 4.2 Appointment of Mr. LOU Xiaoqiang as an executive Director of the Company;
 - 4.3 Appointment of Ms. ZHENG Bei as an executive Director of the Company;
 - 4.4 Appointment of Mr. CHEN Pingjin as a non-executive Director of the Company;

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- 4.5 Appointment of Mr. HU Baifeng as a non-executive Director of the Company;
- 4.6 Appointment of Mr. LI Jiaqing as a non-executive Director of the Company; and
- 4.7 Appointment of Mr. ZHOU Hongbin as a non-executive Director of the Company.
- 5. Appointment of independent non-executive directors of the second session of Board:
 - 5.1 Appointment of Mr. DAI Lixin as an independent non-executive Director of the Company;
 - 5.2 Appointment of Ms. CHEN Guoqin as an independent non-executive Director of the Company;
 - 5.3 Appointment of Mr. TSANG Kwan Hung Benson as an independent non-executive Director of the Company; and
 - 5.4 Appointment of Mr. YU Jian as an independent non-executive Director of the Company.
- 6. Appointment of Supervisors of the second session of Supervisory Committee:
 - 6.1 Appointment of Dr. YANG Kexin as a Shareholder representative Supervisor of the Supervisory Committee; and
 - 6.2 Appointment of Mr. LIU Jun as a Shareholder representative Supervisor of the Supervisory Committee.
- 7. Authorization for the registration of amendments to the Articles of Association.
- 8. Provision of guarantee to a wholly-owned subsidiary.

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CLOSURE OF REGISTER OF MEMBERS

As stated in the announcement dated Monday, June 8, 2020 issued by the Company, H Shareholders who intend to attend the EGM are required to deposit the share certificates accompanied by relevant transfer documents at the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, June 22, 2020. H Shareholders whose names appear on the register of members of the Company on Tuesday, June 23, 2020 shall be entitled to attend and vote at the EGM. The register of members of the Company will be closed from Tuesday, June 23, 2020 to Thursday, July 23, 2020 (both days inclusive), during which period no transfer of H Shares will be registered.

By order of the Board
Pharmaron Beijing Co., Ltd.*
Dr. Lou Boliang
Chairman

Beijing, the PRC
June 24, 2020

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As at the date of this notice, the Board of Directors comprises Dr. Lou Boliang, Mr. Lou Xiaoqiang and Ms. Zheng Bei as executive Directors; Mr. Chen Pingjin, Mr. Hu Baifeng, Mr. Li Jiaqing and Mr. Zhou Hongbin as non-executive Directors; Mr. Dai Lixin, Ms. Li Lihua, Ms. Chen Guoqin, Ms. Shen Rong and Mr. Tsang Kwan Hung Benson as independent non-executive Directors.

Notes:

- (1) All votes of resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.pharmaron.com) in accordance with the Listing Rules.
- (2) Any shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed.
- (3) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the shareholder or his/her/its attorney who has been authorized in writing. If the shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the shareholder, the power of attorney or other authorization document shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H Shares Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM (i.e. 2:30 p.m. on Wednesday, July 22, 2020 (Hong Kong time)) or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Shareholders who intend to attend the EGM (in person or by proxy) shall complete and deliver the reply slip of EGM to the H Shares Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post on or before Monday, July 20, 2020.
- (5) Shareholders shall produce their identification documents when attending the EGM.
- (6) In accordance with the requirements of Article 112(4) of the Articles of Association, when the Shareholders in the general meeting vote in respect of the election of directors and supervisors, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. The cumulative voting system as referred above means that when a director or supervisor is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by the Shareholders may be cumulatively used.
- (7) If a proxy attends the EGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate shareholder.
- (8) The EGM is expected to last for half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own traveling, accommodation and other expenses.
- (9) The contact of the Company:

Address: 6 Tai-He Road, Economic Technological Development Area, Beijing, the PRC Pharmaron Beijing Co., Ltd.* (康龍化成(北京)新藥技術股份有限公司)

Postal Code: 100176

Tel: 86 010-57330087

Contact Person: LI Shing Chung Gilbert

Fax: 86 010-57330087

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