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 your 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 **AIM Vaccine Co., Ltd.**, you should at once hand this circular, together with the accompanying proxy form, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

AIM 艾美疫苗
全产业链疫苗集团

AIM Vaccine Co., Ltd.
艾 美 疫 苗 股 份 有 限 公 司

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

(Stock Code: 06660)

(1) PROPOSED AMENDMENTS TO THE ISSUANCE OF DOMESTIC UNLISTED SHARES UNDER SPECIFIC MANDATE, CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES AND SUBSCRIPTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES; AND (2) NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

Independent financial adviser to the Independent Board Committee and Independent Shareholders

綽耀資本
REDSOLAR

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the 2026 second extraordinary general meeting (the "**EGM**") of AIM Vaccine Co., Ltd. to be held at meeting room, 10/F, Gangwu Building, No. 1 Fenghe Road, Lujiazui Street, Pudong New District, Shanghai, the PRC at 2:00 p.m. on Monday, September 7, 2026 is set out on pages EGM-1 to EGM-4 of this circular. A proxy form for use at the EGM is enclosed with this circular. The proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aimbio.com).

Whether or not you intend to attend the EGM in person or by proxy, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e., not later than 2:00 p.m. on Sunday, September 6, 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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

August 18, 2026

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

"Articles of Association"	the articles of association of the Company, as amended from time to time;
"Beijing Stock Exchange"	the Beijing Stock Exchange (北京證券交易所);
"Board"	the board of Directors;
"Company"	AIM Vaccine Co., Ltd. (艾美疫苗股份有限公司), a joint stock company incorporated in the PRC with limited liability on November 9, 2011, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 06660);
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Domestic Unlisted Share(s)"	domestic unlisted ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi;
"EGM"	the 2026 second extraordinary general meeting of the Company to be held at meeting room, 10/F, Gangwu Building, No. 1 Fenghe Road, Lujiazui Street, Pudong New District, Shanghai, the PRC at 2:00 p.m. on Monday, September 7, 2026, or any adjournment thereof;
"Group"	the Company and its subsidiaries;
"H Share(s)"	the overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Independent Board Committee"	the independent board committee of the Company, consisting of all the independent non-executive Directors, formed to advise the Independent Shareholders in relation to Tibet Bohai Subscription Agreement and the transactions contemplated thereunder;

"Independent Financial Adviser"	Red Solar Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and serves as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to Tibet Bohai Subscription Agreement and the transactions contemplated thereunder;
"Independent Shareholders"	the Shareholders, other than Mr. Zhou, Mr. Jie Zhou (周杰), Mr. Xin Zhou (周欣) and their associates;
"Issuance"	the proposed issuance of not less than 40,000,000 additional Domestic Unlisted Shares and not more than 80,000,000 additional Domestic Unlisted Shares by the Company under the Specific Mandate, further particulars of which are set out in this circular;
"Latest Practicable Date"	August 11, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
"Listing"	the application by the Company for the listing of Domestic Unlisted Shares on the NEEQ, further details of which are set out in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Mr. Shen"	Mr. Shen Qinhua (沈琴華), an independent third party to the Company and its connected persons;
"Mr. Shen Subscription Agreement"	the share subscription agreement entered into between the Company and Mr. Shen, pursuant to which the Company agreed to allot and issue, and Mr. Shen agreed to subscribe for, 4,200,000 newly issued Domestic Unlisted Shares in the amount of RMB4,494,000 at the Revised Issue Price of the Issuance;
"Mr. Zhou"	Mr. Yan Zhou (周延), an executive Director and the controlling shareholder of the Company;
"NEEQ"	the National Equities Exchange and Quotations, a PRC over-the-counter system for trading shares of public companies;

"PRC"	the People's Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan region;
"Revised Issue Price"	the issue price of RMB1.07 per Domestic Unlisted Share under the Issuance;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Shareholder(s)"	holder(s) of the Shares;
"Share(s)"	shares of the Company, comprising Domestic Unlisted Shares and H Shares;
"Specific Mandate"	the specific mandate proposed to be granted by the Shareholders at the EGM to the Board and/or its authorised person(s) to allot, issue and deal with the Domestic Unlisted Shares under the Issuance;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Tibet Bohai"	Tibet Bohai Investment Group Co., Ltd. (西藏渤海投資集團有限公司), a limited company incorporated in the PRC on August 6, 2007, which is ultimately controlled by Mr. Zhou;
"Tibet Bohai Subscription Agreement"	the share subscription agreement entered into between the Company and Tibet Bohai, pursuant to which the Company agreed to allot and issue, and Tibet Bohai agreed to subscribe for, 37,383,178 newly issued Domestic Unlisted Shares in the amount of RMB40,000,000.46 at the Revised Issue Price of the Issuance; and
"%"	per cent.

AIM Vaccine Co., Ltd.
艾美疫苗股份有限公司

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

(Stock Code: 06660)

Executive Directors
Mr. Yan ZHOU (周延) *(Chairman of the Board and Chief Executive Officer)*
Mr. Xin ZHOU (周欣) *(Executive Vice Chairman of the Board and Executive President)*
Mr. Shaojun JIA (賈紹君) *(President)*
Mr. Wen GUAN (關文) *(Executive President)*
Mr. Jie ZHOU (周杰)
Ms. Ling LIU (劉靈)

Non-executive Director
Mr. Jichen ZHAO (趙繼臣)

Independent Non-executive Directors
Professor Ker Wei PEI
Mr. Xiaoguang GUO (郭曉光)
Mr. Hui OUYANG (歐陽輝)
Mr. Weicai SHAO (邵偉才)

Headquarters in the PRC
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Economic Technological Development Area
Beijing
PRC

Registered Office in the PRC
Room 412, 4/F
Building 6, No. 105 Jinghai 3rd Road
Beijing Economic-Technological Development Area
Beijing
PRC

Principal Place of Business in Hong Kong
Room 1918, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ISSUANCE OF DOMESTIC UNLISTED SHARES UNDER SPECIFIC MANDATE, CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES AND SUBSCRIPTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES;
AND
(2) NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

References are made to the announcements of the Company dated March 30, 2026 and June 10, 2026 and the circular of the Company dated May 21, 2026 regarding the proposed issuance of Domestic Unlisted Shares under specific mandate, which have been approved by the Shareholders in the 2026 first extraordinary general meeting held on June 10, 2026 (the "**Approved Mandate**"), and the proposed application by the Company for the listing of its Domestic Unlisted Shares on the NEEQ, with subsequent plans to apply for an A Share listing on the Beijing Stock Exchange, and the announcement of the Company dated August 18, 2026 regarding the proposed amendments to the Approved Mandate and the connected transaction in respect of the proposed issuance of Domestic Unlisted Shares to Tibet Bohai. The purpose of this circular is to provide you with, among other things, (i) the amendments to the details of the proposed issuance of additional Domestic Unlisted Shares under specific mandate and the details of the connected transaction in respect of the proposed issuance of Domestic Unlisted Shares to Tibet Bohai; and (ii) the notice of the EGM, so that you may make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

II. PROPOSED AMENDMENTS TO THE ISSUANCE OF DOMESTIC UNLISTED SHARES UNDER SPECIFIC MANDATE, CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUANCE AND SUBSCRIPTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES

Reference is made to the announcements of the Company dated March 30, 2026 and June 10, 2026 and the circular of the Company dated May 21, 2026 regarding the Approved Mandate, and the announcement of the Company dated August 18, 2026 regarding the proposed amendments to the Approved Mandate and the connected transaction in respect of the proposed issuance of Domestic Unlisted Shares to Tibet Bohai.

In light of the latest market demand and the prevailing market conditions of the Issuance, on August 18, 2026, the Board approved the resolutions regarding the amendments to the Approved Mandate and the connected transaction in respect of the proposed issuance of Domestic Unlisted Shares to Tibet Bohai.

The major amendments to the Approved Mandate were to amend (i) the number of Shares to be issued from not exceeding 40,000,000 Domestic Unlisted Shares to not less than 40,000,000 Domestic Unlisted Shares and not more than 80,000,000 Domestic Unlisted Shares, (ii) target subscribers from not exceeding 35 target subscribers to two identified target subscribers and not more than 33 unidentified target subscribers, and (iii) the issue price from the range of RMB3.0 to RMB8.0 per Domestic Unlisted Share to RMB1.07 per Domestic Unlisted Share (the "**Amendments to the Approved Mandate**"). Save as to the Amendments to the Approved Mandate, all other material terms and conditions in relation to the Approved Mandate remain unchanged.

Due to the Amendments to the Approved Mandate, the resolutions No. 3, 5 and 8 passed in the 2026 First Extraordinary Meeting on June 10, 2026 were varied. Therefore, the resolutions No. 1, 2 and 5, regarding the Amendments to the Approved Mandate, the Private Issuance Prospectus of AIM Vaccine Co., Ltd. (Revised) and the existing Shareholders not being entitled to pre-emptive rights for the Shares under the Issuance, respectively, are proposed to be considered and approved by the Shareholders at the EGM.

Details of the updated specific mandate to be approved by the Shareholders are set out below.

1. Issuance Plan of the Issuance

The Issuance will be made under the Specific Mandate, and details of the Issuance plan are as follows:

(I) Class and nominal value of Shares to be issued

The Shares under the Issuance are the Domestic Unlisted Shares of the Company with a nominal value of RMB1.00 per Share.

(II) Number of Shares to be issued

The number of Shares to be issued under the Issuance shall be not less than 40,000,000 Domestic Unlisted Shares and not more than 80,000,000 Domestic Unlisted Shares, representing not less than approximately 3.26% and not more than approximately 6.52% of the total issued Shares of the Company before the Issuance and not less than approximately 3.16% and not more than approximately 6.12% of the total issued Shares of the Company after the Issuance, respectively. The actual number of Domestic Unlisted Shares to be issued shall be subject to the approval of the regulatory authorities and the final subscription amount by the target subscribers.

(III) Target subscribers

The number of target subscribers for the Issuance shall not exceed 35, including the registered Shareholders of the Company and other eligible investors who comply with the regulations on investor suitability management. If any potential target subscriber is a connected person of the Company as defined under the Listing Rules, the Company will comply with the relevant requirements of Chapter 14A of the Listing Rules. The specific target subscribers and the number of subscription Shares shall be determined by the Board and its authorized persons based on the Company's communication with potential target subscribers and regulatory authorities. The actual target subscribers and the number of subscription Shares shall be subject to the approval of the regulatory authorities.

As at the Latest Practicable Date, save for Tibet Bohai and Mr. Shen, the other target subscribers for the Issuance are yet to be identified.

(IV) Issue price

The issue price of RMB1.07 per Domestic Unlisted Share is arrived at on normal commercial terms after taking into account current market conditions and represents a discount of 19.9994% to the average closing price of the Company's H Shares for the five business days immediately preceding July 21, 2026 (i.e., HK$1.544, with the exchange rate of HK$1 to RMB0.86625), being the benchmark date. The existing regulatory rules do not prescribe a minimum issue price or similar restrictions on the private issuance of shares by the Company (as a listed company or an applicant for listing), provided that it is not lower than the par value (i.e., RMB1 per share); market-oriented pricing is permitted.

Notwithstanding that the Revised Issue Price of RMB1.07 per Domestic Unlisted Share is at approximately 55.2% discount to the consolidated net asset value ("**NAV**") per Share of the Group of RMB2.39 as of December 31, 2025, the Board considers that issuing the Domestic Unlisted Shares at a discount to NAV per Share is fair and reasonable, and in the interests of the Company and the Shareholders as a whole, having regard to the following:

1. **A Share listing plan and capital needs for the Company's future growth**: The Issuance is one of the critical steps for the Company to implement its plan for dual listing on the Beijing Stock Exchange. As detailed in the allocation of proceeds below, the Group requires capital to support product marketing, cover operational and production costs, and advance research and development across its vaccine pipeline. To meet its immediate working capital demands, the Company is pursuing an A Share listing on the Beijing Stock Exchange via a specific mandate. This strategy will strengthen the Company's mainland footprint and open a direct channel for domestic RMB financing. Alternative fundraising avenues were evaluated but deemed less suitable.

2. **Prevailing market conditions and transaction certainty**: From March 30, 2026 (being the date of Board meeting for the consideration of the Approved Mandate) to July 21, 2026 (being the benchmark date), the Company and its A Share sponsor have actively engaged in investor outreach and market price-discovery to gauge demand for the proposed A Share listing under the Approved Mandate. During this solicitation period, the Company approached potential qualified institutional and strategic investors; however, it received only a limited number of non-binding indications of interest at the original price range of RMB3.0 to RMB8.0 per Domestic Unlisted Share. The primary reason for adjusting the pricing structure within a short timeframe was the material change in the Company's secondary market share price. Driven by broader economic trends, market sentiment, and secondary market volatility, since the Board resolutions on the Approved Mandate were passed, the closing price of the Company's H Shares has fallen from a peak of HK$3.11 on April 8, 2026, to a low of HK$1.45 on July 14, 2026. Following feedback from investor discussions and analysis of prevailing secondary market conditions, the

Board determined that the initial pricing range and setting at a premium were no longer commercially viable. Adopting the Revised Issue Price (reflecting an approximate 19.9994% discount to the 5-day average closing price on the benchmark date) is necessary to bridge valuation expectations, secure firm investor commitments, and ensure the successful completion and execution certainty of the Issuance.

Applying not more than 20% discount to the 5-day average closing price, which is in line with the maximum discount allowed for issuance of shares under general mandate under the Listing Rules, is necessary to strike a balance between shareholders' protection and secure firm investor commitments to guarantee successful execution.

3. **Evaluation of Alternative Financing Options**: In arriving at the Revised Issue Price, the Board evaluated several alternative financing structures and concluded they were less preferable for the following reasons:

   - **Open offer or Rights issue**: Rejected by the Board due to the longer preparation and execution timetable, higher transaction costs (such as underwriting commission), and the risk of an under-subscribed issue in the prevailing market, given the current market conditions;

   - **Debt financing**: Rejected by the Board as it would increase the Group's gearing and finance costs. By issuing Domestic Unlisted Shares, the Board is of the view that it would strengthen its equity base, and is more cost-effective without the need to be subject to lengthy negotiations with financial institutions as well as burdensome documentation; and

   - **H Share Placing**: As opposed to H Share placing, the Company opted for A Share listing on the Beijing Stock Exchange due to its strong presence in the PRC with high domestic operational costs, supply chain expenses, and local expansion plans. A dual listing on the Beijing Stock Exchange enables the Company to tap into mainland onshore capital and institutional liquidity, unlock typically higher A Share valuation premiums, and enhance its brand visibility among domestic Chinese retail and specialized investors.

4. **NEEQ listing requirement**: Pursuant to Article 7(3) of the Administrative Measures for the Tiering of the National Equities Exchange and Quotations for Small and Medium-Sized Enterprises (《全國中小企業股份轉讓系統分層管理辦法》), to be eligible for inclusion in the Innovation Tier (創新層), a listed company must meet the conditions that cumulative research and development ("**R&D**") expenditures over the past two years are no less than RMB25 million; within the 24 months prior to the commencement date of the admission process, the cumulative amount of funds raised through private placements of ordinary

shares is no less than RMB40 million (excluding portions subscribed with non-cash assets), and the market value of the shares calculated based on the issue price for each placement is no less than RMB300 million. Assuming the Issuance is issued under the Revised Issue Price of RMB1.07 per Domestic Unlisted Share and 40,000,000 Domestic Unlisted Shares is issued, the minimum gross proceeds to be raised from the Issuance will be RMB42.8 million, which satisfies the aforesaid RMB40 million fundraising requirement. To ensure guaranteed satisfaction of this requirement, Mr. Zhou, being the Controlling Shareholder, has committed to act as a backstop subscriber to subscribe for RMB40,000,000.46 at the issue price of RMB1.07 per Domestic Unlisted Share of the Issuance to meet the aforesaid minimum threshold. If there is any amendment to the Issuance, the Company will comply with the relevant requirements of Chapter 14A of the Listing Rules and be subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules. In the meantime, the Company is actively procuring independent third party investors to participate in the placement.

In accordance with market practice, the issue price is typically determined through negotiation with the targets, based on the Company's net assets per share and taking into account various factors, including the Company's industry and development, secondary market trading prices, and the previous issue price.

Since the Approved Mandate was approved by the Board on March 30, 2026, the market price of its H Shares has experienced a downturn from the highest market price of HK$3.11 on April 8, 2026 to the lowest market price of HK$1.45 on July 14, 2026, driven by prevailing general economic conditions, market sentiment, and capital market fluctuations. In light of prevailing secondary market prices and after thorough discussions with potential investors on market price-finding, the Board considers that the original issue price range of RMB3.0 to RMB8.0 per Domestic Unlisted Share is no longer commercially viable and does not reflect current market conditions.

To ensure the successful execution and completion of the Issuance to meet the Group's operational funding requirements, the Board proposes to adjust the issue price from the range of RMB3.0 to RMB8.0 per Domestic Unlisted Share to RMB1.07 per Domestic Unlisted Share, for the reason and on the basis disclosed above.

Having considered the above, the Directors (including the independent non-executive Directors which formed the Independent Board Committee) considered that the Revised Issue Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(V) Method of Issuance

The Issuance will be conducted by way of a non-public issuance of Domestic Unlisted Shares to selected target subscribers, and the Company will not adopt methods such as public roadshows or book building.

(VI) Lock-up arrangements

Pursuant to Article 160, Paragraph 2 of the Company Law of the PRC, directors, supervisors, and senior management of a company shall report to the company the shares of the company they hold and any changes therein. During the term of office determined upon assuming their positions, the number of shares they may transfer in any given year shall not exceed twenty-five percent of the total number of shares of the company they hold; shares held in the company may not be transferred within one year from the date the company's shares are listed for trading. For a period of six months following their departure from office, the aforementioned individuals may not transfer the shares of the company they hold. The company's articles of association may impose other restrictive provisions on the transfer of shares held by the company's directors, supervisors, and senior management.

Pursuant to Article 68, Paragraph 1 of the Listing Rules of the National Equities Exchange and Quotations (《全國中小企業股份轉讓系統股票掛牌規則》), the company applying for listing, along with its controlling shareholders, actual controllers, and other relevant parties, shall apply to the NEEQ for share lock-up restrictions in accordance with the following arrangements and disclose such information in the Prospectus for Public Transfer: The shares held directly or indirectly by the controlling shareholders and actual controllers of the company applying for listing prior to listing shall be unlocked in three tranches, with each tranche representing one-third of the shares held prior to listing. The unlocking dates shall be the date of listing, one year after the date of listing, and two years after the date of listing, respectively.

Pursuant to Article 59 of the Rules on Private Placements of Shares on the National Equities Exchange and Quotations System (《全國中小企業股份轉讓系統股票定向發行規則》), where an issuer applies for listing and conducts a private placement simultaneously, the shares subscribed for in this offering by the issuer's controlling shareholder, actual controller, and other entities under their control shall be subject to the NEEQ's provisions regarding the lock-up of shares held by controlling shareholders and actual controllers prior to listing.

Save for the lock-up circumstances stipulated by laws and the Articles of Association, the Company has no other lock-up arrangements for the Issuance; after the target subscribers are confirmed, all target subscribers shall sign relevant agreements. If there are lock-up arrangements or voluntary lock-up commitments for the new Shares, the specific arrangements shall be subject to the subscription agreements, voluntary lock-up commitments and other documents.

(VII) Disposal of accumulated undistributed profits

The accumulated undistributed profits prior to the completion of the Issuance shall be shared by all Shareholders of the Company upon the completion of the Issuance in proportion to their respective shareholdings at the relevant time.

(VIII) Gross proceeds

The gross proceeds to be raised from the Issuance shall be subject to the actual number of Shares issued and the actual issue price, which is expected to be no less than RMB42.8 million and no more than RMB85.6 million.

(IX) Use of proceeds

The proceeds from the Issuance will be used to supplement working capital, to optimize the capital structure of the Company, enhance its capital scale, further strengthen its financial strength, improve its profitability and risk resistance, facilitate the Company to better achieve scale expansion and business development, and enhance its overall competitiveness.

According to the Company's current operations and future business plans, approximately 50% of the proceeds from the Issuance are intended to be used for supplementing daily working capital, of which 20% will be used for products promotion, including the operation of the sales system for existing marketed products and expenses related to the post-launch of new products, and the remaining 30% will be used for production and operational expenses as well as reducing the scale of interest-bearing liabilities. The remaining approximately 50% will be used for R&D investment, of which more than 25% will be used for the R&D of rabies series products, including the R&D investment of serum-free iterative rabies vaccine and high potency iterative human diploid rabies vaccine, and the remaining 25% will be used for the R&D investment of pneumonia series vaccines and other pipelines. The above uses of the proceeds are only based on preliminary plans at this stage and will be updated or adjusted according to the specific timing of the receipt of the proceeds, the specific amount of the proceeds, the progress of the Company's pipelines and the launch of new products.

The use of the proceeds from the Issuance complies with laws, regulations and the relevant requirements of the regulatory authorities and the NEEQ.

(X) Place of Listing

The Domestic Unlisted Shares in issue and the Domestic Unlisted Shares under the Issuance will be listed on the NEEQ, which are also planned to apply for listing on the Beijing Stock Exchange.

(XI) Validity period of the resolution in relation to the Issuance

The resolution in relation to the Issuance shall be valid for 12 months from the date on which the updated issuance plan of the Issuance is considered and passed at the EGM. If the Company has obtained the approval or permission from or completed the filing or registration (if applicable) with regulatory authorities within the validity period of the resolution in relation to the Issuance at the EGM, the Company may complete relevant work in relation to the Issuance of Domestic Unlisted Shares during the validity period as confirmed in such approval, permission, filing or registration issued by regulatory authorities in relation to the Issuance.

2. Connected Transaction – Tibet Bohai Subscription Agreement

In relation to and as part of the Issuance, on August 18, 2026 (after trading hours), Tibet Bohai entered into Tibet Bohai Subscription Agreement with the Company, pursuant to which, the Company agreed to allot and issue and Tibet Bohai agreed to subscribe for Domestic Unlisted Shares at the issue price of RMB1.07 per Domestic Unlisted Share under the Issuance in the amount of RMB40,000,000.46 (the "**Subscription**"), the consideration of which shall be paid by cash.

(I) Date

August 18, 2026

(II) Parties

(1) The Company, as the issuer

(2) Tibet Bohai, as the subscriber

(III) Number of Domestic Unlisted Shares to be subscribed

Tibet Bohai will subscribe for 37,383,178 newly issued Domestic Unlisted Shares at the issue price of RMB1.07 per Domestic Unlisted Share under the Issuance in the amount of RMB40,000,000.46.

(IV) Lock-up period

Except for the lock-up provisions prescribed by laws, regulations or other relevant provisions, the Company has no other lock-up arrangements regarding the Issuance. If the CSRC, the NEEQ or the Beijing Stock Exchange has new regulations or requirements for the above-mentioned lock-up period arrangement, the above-mentioned lock-up period arrangement will be revised and implemented in accordance with the regulations or requirements of the regulatory authorities.

(V) Subscription price

Tibet Bohai shall subscribe for newly issued Domestic Unlisted Shares at the issue price of the Issuance as set forth in the paragraph headed "Issue price" of this section.

Within 10 days after the execution of Tibet Bohai Subscription Agreement, Tibet Bohai agreed to pay a security deposit of RMB40,000,000.46 into the Company's designated account. Upon passing relevant resolutions by the Board and its shareholders and obtaining all necessary approvals from the NEEQ and the CSRC (if applicable), the aforesaid security deposit will automatically be converted into the consideration for the Subscription and directly transferred to the special account for raised funds in accordance with the relevant regulatory requirements.

The accumulated undistributed profits of the Company prior to the Issuance (determined as of the benchmark date, being the date of the Board of Directors meeting convened to consider the proposal for the Issuance) shall be shared by the existing and new shareholders of the Company in proportion to their respective shareholdings after the completion of the Issuance (determined as of the benchmark date, being the date on which the registration of the newly issued shares is completed with the Beijing Branch of China Securities Depository and Clearing Corporation Limited).

(VI) Conditions precedent to the Subscription

Tibet Bohai Subscription Agreement shall take effect after being executed by the legal or authorised representatives, as well as the satisfaction of the following conditions:

1. Obtain resolutions approving the Issuance from the Company's Board of Directors and Shareholders' Meeting in accordance with statutory procedures;

2. Obtain resolutions approving the Subscription from the Company's Board of Directors and Shareholders' Meeting in accordance with the relevant requirements under Chapter 14A of the Listing Rules; and

3. Simultaneously obtain a letter of no objection from the NEEQ regarding the Issuance and/or complete registration with the CSRC (if applicable).

(VII) Completion

The completion of Tibet Bohai Subscription Agreement will take place when the NEEQ confirms that the amount of the newly issued Domestic Unlisted Shares to be subscribed by Tibet Bohai pursuant to Tibet Bohai Subscription Agreement corresponding to the Issuance to specific investors have been fully subscribed by Tibet Bohai and the registration has been completed.

(VIII) Impact on the Shareholding Structure of the Company

As at the Latest Practicable Date, the total number of issued Shares of the Company was 1,226,562,599 Shares, comprising 718,888,888 Domestic Unlisted Shares and 507,673,711 H Shares.

Assuming that save for the Issuance, there is no other change in the total issued share capital of the Company from the Latest Practicable Date to the completion date of the Issuance, to the best knowledge of the Directors, the shareholding structure of the Company is set out as follows:

Class of Shares	Number of Shares as at the Latest Practicable Date	Approximate % as at the Latest Practicable Date	Number of Shares immediately after completion of the Issuance (assuming that the total number of Domestic Unlisted Shares to be issued is 41,583,178)	Approximate % immediately after completion of the Issuance (assuming that the total number of Domestic Unlisted Shares to be issued is 41,583,178)	Number of Shares immediately after completion of the Issuance (assuming that the total number of Domestic Unlisted Shares to be issued is 80,000,000)	Approximate % immediately after completion of the Issuance (assuming that the total number of Domestic Unlisted Shares to be issued is 80,000,000)
		(Note 2)	*(Notes 1 and 6)*	*(Notes 2 and 6)*	*(Note 1)*	*(Note 2)*
Domestic Unlisted Shares						
Domestic Unlisted Shares held by Mr. Zhou and his associates (including Shares issued under the Tibet Bohai Subscription Agreement)(3)	400,000,000	32.61%	437,383,178	34.49%	437,383,178	33.48%
Domestic Unlisted Shares held by other core connected persons	168,200,000	13.71%	168,200,000	13.26%	168,200,000	12.87%
Domestic Unlisted Shares held by the public	150,688,888	12.29%	150,688,888	11.88%	150,688,888	11.53%
Other new Domestic Unlisted Shares to be issued under the Issuance(4)	–	–	4,200,000	0.33%	42,616,822	3.26%
Total number of Domestic Unlisted Shares	**718,888,888**	**58.61%**	**760,472,066**	**59.97%**	**798,888,888**	**61.14%**
H Shares						
H Shares held by Mr. Zhou(3)	1,326,800	0.11%	1,326,800	0.10%	1,326,800	0.10%
H Shares held by other core connected persons(5)	44,423,235	3.62%	18,423,235	1.45%	18,423,235	1.41%
H Shares held by the public	461,923,676	37.66%	487,923,676	38.48%	487,923,676	37.34%
Total number of H Shares	**507,673,711**	**41.39%**	**507,673,711**	**40.03%**	**507,673,711**	**38.86%**
Total	**1,226,562,599**	**100.00%**	**1,268,145,777**	**100.00%**	**1,306,562,599**	**100.00%**

Notes:

1. The above table is for illustration purposes only. The actual shareholding structure of the Company upon completion of the Issuance is subject to the final number of Domestic Unlisted Shares to be issued and the actual shareholding situation of the Company at that time.

2. Certain amounts and percentage figures set out in the table above have been rounded to the nearest two decimal places. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

3. Mr. Zhou directly owns 200,000,000 Domestic Unlisted Shares and 1,326,800 H Shares. In addition to his direct shareholding in the Company, Mr. Zhou holds 99.99% of the registered capital of Tibet Sincere Heart Enterprise Management Co., Ltd. (西藏赤誠之心企業管理有限公司) ("**Tibet Sincere Heart**"), which directly owns 200,000,000 Domestic Unlisted Shares. As such, Mr. Zhou is deemed to be interested in the Shares held by Tibet Sincere Heart under the SFO.

   Tibet Bohai is ultimately controlled by Mr. Zhou. Pursuant to the Tibet Bohai Subscription Agreement, 37,383,178 new Domestic Unlisted Shares are to be issued to Tibet Bohai. Therefore, upon issuance of the 37,383,178 new Domestic Unlisted Shares, Mr. Zhou will also be deemed to be interested in the Shares held by Tibet Bohai under the SFO.

4. The number of new Domestic Unlisted Shares to be issued under the Issuance includes 4,200,000 Domestic Unlisted Shares to be issued to Mr. Shen under Mr. Shen Subscription Agreement.

5. Mr. Shaojun JIA is the sole shareholder of Tibet Zhiying Investment Co., Ltd. (西藏智盈投資有限公司) ("**Tibet Zhiying**"), which directly owns 5,000,000 Domestic Shares. Mr. Shaojun JIA also holds 98% of the registered capital of Tibet Tongxin Capital Investment Management Co., Ltd. (西藏同信資本投資管理有限公司), which is the general partner of Gongqingcheng Everest Investment Management Partnership (Limited Partnership) (共青城珠峰投資管理合夥企業(有限合夥)) ("**Everest Investment**") and Gongqingcheng Everest No. 2 Investment Management Partnership (Limited Partnership) (共青城珠峰二號投資管理合夥企業(有限合夥)) ("**Everest No. 2 Investment**"). Everest Investment directly owns 20,000,000 Domestic Shares and 5,150,000 H Shares. Everest No. 2 Investment directly owns 5,160,000 H Shares. As such, Mr. Shaojun JIA is deemed to be interested in the Shares held by Tibet Zhiying, Everest Investment and Everest No. 2 Investment under the SFO.

   2,418,150 H Shares held by Zhuhai Hengqin Ruifan Technology Partnership (Limited Partnership) (珠海橫琴瑞凡科技合夥企業(有限合夥)), which is a close associate of Mr. Yucai PENG (彭育才) (a core connected person by virtue of being a director of our subsidiary, Liverna Therapeutics Inc (珠海麗凡達生物技術有限公司) ("**Liverna**"), because it is controlled by Mr. Yucai PENG.

   2,236,523 H Shares held by Zhuhai Ruijin Technology Partnership (Limited Partnership) (珠海瑞進科技合夥企業(有限合夥)) ("**Zhuhai Ruijin**"), which is a close associate of Mr. Yucai PENG, because it is controlled by Mr. Yucai PENG through partnership interest entrustment arrangement between Mr. Yucai PENG and Zhuhai Ruijin's nominee general partner, Ms. Saihua PENG (彭賽花).

   3,458,562 H Shares held by Zhuhai Hengqin Qijing Technology Partnership (Limited Partnership) (珠海橫琴麒晶科技合夥企業(有限合夥)), which is a core connected person by virtue of being a substantial shareholder of our subsidiary, Liverna.

6. The Issuance of 41,583,178 Domestic Unlisted Shares includes the issuance of 37,383,178 and 4,200,000 Domestic Unlisted Shares by the Company to Tibet Bohai and Mr. Shen, respectively. For details of their respective subscriptions, please refer to the sections headed "2. Connected Transaction – Tibet Bohai Subscription Agreement" and "3. Subscription in Respect of the Proposed Issuance of Domestic Unlisted Shares" in this circular.

(IX) Reasons for and the benefits of the Subscription

Pursuant to Article 7(3) of the Administrative Measures for the Tiering of the National Equities Exchange and Quotations for Small and Medium-Sized Enterprises (《全國中小企業股份轉讓系統分層管理辦法》), to be eligible for inclusion in the Innovation Tier (創新層), a listed company must meet the conditions that cumulative R&D expenditures over the past two years are no less than RMB25 million; within the 24 months prior to the commencement date of the admission process, the cumulative amount of funds raised through private placements of ordinary shares is no less than RMB40 million (excluding portions subscribed with non-cash assets), and the market value of the shares calculated based on the issue price for each placement is no less than RMB300 million. Assuming the Issuance is issued under the Revised Issue Price of RMB1.07 per Domestic Unlisted Share and 40,000,000 Domestic Unlisted Shares is issued, the minimum gross proceeds to be raised from the Issuance will be RMB42.8 million, which satisfies the aforesaid RMB40 million fundraising requirement. To ensure guaranteed satisfaction of this requirement, Mr. Zhou, being the Controlling Shareholder, has committed to act as a backstop subscriber to fully subscribe for the Issuance to meet the minimum threshold. In the meantime, the Company is actively procuring independent third party investors to participate in the placement.

As Mr. Zhou is the controlling shareholder of the Company, the Subscription by Mr. Zhou through Tibet Bohai of the Issuance demonstrates to the market that Mr. Zhou's strong recognition of the Company's long-term value and its confidence in the Company's future high-quality development. As Mr. Zhou is willing to inject further funding into the Company to show support for the Company, the Directors (including the independent non-executive Directors which formed the Independent Board Committee) consider that it is in the interests of the Company to raise capital directly from Mr. Zhou and other specific investors by way of issuance to specific investors. The Company will be able to raise gross proceeds of not less than RMB42.8 million and not more than RMB85.6 million from the Issuance if completed, assuming no less than 40,000,000 Domestic Unlisted Shares and no more than 80,000,000 Domestic Unlisted Shares are issued.

Based on the issue price of RMB1.07 (equivalent to approximately HK$1.2352) per Subscription Share and the benchmark price of HK$1.544 per Share (being the higher of the closing price of the H Shares on the benchmark date and the average five trading days closing price of the H Shares immediately preceding the date of the benchmark date) and assuming the Issuance involves the issuance of 80,000,000 Domestic Unlisted Shares, the Subscription will result in a theoretical dilution effect of approximately 1.24%, which is below the 25% threshold as specified under Rule 7.27B of the Listing Rules. Therefore, the theoretical dilution impact of the Subscription is in compliance with Rule 7.27B of the Listing Rules.

(X) Information on the Parties involved

The Company is a leading enterprise in China's vaccine industry, covering the full value chain from research and development to manufacturing and commercialization. The Group's product categories are comprised of vaccines under the immunization program and vaccines not covered by the immunization program, and the commercialized products have occupied a leading position in the Chinese market for a long time, having been sold in all 31 provinces and cities, and autonomous regions in China.

Tibet Bohai is a limited company incorporated in the PRC on August 6, 2007. It is held as to 70% and 30% by Liaoning Tianxia Holding Group Co., Ltd. (遼寧天下控股集團股份有限公司) ("**Liaoning Tianxia**") and Mr. Jie Zhou, respectively. Liaoning Tianxia is held as to 80%, 10% and 10% by Mr. Zhou, Mr. Jie Zhou and Mr. Xin Zhou, respectively. Tibet Bohai is a company engaged in industrial investment and management of the industries invested by it.

(XI) Listing Rules Implications

As Tibet Bohai is an associate of Mr. Zhou (a Director and controlling shareholder of the Company), it is a connected person of the Company under the Listing Rules. Consequently, the Subscription of new Domestic Unlisted Shares by Tibet Bohai under Tibet Bohai Subscription Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules. The new Domestic Unlisted Shares to be issued pursuant to the Issuance will be allotted and issued under the Specific Mandate to be sought from the Independent Shareholders at the EGM by way of special resolutions.

Mr. Zhou, Mr. Jie Zhou and Mr. Xin Zhou, all being executive Directors and held direct or indirect interests in Tibet Bohai, have abstained from voting on the relevant Board resolutions for approving Tibet Bohai Subscription Agreement and the transactions contemplated thereunder by virtue of their interests in the Subscription. Save as disclosed above, none of the other Directors is regarded as having a material interest in, and therefore none of them is required to abstain from voting on, the relevant Board resolutions for approving Tibet Bohai Subscription Agreement and the transactions contemplated thereunder.

The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders, and the Independent Board Committee, comprising all four independent non-executive Directors, has been established to advise the Independent Shareholders, in respect of Tibet Bohai Subscription Agreement and the transactions contemplated thereunder.

The Board (including the members of the Independent Board Committee) considers that (i) the terms of Tibet Bohai Subscription Agreement are fair and reasonable, (ii) Tibet Bohai Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms or better, and (iii) Tibet Bohai Subscription Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

In relation to the proposed resolution to approve Tibet Bohai Subscription Agreement and the transactions contemplated thereunder, as at the Latest Practicable Date, Mr. Zhou, Mr. Jie Zhou, Mr. Xin Zhou and their associates holding an aggregate of 481,326,800 Shares, representing approximately 39.24% of the issued share capital of the Company, will abstain from voting at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholders will be required to abstain from voting on the relevant resolution(s) to approve Tibet Bohai Subscription Agreement and the transactions thereunder at the EGM.

As at the Latest Practicable Date, Mr. Zhou beneficially owns in aggregate 401,326,800 Shares, representing approximately 32.72% of the Shares in issue at the date of this circular, which is not less than 30% and not more than 50%. Therefore, Mr. Zhou is subject to the 2% "creeper rule" under Rule 26.1(d) of the Takeovers Code. Upon the completion of the Subscription, Mr. Zhou may increase his shareholding in the Company from approximately 32.72% by less than 2%, to approximately 34.64% (assuming that 40,000,000 Domestic Unlisted Shares will be issued). Pursuant to Rule 26.1 of the Takeovers Code, Mr. Zhou will not be obliged to make an offer in cash for the General Offer Shares. Mr. Zhou and his associates would comply with the applicable Takeovers Code requirements if there is any circumstance arisen that would trigger Mr. Zhou's general offer obligation.

3. Subscription in Respect of the Proposed Issuance of Domestic Unlisted Shares

On August 18, 2026 (after trading hours), Mr. Shen entered into Mr. Shen Subscription Agreement with the Company, pursuant to which, the Company agreed to allot and issue and Mr. Shen agreed to subscribe for 4,200,000 newly issued Domestic Unlisted Shares at the issue price of RMB1.07 per Domestic Unlisted Share under the Issuance in the amount of RMB4,494,000, the consideration of which shall be paid by cash.

Mr. Shen Qinhua (沈琴華) is the general manager and managing partner of Puhua Capital (普華資本), which focuses on venture capital and asset management business. Mr. Shen has more than 18 years of experience in equity investing and focuses on sectors including biomedicine, medical devices, semiconductors, intelligent manufacturing and new energy. To the best of the Director's knowledge, information and belief after having made all reasonable enquires, Mr. Shen is an independent third party of the Company and its connected persons.

The other major terms and conditions precedent of Mr. Shen Subscription Agreement are identical to that of Tibet Bohai Subscription Agreement.

The Board considers that (i) the terms of Mr. Shen Subscription Agreement are fair and reasonable, (ii) Mr. Shen Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms or better, and (iii) Mr. Shen Subscription Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

4. Specific Mandate to the Board and its Authorized Persons to Deal with the Issuance at Full Discretion

To ensure the smooth implementation of the Issuance, the Board proposes to authorize the chairman of the Board or his delegate at the EGM to handle and decide on specific matters relating to the Listing and the Issuance, individually or collectively with full discretion, including but not limited to:

1. formulating and implementing the specific plan for the Listing and the Issuance in accordance with laws, regulations and relevant requirements of the regulatory authorities and the NEEQ, including but not limited to determining the number of Shares to be issued, target subscribers, final price, timing and method of the Issuance, lock-up period, specific investment amount for the use of the proceeds from the Issuance and other relevant matters; and making appropriate amendments to the contents related to the plan for the Listing and the Issuance based on the actual circumstances of the Issuance and the approval documents or requirements of relevant regulatory authorities;

2. engaging intermediaries to handle matters relating to the filing, auditing, capital verification, and valuation of the Listing and the Issuance, and determining their professional service fees;

3. drafting, signing, modifying and executing relevant contracts (including but not limited to stock subscription agreements) and important documents (including but not limited to the public transfer prospectus, private issuance prospectus and other documents) relating to the Listing and the Issuance, and submitting and filing various applications and making various replies;

4. determining the specific arrangement for the use of proceeds from the Listing and the Issuance in the proposed investment projects based on actual circumstances, and adjusting the specific arrangement of the amount of proceeds in accordance with legal requirements, requirements of regulatory authorities and market conditions;

5. handling all matters relating to the filing, review, registration and issuance of the Listing and the Issuance, including but not limited to: handling approval, registration, filing, verification and consent procedures in respect of the Listing and the Issuance with relevant government agencies, regulatory authorities, stock exchanges and securities registration and clearing institutions; approving, preparing, signing, executing, modifying and completing various documents relating to the Listing and the Issuance;

6. making corresponding amendments to the relevant articles in the Articles of Association concerning the registered capital and share capital structure of the Company upon completion of the Issuance based on the results of the Listing and the Issuance, and handling the change of registration/filing with industrial and commercial departments and securities registration and clearing institutions; and amending relevant articles in the Articles of Association and other governance systems based on the actual situation of the Company;

7. fulfilling information disclosure obligations relating to the Listing and the Issuance in accordance with laws, regulations, normative documents of the CSRC, rules for the issuance of shares on the NEEQ and the Articles of Association; approving the publication of announcements, circulars and notices relating to the Listing and the Issuance on the NEEQ, the Stock Exchange and the Company's websites, and submitting relevant forms, documents or other information to the Stock Exchange;

8. adjusting, suspending or terminating the specific plan for the Listing and the Issuance within the scope permitted by laws, regulations, normative documents, the Articles of Association and resolutions of the general meeting, based on the implementation of the plan for the Listing and the Issuance, market conditions, policy adjustments, ex-rights and ex-dividend matters and opinions of regulatory authorities;

9. handling all other matters required for the Listing and the Issuance, and taking all actions and matters deemed desirable or appropriate in connection with the Listing and the Issuance, to the extent permitted by relevant laws and regulations.

The Specific Mandate shall be valid for 12 months from the date on which the plan for the Issuance is considered and approved at the EGM, and further extension (if required and under whatever circumstances) will be subject to Independent Shareholders' approval. If the Company has obtained the approval or permission from, or completed the filing or registration (if applicable) with regulatory authorities within the validity period of the resolution in relation to the Issuance at the EGM, the validity period of the Specific Mandate shall be the period as confirmed in such approval, permission, filing or registration issued by regulatory authorities.

5. Fund-raising Activities of the Company in the Past 12 Months

The Directors confirm that the Company has not conducted any fund-raising activities involving the issue of its equity securities in the 12 months immediately preceding the Latest Practicable Date.

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the Latest Practicable Date, the Company maintained the public float as required under Rule 19A.28B (1) (a) of the Listing Rules. The Company maintained, and will maintain, immediately after the completion of the proposed Issuance (assuming that 80,000,000 Domestic Unlisted Shares will be issued), a public float of at least 25% of the total number of issued shares in the class to which the listed shares belong (excluding treasury shares), which is the prescribed minimum percentage of public float required under the Listing Rules.

6. Reasons for and Benefits of the Issuance

The Issuance enables the Company to pursue better business growth and enhance its overall competitiveness. All Directors (including the independent non-executive Directors) are of the view that the Issuance is in the interests of the Company and the Shareholders of the Company as a whole. The Company is a leading domestic enterprise with a full industry chain focusing on the R&D, production, and sales of human vaccines. It has established five major technology platforms for human vaccines, including bacterial vaccines, viral vaccines, genetic engineering vaccines, combined vaccines, and mRNA vaccines. Meanwhile, the Company owns four wholly-owned licensed vaccine production enterprises and three vaccine research institutes. The primary purpose of the Issuance is to raise funds to supplement the Company's working capital, thereby optimizing its capital structure, increasing the capital scale, further strengthening the Company's financial position, improving its profitability and risk resistance, facilitating better scale expansion and business development, and enhancing its overall competitiveness.

As at the Latest Practicable Date, the Company had commercialized a total of 8 vaccine products covering 6 disease areas; operating current assets such as inventories and trade receivables represent a significant portion of capital usage. Furthermore, as the Company's pipeline continues to advance, the demand for R&D investment will increase accordingly. As at the Latest Practicable Date, the Company had a total of 20 vaccine candidates in its pipeline covering 12 disease areas. Among them, 6 important new products have entered the clinical trial stage with the National Medical Products Administration (NMPA); another 2 products are planned to have clinical trials conducted with both the NMPA and the U.S. Food and Drug Administration (FDA). In summary, the Company has a total of 8 pipeline products requiring funds for clinical trials. As products in the clinical trial stage require substantial working capital, the Company faces high pressure on its operating funds. Therefore, no less than RMB42.8 million of the proceeds from the Issuance is intended to be used for supplementing working capital.

Upon completion of the Issuance, the Company's financial position will be improved, with an increase in its share capital, total assets, and net assets to a certain extent. The proceeds will help alleviate the Company's liquidity pressure, optimize its gearing ratio, and further enhance its ability to resist financial risks and promote product R&D. Meanwhile, the cash inflow from the Company's financing activities will increase, meeting its working capital requirements.

7. Warning

Shareholders and potential investors should note that completion of the Issuance is subject to, among other things, the approval of the Shareholders at the EGM and the approvals, registrations, filings and/or consents from the relevant regulatory authorities, and may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

If the Board proceeds with the Issuance pursuant to the specific mandate, a separate announcement will be made.

8. Conditions to the Issuance

The Issuance is subject to the approval by the general meeting and remains subject to certain conditions precedent, including but not limited to:

1. obtaining the letter of approval for listing and the private issuance issued by National Equities Exchange and Quotations Co., Ltd.; and

2. registration with the China Securities Regulatory Commission (if necessary);

3. approvals, registrations, filings and/or consents from other relevant regulatory authorities (if necessary).

III. THE EGM

A notice convening the EGM to be held at meeting room, 10/F, Gangwu Building, No. 1 Fenghe Road, Lujiazui Street, Pudong New District, Shanghai, the PRC at 2:00 p.m. on Monday, September 7, 2026 is set out in this circular. A proxy form for use at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM in person or by proxy, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 2:00 p.m. on Sunday, September 6, 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the articles of association of the Company, the resolution to be proposed at the EGM will be decided by way of poll. The poll results will be published by the Company in accordance with the Listing Rules after the conclusion of the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the resolution in relation to the Issuance and therefore no Shareholder is required to abstain from voting on such resolution at the EGM. If any Shareholder is required to abstain from voting pursuant to the Listing Rules or other applicable requirements, the Company will make further disclosure as appropriate.

V. RECOMMENDATION

The Directors consider that the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders voting in favour of the relevant resolution to be proposed at the EGM.

VI. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, September 2, 2026 to Monday, September 7, 2026, both days inclusive, during which period no transfer of Shares will be effected. The record date for determining the identity of the Shareholders who are entitled to attend and vote at the EGM will be Monday, September 7, 2026. To be eligible to attend and vote at the EGM, unregistered Shareholders shall ensure all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on Tuesday, September 1, 2026.

VII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the letters from the Independent Board Committee (which contains its recommendation to the Independent Shareholders) and the Independent Financial Adviser (which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to Tibet Bohai Subscription Agreement and the transactions contemplated thereunder) and the appendix to this circular.

By order of the Board
AIM Vaccine Co., Ltd.
Chairman of the Board and CEO
Mr. Yan ZHOU

Beijing, the PRC, August 18, 2026

AIM Vaccine Co., Ltd.
艾美疫苗股份有限公司

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

(Stock Code: 06660)

August 18, 2026

To the Independent Shareholders

Dear Sir or Madam,

CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES

INTRODUCTION

We refer to the circular (the "**Circular**") of the Company dated August 18, 2026 of which this letter forms a part. Terms used in this letter have the same meaning as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise you on whether, in our opinion, (i) the terms of Tibet Bohai Subscription Agreement are fair and reasonable, and (ii) Tibet Bohai Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole. Red Solar Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board as set out on pages 4 to 24 of the Circular and the letter from the Independent Financial Adviser as set out on pages 27 to 43 of the Circular, which contains, inter alia, their advice and recommendation regarding the terms of Tibet Bohai Subscription Agreement and the transactions contemplated thereunder with the principal factors and reasons for their advice and recommendation.

RECOMMENDATION

Having considered the terms of Tibet Bohai Subscription Agreement and the transactions contemplated thereunder and taking into account the advice and recommendation of the Independent Financial Adviser, we are of the view that (i) the terms of Tibet Bohai Subscription Agreement are fair and reasonable, (ii) Tibet Bohai Subscription Agreement and the transactions contemplated thereunder are, although not conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, and (iii) Tibet Bohai Subscription Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Shareholders to vote in favour of the relevant resolutions regarding Tibet Bohai Subscription Agreement and the transactions contemplated thereunder at the EGM.

Yours faithfully,
For and on behalf of the Independent Board Committee of
AIM Vaccine Co., Ltd.

Ker Wei PEI	**Xiaoguang GUO**	**Hui OUYANG**	**Weicai SHAO**
Independent Non-executive Director	*Independent Non-executive Director*	*Independent Non-executive Director*	*Independent Non-executive Director*

The following is the full text of the letter of advice from Red Solar Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, in respect of the Tibet Bohai Subscription Agreement and the transactions contemplated thereunder, including the relevant Specific Mandate, for the purpose of inclusion in this circular.

綽耀資本
REDSOLAR

Unit 2208C, 22F, Wu Chung House,
No. 213 Queen's Road East,
Wan Chai, Hong Kong

August 18, 2026

To: The Independent Board Committee and the Independent Shareholders of AIM Vaccine Co., Ltd.

Dear Sirs,

CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES AND SUBSCRIPTION IN RESPECT OF THE PROPOSED ISSUANCE OF DOMESTIC UNLISTED SHARES

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders regarding the entering into of the Tibet Bohai Subscription Agreement and the transactions contemplated thereunder, including the relevant Specific Mandate (collectively, the "**Transactions**"), details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of the Company dated August 18, 2026 (the "**Circular**"), of which this letter of advice forms part. Unless the context requires otherwise, capitalised terms used in this letter of advice shall have the same meanings as defined in the Circular.

References are made to the announcements of the Company dated March 30, 2026 and June 10, 2026 and the circular of the Company dated May 21, 2026 regarding the proposed issuance of Domestic Unlisted Shares under specific mandate, which have been approved by the Shareholders in the 2026 first extraordinary general meeting held on June 10, 2026 (the "**Approved Mandate**"), and the proposed application by the Company for the listing of its Domestic Unlisted Shares on the NEEQ, with subsequent plans to apply for an A Share listing on the Beijing Stock Exchange, and the announcement of the Company dated August 18, 2026 (the "**Announcement**") regarding the proposed amendments to the Approved Mandate and the connected transaction in respect of the proposed issuance of Domestic Unlisted Shares to Tibet Bohai.

Among other Amendments to the Approved Mandate, the target subscribers of the Issuance are proposed to be amended from not exceeding 35 target subscribers to two identified target subscribers and not more than 33 unidentified target subscribers. Specifically, in relation to and as part of the Issuance, Tibet Bohai will enter into the Tibet Bohai Subscription Agreement with the Company, pursuant to which the Company agreed to allot and issue and Tibet Bohai agreed to subscribe for Domestic Unlisted Shares at the revised issue price of RMB1.07 per Domestic Unlisted Share (i.e. the Revised Issue Price), subscribe for 37,383,178 newly issued Domestic Unlisted Shares in the total amount of approximately RMB40.00 million under the Issuance (the "**Subscription**"), the consideration of which shall be paid by cash.

Listing Rules implications

As Tibet Bohai is an associate of Mr. Zhou (a Director and controlling shareholder of the Company), it is a connected person of the Company under the Listing Rules. Consequently, the Subscription of new Domestic Unlisted Shares by Tibet Bohai under the Tibet Bohai Subscription Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules. The new Domestic Unlisted Shares to be issued pursuant to the Issuance will be allotted and issued under the Specific Mandate to be sought from the Independent Shareholders at the EGM by way of special resolutions.

Mr. Zhou, Mr. Jie Zhou and Mr. Xin Zhou, all being executive Directors and held direct or indirect interests in Tibet Bohai, have abstained from voting on the relevant Board resolutions for approving the Tibet Bohai Subscription Agreement and the transactions contemplated thereunder by virtue of their interests in the Subscription. Save as disclosed above, none of the other Directors is regarded as having a material interest in, and therefore none of them is required to abstain from voting on, the relevant Board resolutions for approving the Tibet Bohai Subscription Agreement and the transactions contemplated thereunder.

As at the Latest Practicable Date, Mr. Zhou, Mr. Jie Zhou, Mr. Xin Zhou and their associates, holding an aggregate of 481,326,800 Shares, representing approximately 39.24% of the issued share capital of the Company, will abstain from voting at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholders will be required to abstain from voting on the relevant resolution(s) to approve the Tibet Bohai Subscription Agreement and the transactions thereunder at the EGM.

THE INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all four independent non-executive Directors has been established to advise the Independent Shareholders in respect of the Transactions. We, Red Solar Capital Limited, have been appointed by the Company with approval from the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Transactions, particularly whether they are conducted in the ordinary course of business of the Company and on normal commercial terms, whether their terms and conditions are fair and reasonable so far as the Independent Shareholders are concerned, whether they are in the interests of the Company and the Independent Shareholders as a whole, and as to Independent Shareholders' voting in the EGM.

OUR INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, other than this engagement of us as the Independent Financial Adviser, no other engagement nor relationship has been formed between us and the Group, the other party(ies) to the Transactions, or close associate or core connected person of any of them. As at the Latest Practicable Date, we did not have any interest in the Group, the other party(ies) to the Transactions, close associate or core connected person of any of them, or any other parties that could reasonably be regarded as relevant to our independence. Apart from the normal advisory fee payable to us by the Company in connection with our engagement as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Group, the other party(ies) to the Transactions, or close associate or core connected person of any of them.

Based on the above, we considered ourselves independent to act as the Independent Financial Adviser in respect of the Transactions pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Company (including but not limited to those contained or referred to in the announcement of the Company dated August 18, 2026 regarding, among other things, the Amendments to the Approved Mandate and Transactions (the "**Announcement**") and the Circular). We have reviewed documents including but not limited to (i) the announcements and circular of the Company in relation to the Approved Mandate; (ii) the Announcement; (iii) the Circular and the Letter from the Board contained therein; (iv) the Tibet Bohai Subscription Agreement; (v) the annual reports of the Company for the year ended December 31, 2024 and 2025, respectively (the "**2024 Annual Report**" and "**2025 Annual Report**", respectively); and (vi) relevant supporting documents provided by the Company to formulate our opinion and recommendation. We have assumed that the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Company were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the EGM. We have also assumed that all statements of belief, opinions, expectation and intention made by the management of the Company in the Circular were reasonably made after due enquiry and careful consideration. Where applicable, we have also conducted our own desktop search and we are not aware of material deviation between our search results and the information and facts supplied, opinions expressed, statements and representations made to us by the management of the Company. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have no reason to suspect that any material fact or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its management and/or advisers, which have been provided to us.

We have not, however, conducted any independent in-depth investigation into the business and affairs or future prospects of the Group, or their respective shareholders, subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Transactions. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us up to the Latest Practicable Date, which could be subject to subsequent developments and changes from time to time. Where information in this letter of advice has been extracted from published or otherwise publicly available sources, we have ensured that such information has been carefully extracted. We have not, however, conducted any independent in-depth investigation nor verification of such information.

The Directors have collectively and individually accepted full responsibility for the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in the 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 in the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

Figures set out in this letter could be expressed in thousands or millions and/or rounded to two or more decimal places. Therefore, all such figures are approximate and may not be exact, but it would solely be attributable to the rounding described above. Also, as a result of the above, the sum of the figures in any table may not add up exactly to the total shown and minor differences may arise.

Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion in respect of the Transactions, we have considered the following principal factors and reasons:

1. Background of and reasons for the Transactions

(a) Background information of the Company and the Group

The Company is an enterprise in China's vaccine industry, covering the value chain from research and development to manufacturing and commercialization. The Group's product categories are comprised of vaccines under the immunization program and vaccines not covered by the immunization program, and its commercialized products have been sold in various provinces and cities and autonomous regions in China.

The following table sets out key consolidated financial information of the Company for each of the three years ended December 31, 2025 ("**FY2023**", "**FY2024**" and "**FY2025**", respectively), as extracted from the 2024 Annual Report and 2025 Annual Report:

	For FY2025	**For FY2024**	**For FY2023**
	RMB'000	*RMB'000*	*RMB'000*
	(audited)	*(audited)*	*(audited)*
Revenue	1,165,673	1,285,031	1,187,468
Gross profit	760,204	953,508	901,016
(Loss) for the year	(743,730)	(278,469)	(1,950,241)

	As at December 31, 2025	**As at December 31, 2024**	**As at December 31, 2023**
	RMB'000	*RMB'000*	*RMB'000*
	(audited)	*(audited)*	*(audited)*
Total non-current assets	4,501,550	4,926,924	4,779,059
Total current assets	2,042,923	2,387,397	2,482,936
Total current liabilities	3,092,944	3,090,268	2,601,899
Total non-current liabilities	515,020	612,945	770,519
Net assets	**2,936,509**	**3,611,108**	**3,889,577**
– attributable to owners of the Company	*2,759,191*	*3,365,520*	*3,642,754*

Comparison of performance and financial positions between FY2023 and FY2024

The Company's revenue increased by 8.22% from RMB1,187.47 million in FY2023 to RMB1,285.03 million in FY2024. In particular, that from (i) sales of Class I vaccines rose substantially from RMB72.80 million to RMB140.19 million; (ii) sales of Class II vaccines increased modestly from RMB1,114.67 million to RMB1,121.26 million; and (iii) research and development services of RMB23.59 million was recorded in FY2024 (nil in FY2023). The 2024 Annual Report primarily attributed the growth in the Company's revenue between FY2023 to FY2024 to higher sales of hepatitis B vaccine, hepatitis A vaccine and MPSV4 (Group A, C, Y and W135 MPSV, a vaccine used for the prevention of epidemic cerebrospinal meningitis in children aged above two years old). The Company's cost of sales rose by 15.73% from RMB286.45 million in FY2023 to RMB331.52 million in FY2024, which is generally in line with the higher sales volume. The Company's gross profit increased by 5.83% from RMB901.02 million in FY2023 to RMB953.51 million in FY2024. The Company's gross profit margin narrowed slightly from 75.88% in FY2023 to 74.20% in FY2024, which is primarily attributable to a higher proportion of sales revenue from Class I vaccines in FY2024, which carry relatively lower gross margins.

The Company's loss before tax narrowed sharply from RMB2,270.65 million in FY2023 to RMB290.72 million in FY2024, and loss for the year decreased from RMB1,950.24 million to RMB278.47 million during the same years. It could be mainly attributed to (i) the absence of impairment losses on other intangible assets in FY2024, which, in contrast, amounted to RMB1,512.23 million in FY2023; (ii) the absence of impairment losses on goodwill in FY2024, which, in contrast, amounted to RMB211.44 million in FY2023; and (iii) a reduction in research and development costs from RMB636.40 million in FY2023 to RMB363.13 million in FY2024, among other fluctuations.

The Company's total non-current assets and total current assets remained relative stable between December 31, 2023 and 2024, respectively, with the former being RMB4,779.06 million and RMB4,926.92 million, and the latter being RMB2,482.94 million and RMB2,387.40 million, as at December 31, 2023 and 2024, respectively. The Company's total current liabilities increased from RMB2,601.90 million as at December 31, 2023 to RMB3,090.27 million as at December 31, 2024, primarily driven by increases in other payables and accruals and interest-bearing bank borrowings. Nevertheless, the Company's net assets remained at a solid level, amounting to RMB3,889.58 million and RMB3,611.11 million as at December 31, 2023 and 2024, respectively.

Comparison of performance and financial positions between FY2024 and FY2025

The Company's revenue decreased by 9.29% from RMB1,285.03 million in FY2024 to RMB1,165.67 million in FY2025, among which (i) revenue from sales of Class I vaccines fell from RMB140.19 million to RMB129.39 million; (ii) revenue from sales of Class II vaccines fell from RMB1,121.26 million to RMB1,036.27 million; and (iii) revenue from research and development services declined from RMB23.59 million to a negligible amount. As set out in the 2025 Annual Report, such decline is mainly attributable to changes in the vaccine market environment and intensified market competition, as well as changes in the public's willingness to vaccinate and the pace and scale of project implementation. The Company's cost of sales rose by 22.31% from RMB331.52 million in FY2024 to RMB405.47 million in FY2025, primarily because of a significant impairment provision recognised for vaccines approaching their expiration dates under the Company's strict inventory-expiry management. Excluding this provision, cost of sales would have decreased by 5.40% according to the Company. Consequently, the Company's gross profit declined by 20.27% from RMB953.51 million in FY2024 to RMB760.20 million in FY2025, while gross profit margin narrowed from 74.20% to 65.21% during the same years.

The Company's loss before tax widened from RMB290.72 million in FY2024 to RMB766.56 million in FY2025, and loss for the year increased from RMB278.47 million to RMB743.73 million during the same years. It could be attributed to the aforementioned drop in the Company's gross profit between FY2024 and FY2025, as well as (i) the increase in impairment losses on property, plant and equipment from RMB32.75 million to RMB314.69 million; and (ii) the increase in impairment losses on other intangible assets from nil to RMB211.08 million during the same years, among other fluctuations.

While the Company's total current liabilities remained stable at RMB3,090.27 million and RMB3,092.94 million as at December 31, 2024 and 2025, respectively, its (i) total non-current assets decreased from RMB4,926.92 million to RMB4,501.55 million; (ii) total current assets also decreased from RMB2,387.40 million to RMB2,042.92 million between the same dates. As a result, the Company's net assets decreased from RMB3,611.11 million to RMB2,936.51 million, as at December 31, 2024 and 2025, respectively.

(b) Background information of Tibet Bohai

As set out in the Letter from the Board, Tibet Bohai is a limited company incorporated in the PRC on August 6, 2007. It is held as to 70% and 30% by Liaoning Tianxia Holding Group Co., Ltd. (遼寧天下控股集團股份有限公司) (i.e. Liaoning Tianxia) and Mr. Jie Zhou, respectively. Liaoning Tianxia is held as to 80%, 10% and 10% by Mr. Zhou, Mr. Jie Zhou and Mr. Xin Zhou, respectively. Tibet Bohai is a company engaged in industrial investment and management of the industries invested by it.

Mr. Zhou is an executive Director and the controlling shareholder of the Company.

(c) Reasons for and benefits of the Transactions

The Tibet Bohai Subscription Agreement and the transactions contemplated thereunder forms part of the Issuance. Therefore, in assessing the reasons for and benefits of the Transactions, we have first assessed the reasons for and benefits of the Issuance as a whole.

As set out in the Letter from the Board, the primary purpose of the Issuance is to raise funds to supplement the Company's working capital, thereby optimizing its capital structure, increasing the capital scale, further strengthening the Company's financial position, improving its risk resistance, facilitating better business development and expansion, and enhancing its overall competitiveness, among other things.

In particular, we noted that the intended use of net proceeds from the Issuance, which included the Subscription, can be summarized as: (i) 20% for products promotion, including the operation of the sales system for existing marketed products and expenses related to the post-launch of new products; (ii) 30% for production and operational expenses as well as reducing the scale of interest-bearing liabilities; (iii) not less than 25% for the research and development ("**R&D**") of rabies series products, including the R&D investment of serum-free iterative rabies vaccine and high potency iterative human diploid rabies vaccine; and (iv) the remaining not more than 25% for the R&D investment of pneumonia series vaccines and other pipelines. The above intended uses of proceeds are based on current preliminary plans and may be updated or adjusted according to the specific timing of the receipt of the proceeds, the specific amount of the proceeds, the progress of the Company's pipelines and the launch of new products.

We have first assessed the fairness and reasonableness of the intended use of net proceeds for the aforesaid R&D activities, being not less than 25% for the R&D of rabies series products, and not more than 25% for the R&D investment of pneumonia series vaccines and other pipelines, totaling to 50% of the net proceeds from the Issuance. Regarding the R&D of rabies series products, we noted from the 2024 Annual Report and 2025 Annual Report that rabies vaccines have already been one of the focuses of the Company's business and R&D activities for a certain time. Apart from its already commercialized freezedried human rabies vaccine (Vero cell), the Company also has, in its pipeline, the serum-free next-generation rabies vaccine, as well as other rabies vaccine candidates. According to the 2024 Annual Report and 2025 Annual Report, animal serum residues in rabies vaccine products are one of the important factors leading to adverse reactions such as allergies in vaccinated populations, but the iterative serum-free rabies vaccine developed by the Company does not contain animal serum, which significantly improves safety and reduces the probability of adverse reactions. It is also set out in the 2024 Annual Report and 2025 Annual Report that to date, there is no serum-free rabies vaccine approved for launch/commercialization in the global market. As reported in the 2024 Annual Report, during the year, the Company has completed phase III clinical trials of its serum-free next-generation rabies vaccine, obtained the corresponding drug manufacturing license, and were in the process of registration for market approval. The Company also received clinical trial approval for its novel-process high-potency human diploid cell rabies vaccine, completed construction of production facilities that meet international standards for both the serum-free next-generation rabies vaccine workshop and the next-generation process high-potency human diploid cell rabies vaccine workshop, and advanced its mRNA vaccine technology platform on which he iterative mRNA rabies vaccine has been developed. Then as reported in the 2025 Annual Report, we noted that the Company has made several progress in this regard: (i) the marketing registration application of the serum-free rabies vaccine has been submitted to the National Medical Products Administration ("**NMPA**"), and the Company considered that it is poised for launch; (ii) the high-potency human diploid cell rabies vaccine is currently in phase III clinical stage, with the on-site clinical trial work successfully concluded, and the Company has broken through certain technical bottlenecks; and (iii) Process validation meeting commercial-scale production and quality requirements has been successfully completed in the production facilities or both the serum-free next-generation rabies vaccine workshop and the high-potency human diploid cell rabies vaccine workshop, and the former has also passed the on-site verification and entered the final stage of marketing registration approval. It is also mentioned that the Company considered the serum-free next-generation rabies vaccine its flagship product, and that the high-potency human diploid cell rabies vaccine, once approved for launch, will couple with the serum-free rabies vaccine and form the Company's iterative rabies vaccine portfolio, replacing traditional rabies vaccines in the market. Based on the above, we have the following views: (i) rabies series products, particularly serum-free iterative rabies vaccine and high potency iterative human diploid rabies vaccine, have been a major focus of the Company's R&D and future development plans; (ii) the Company has indeed made notable progresses for rabies series products during 2024 and 2025, as discussed in the 2024 Annual Report and 2025 Annual Report and above, which is in line with the Company's aforesaid R&D and future development focus; (iii) the Company considered that its serum-free rabies vaccine is poised for launch and, if successfully launched, may enjoy first-comer advantage as it is set out in the 2025 Annual Report that there is no serum-free rabies vaccine approved for launch/commercialization in the global market to date. Therefore, it is commercially justifiable for the Company to continue allocating resources and pushing for developments and progresses in its serum-free rabies vaccine; (iv) the Company's high-potency human diploid cell rabies vaccine is already in phase III clinical stage with on-site clinical trial work successfully concluded, and the Company has broken through certain technical bottlenecks. Such progression may suggest that the Company could continue to advance the development progress of its high-potency human diploid cell rabies vaccine in the near future, which may include proceeding with marketing registration and commercialisation. Therefore, it is commercially justifiable for the Company to continue allocating resources and pushing for developments and progresses in it. Accordingly, we considered the Company's plan to allocate not less than 25% of the net proceeds from the Issuance for R&D of rabies series products to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

We have also assessed the fairness and reasonableness of the intended use of not more than 25% of the net proceeds from the Issuance for the investment of pneumonia series vaccines and other pipelines (together with the not less than 25% of the net proceeds from the Issuance for R&D of rabies series products, totaling to 50% of the net proceeds from the Issuance). We noted that the Company has a variety of pneumonia vaccine candidates, including but not limited to the 13-valent, 20-valent and 24-valent pneumonia conjugate vaccine and 23-valent pneumonia polysaccharide vaccine, and some of them are considered key flagship products by the Company. We also noted that the Company made various progresses in the development of these pneumonia vaccine candidates during 2024 to 2025, as discussed in the 2024 Annual Report and 2025 Annual Report: (i) in 2024, the 13-valent pneumonia conjugate vaccine has completed the full course of vaccination in phase III clinical trial, and the Company have submitted the application for marketing registration to the NMPA. In 2025, the Company proceeded to conduct supplemental studies in accordance with the requirements of the Center for Drug Evaluation ("**CDE**") of the NMPA; (ii) in 2024, the 20-valent pneumonia conjugate vaccine has submitted a pre-application for clinical trials, then in 2025, the Company has received clinical trial approvals from the CDE for it; and (iii) in 2024, the 23-valent pneumonia polysaccharide vaccine has completed the full course of vaccination in phase III clinical trial, was in the process of serology testing, and expected to proceed to statistics unblinding work. In 2025, it has completed unblinding and statistical analysis for its phase III clinical trial, and the clinical study report has been obtained. In addition, in 2025, the Company has completed the construction of GMP workshops for iterative pneumonia series vaccines, and phase III clinical samples of 23-valent pneumonia polysaccharide vaccine and 13-valent pneumonia conjugate vaccine and process validation samples are produced in these workshops. Apart from pneumonia vaccine candidates, we noted that the Company also has various other products, pipelines and candidates. As disclosed in the 2025 Annual Report, up to the date thereof, the Company has 20 vaccine candidates targeting 12 disease areas, with its pipeline covering top vaccine species of the world. Considering that (i) the Company indeed has a variety of pneumonia vaccine candidates, some of which are considered key flagship products by the Company; (ii) the Company indeed made various progresses in the R&D of and GMP workshop construction for these pneumonia vaccine candidates during 2024 and 2025; (iii) the 13-valent pneumonia conjugate vaccine and the 23-valent pneumonia polysaccharide vaccine have already reached or almost completed the phase III clinical trial stage, and that the Company may continue to advance their R&D and development progress in the near future, which may include proceeding with marketing registration and commercialisation, therefore it is commercially justifiable for the Company to continue allocating resources and pushing for developments and progresses in this regard; and (iv) up to the date of the 2025 Annual Report, the Company has 20 vaccine candidates targeting 12 disease areas, with its pipeline covering top vaccine species of the world, and it is commercially justifiable for the Company to continue allocating resources for the R&D of them, we were of the view that the Company's plan to allocate not more than 25% of the net proceeds from the Issuance for the investment of pneumonia series vaccines and other pipelines is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

We have then assessed the fairness and reasonableness of the Company's intended use of 20% of the net proceeds from the Issuance for products promotion and 30% of the same for production and operational expenses as well as reducing the scale of interest-bearing liabilities. Considering that (i) up to the date of the 2025 Annual Report, the Company has eight commercialized products for six types of diseases, and has a variety of other pipelines and candidates, some of which are already in the phase III clinical trial stage and may proceed to marketing registration and commercialisation in the near future, and therefore it is commercially justifiable for the Company to allocate resources for products promotion, including the operation of the sales system for existing marketed products, for expenses related to the post-launch of new products, and for production and operational expenses; (ii) the Company's short-term interest-bearing bank borrowings amounted to RMB1,388.70 million as at December 31, 2025, representing 44.90% of its total current liabilities as at the same date. By reducing the scale of such interest-bearing liabilities through applying certain net proceeds from the Issuance, the Company would be able to reduce the interest expenses in relation to such interest-bearing liabilities, which could help the Company alleviate its consecutive loss-making position during FY2023 to FY2025; and (iii) the Company has been at consecutive net current liabilities positions as at the end of FY2023, FY2024 and FY2025, respectively, and it would be beneficial for the Company to improve such net current liabilities position and its gearing ratio by obtaining net proceeds from the Issuance as capital, we were of the view that the Company's plan to allocate 20% of the net proceeds from the Issuance for products promotion and 30% of the same for production and operational expenses as well as reducing the scale of interest-bearing liabilities is also fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Apart from considering the reasons for and benefits of the Issuance, including the proposed use of proceeds therefrom, as a whole, we also noted a specific reason for and benefit of the Subscription considered by the Company, which is the demonstration of commitment by Mr. Zhou to act as a backstop subscriber in the Issuance, so as to help the Company in reaching a cumulative amount of funds raised through private placements of ordinary shares of no less than RMB40 million (excluding portions subscribed with non-cash assets) within a 24-month period (the "**Historical Fund Raising Condition**"), being one of the conditions that the Company must meet to be eligible for inclusion in the Innovation Tier of the NEEQ. The Subscription, if completed, would help the Company meet the Historical Fund Raising Condition, and the commitment of Mr. Zhou in the Issuance as the Controlling Shareholder may facilitate the participation of other independent third party investors in the Issuance, which would help the Company raise fund for the proposed uses explained above, being in the interests of the Company and the Shareholders as a whole.

We also enquired the Company and understood that it has considered alternative financing options including debt financing, open offer or rights issue, and placement of H Shares, but concluded that they were less preferable. Debt financing would increase the Group's gearing and finance costs, which we concurred and considered it to be not in the interest of the Company due to its already consecutive loss-making position. Open offer or rights issue require longer preparation and execution timetable, as well as higher transaction costs (such as underwriting commission) which is also not in the interest of the Company due to its consecutive loss-making position. The Company also considered A Share listing on the Beijing Stock Exchange to be strategically important due to its strong presence in the PRC with high domestic operational costs, supply chain expenses, and local expansion plan, and therefore opted for the Issuance (including the Subscription) instead of H Share placing, which we agreed. Considering the above, we were of the view that the Issuance (including the Subscription) is the most appropriate financing option currently available to the Company.

Based on all the above, we considered the Transactions to be overall fair and reasonable and in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the Tibet Bohai Subscription Agreement

The principal terms of the Tibet Bohai Subscription Agreement are as follows:

Date	:	August 18, 2026 The Tibet Bohai Subscription Agreement will be formally executed by the completion of the Issuance.
Parties	:	(1) The Company, as the issuer (2) Tibet Bohai, as the subscriber
Number of Domestic Unlisted Shares to be subscribed	:	Tibet Bohai will subscribe for 37,383,178 newly issued Domestic Unlisted Shares at the Revised Issue Price under the Issuance in the amount of approximately RMB40,000,000. The number of Domestic Unlisted Shares to be subscribed by Tibet Bohai under the Issuance is calculated by dividing the total amount committed by Tibet Bohai by the Revised Issue Price and rounding up to the nearest integer.
Subscription price	:	Tibet Bohai shall subscribe for newly issued Domestic Unlisted Shares at the Revised Issue Price, being RMB1.07 per Domestic Unlisted Share.

Conditions precedent : The Tibet Bohai Subscription Agreement shall take effect after being executed by the legal or authorised representatives, as well as the satisfaction of the following conditions:

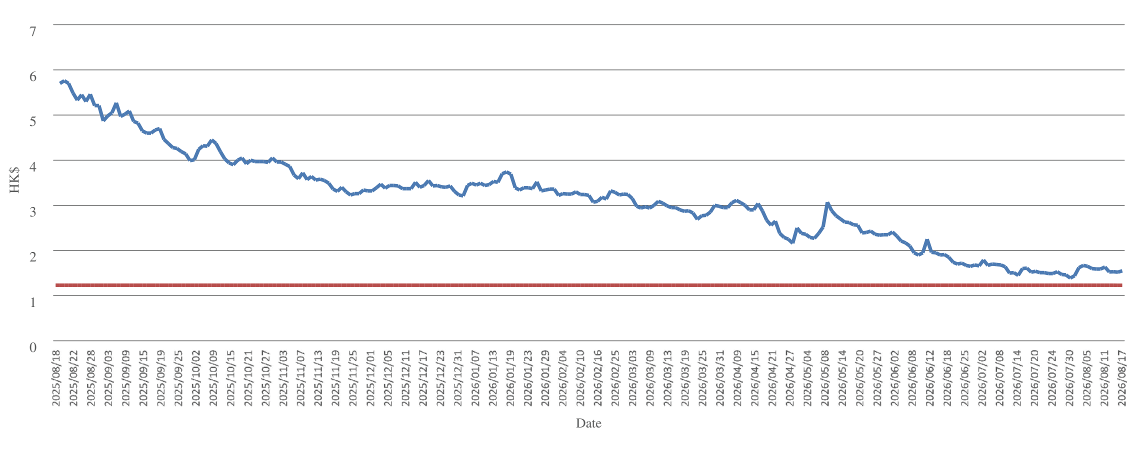
1. Obtain resolutions approving the Issuance from the Company's Board of Directors and Shareholders' Meeting in accordance with statutory procedures; and

2. Simultaneously obtain a letter of no objection from the NEEQ regarding the Issuance and/or complete registration with the CSRC (if applicable).

3. Discussions on the principal terms of the Tibet Bohai Subscription Agreement

(a) Historical price performance of the H Shares

In order to assess the fairness and reasonableness of the subscription price under the Tibet Bohai Subscription Agreement, which is equivalent to the Revised Issue Price (i.e. RMB1.07 per Domestic Unlisted Share), we reviewed the daily closing price of the H Shares from August 18, 2025, being approximately one year prior to the trading day immediately prior to the date of the Announcement (the "**Last Trading Day**"), up to and including the Last Trading Day (the "**H Share Review Period**"). We considered the length of one year of the H Share Review Period sufficient for us to perform a thorough analysis on the historical closing price of H Shares without including movements in the price of the H Shares that are too distant in time which may not be meaningful in reflecting the prevailing market conditions of the H Shares. The comparison of the daily closing price of H Shares and the Revised Issue Price (equivalent to HK$1.2316 based on the exchange rate of RMB100 to HKD115.10 as at the Last Trading Day as shown on the website of the Hong Kong Association of Banks) is illustrated as follows:



Source: website of the Stock Exchange

During the H Share Review Period, the highest and lowest closing prices of the H Shares were HK$5.76 and HK$1.39 per H Share recorded on August 18, 2025 and July 30, 2026, respectively. The closing prices of the H Shares exhibited a general declining trend during the H Share Review Period. In particular, after closing at HK$5.76 per H Share on August 18, 2025, the closing price of the H Shares consistently dropped up to November 21, 2025, where it closed at HK$3.23 per H Share. After that, the closing price of the H Shares fluctuated within a relatively stable range of HK$2.69 to HK$3.74 per H Share during November 21, 2025 to April 15, 2026, with a closing price of HK$3.04 per H Share on April 15, 2026. Then the closing price of the H Shares fell sharply until reaching HK$2.16 per H Share on April 27, 2026. Although it rebounded to HK$3.07 per H Share on May 8, 2026, the closing price of the H Shares declined again thereafter, reaching its minimum during the H Share Review Period of HK$1.39 per H Share on July 30, 2026, and closing at HK$1.55 per H Share on the Last Trading Day.

Although the Revised Issue Price of RMB1.07 (equivalent to HK$1.2316) per Domestic Unlisted Share is lower than the closing prices of the H Shares during the entire H Share Review Period, we have the following considerations: (i) the closing prices of the H Shares dropped continuously and substantially during the H Share Review Period. In particular, based on the closing price of the H Shares at the beginning of the H Share Review Period of HK$5.76 per H Share on August 18, 2025 and at the end of the H Share Review Period of HK$1.55 per H Share on the Last Trading Day, it represented a drop by 73.09%; (ii) more specifically, since May 8, 2026 where the closing price of the H Shares reached its local peak of HK$3.07 per H Share, it dropped drastically again, reaching HK$1.55 per H Share on the Last Trading Day. It reflected that the closing price of the H Shares is also continuously and drastically dropping even when a shorter and more prevailing period (from May 8, 2026 to the Last Trading Day, being approximately three months immediately prior to the Last Trading Day) is considered; (iii) the continuous and drastic drop in the closing prices of the H Shares during the entire H Share Review Period, as well as in the approximately three months immediately prior to the Last Trading Day, reflected that the market and investors may be uncertain about the prospects and outlook of the Group in view of the Company's consecutive loss-making and net current liabilities positions; (iv) when determining the Revised Issue Price, the Board would have to take into account the aforesaid market's and investors' attitude towards the Company and make reference to the dropping prices of the H Shares during the H Share Review Period and in the prevailing period; (v) specifically, it is set out in the Letter from the Board that since March 30, 2026 (being the date of Board meeting for the consideration of the Approved Mandate) to July 21, 2026 (being the benchmark date), the Company approached potential qualified institutional and strategic investors but received only a limited number of non-binding indications of interest at the original price range of RMB3.0 to RMB8.0 per Domestic Unlisted Share under the Approved Mandate, and considered that the initial pricing range and setting at a premium were no longer commercially viable following feedback from investor discussions and a sharp fall in the price of the H Shares from a peak of HK$3.11 per H Share on April 8, 2026, to a low of HK$1.39 per H Share on July 30, 2026; and (vi) the Revised Issue Price is considered fair and reasonable in the context of a comparable transaction analysis, details of which are set out below. Based on the above, although the subscription price under the Tibet Bohai Subscription Agreement, which is equivalent to the Revised Issue Price of RMB1.07 (equivalent to HK$1.2316) per Domestic Unlisted Share, is lower than the closing prices of the H Shares during the entire H Share Review

Period and represented a discount of 20.54% to the closing price of HK$1.55 per H Share on the Last Trading Day, we considered it acceptable and fair and reasonable, especially when taking into account the consecutive loss-making and net current liabilities positions of the Company during FY2023 to FY2025, as well as the continuous and drastic drop in the closing price of the H Shares during the H Share Review Period.

(b) Comparison with other issuance of domestic shares

To further assess the fairness and reasonableness of the subscription price under the Tibet Bohai Subscription Agreement, which is equivalent to the Revised Issue Price, we attempted to search for transactions comparable to the Issuance under the following criteria: (i) transactions that involved issuance of domestic shares by listed issuers (which were listed on the main board of Hong Kong Stock Exchange) under specific mandate; (ii) the listed issuers involved were loss-making for the last complete financial year prior to announcing such transactions, which is because the Company was in a consecutive loss-making position during FY2023 to FY2025, and the market could value loss-making companies differently from profit-making companies; and (iii) transactions that were announced with clear price and transaction details included therein during the two years immediately prior to the Last Trading Day. Initially we attempted to search for transactions that fulfill criteria (i) and (ii) above and were announced within one year immediately prior to the Last Trading Day so that the resulting transactions could represent a more prevailing market conditions. However, we cannot identify any transaction that fulfill such criteria. Therefore, we extended the search period to two years immediately prior to the Last Trading Day. However, we did not further extend the search period because we considered transactions conducted more than two years ago to be too distant to meaningfully reflect the prevailing market conditions. We also did not include the subject listed issuer having similar businesses with the Company as a criteria in searching for comparable transactions because to our best endeavour, we cannot identify any listed issuer on the website of the Stock Exchange which has a comparable profile and composition of products, candidates and pipelines with the Company, and therefore a comparison on the basis of having similar businesses is not available. Based on the aforementioned criteria, we have identified two transactions (the "**Comparable Transactions**"), which already represented an exhaustive list of transactions that met our criteria. Despite that the businesses, operations and prospects of the listed companies involving in the Comparable Transactions are not exactly the same as those of the Company, and that there are only two Comparable Transactions, we considered the Comparable Transactions to be appropriate and meaningful in the sense that they can demonstrate the market practices regarding issuance of domestic shares by companies listed on main board of the Hong Kong Stock Exchange, and that the listed issuers involved in the Comparable Transactions were really in a similar condition with the Company at the material time of carrying out the Comparable Transactions.

The following table sets out details of the Comparable Transactions and a comparison with the Issuance:

Company name	Stock code	Date of announcement	Premium over/ (Discount to) the respective H share closing price on the respective date of the share subscription agreement/ the Last Trading Day (applicable to the Issuance only)	Premium over/ (Discount to) the respective average closing price of the H shares for the five consecutive trading day prior to and including the respective date of the share subscription agreement/ the Last Trading Day (applicable to the Issuance only)	Premium over/ (Discount to) the respective average closing price of the H shares for the 30 consecutive trading day prior to and including the respective date of the share subscription agreement/ the Last Trading Day (applicable to the Issuance only)	Premium over/ (Discount to) the respective average closing price of the H shares for the 60 consecutive trading day prior to and including the respective date of the share subscription agreement/ the Last Trading Day (applicable to the Issuance only)	Dilution
							(Note 1)
Shanghai Refire Group Ltd	2570	8/6/2025	(27.93%)	(26.92%)	(24.38%)	(21.86%)	0.98%
Jiangsu Recbio Technology Co., Ltd.	2179	11/11/2024	(26.52%)	(26.91%)	(28.48%)	(28.25%)	13.22%
		Max	(26.52%)	(26.91%)	(24.38%)	(21.86%)	13.22%
		Min	(27.93%)	(26.92%)	(28.48%)	(28.25%)	0.98%
		Avg	(27.23%)	(26.92%)	(26.43%)	(25.06%)	7.10%
The Issuance (which included the Subscription)			(20.54%)	(20.64%)	(20.56%)	(30.65%)	0.32% *(Note 2)*

Notes:

1. Calculated by the decrease in percentage point of shareholding interests of public holders of the respective H shares.

2. Assuming that the total number of Domestic Unlisted Shares to be issued is 80,000,000, being the maximum number of Domestic Unlisted Shares to be issued pursuant to the Issuance.

As illustrated above, the discounts represented by the Revised Issue Price (equivalent to the subscription price under the Tibet Bohai Subscription Agreement) to the closing price of the H Shares on the Last Trading Day and on average for the five and 30 consecutive trading days prior to and including the Last Trading Day are less than those corresponding discounts implied in the Comparable Transactions. In addition, the discount represented by the Revised Issue Price to the closing price of the H Shares on average for the 60 consecutive trading days prior to and including the Last Trading Day is slightly higher than but still close to the corresponding discount implied in the Comparable Transactions. Besides, we have considered (i) the continuous and drastic decline in the closing price of the H Shares during the H Share Review Period and in the approximately three months immediately prior to the Last Trading Day; (ii) the market's and investors' uncertainty towards the Company's prospects and outlook which may be reflected by the declining prices of the H Shares, being important factors that the Board has to take into account when determining the Revised Issue Price; (iii) that the Company considered that the initial pricing range and setting at a premium were no longer commercially viable following feedback from investor discussions and the sharp fall in the price of the H Shares at the material time; (iv) the reasons for and benefits of the Issuance, including the Subscription; and (v) that the Issuance is already the most appropriate financing option currently available to the Company. Therefore, we considered the subscription price under the Tibet Bohai Subscription Agreement, which is equivalent to the Revised Issue Price, fair and reasonable in this regard.

4. Dilution effect on the shareholding interests of the H Share public shareholders

As illustrated by the table under the section headed "(VIII) Impact on the Shareholding Structure of the Company" in the Letter from the Board, assuming that the total number of Domestic Unlisted Shares to be issued is 80,000,000 at maximum after completion of the Issuance, and save for the Issuance, there is no other change in the total issued share capital of the Company from the Latest Practicable Date to the completion date of the Issuance, the shareholding interests of the public shareholders of H Shares would be diluted by 0.32 percentage points. Nonetheless, considering that (i) the proceeds from the Issuance allow the Company to have the capital it required for the intended uses explained in the section headed "1. – (c) Reasons for and benefits of the Transactions" in this letter above, which we considered to be fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (ii) the Revised Issue Price is considered fair and reasonable as discussed in the section headed "3. Discussions on the principal terms of the Tibet Bohai Subscription Agreement" in this letter above, we were of the view that the aforementioned level of dilution brought by the Issuance, which included the Subscription by Tibet Bohai, to the shareholding interests of the public shareholders of H Shares is acceptable.

RECOMMENDATION

Having considered the principal factors and reasons discussed above, we were of the opinion that although the Tibet Bohai Subscription Agreement and the transactions contemplated thereunder (including the Subscription and relevant Specific Mandate) are not in the ordinary and usual course of business of the Company, (i) they are fair and reasonable so far as the Company and the Independent Shareholders are concerned, and in the interests of the Company and the Independent Shareholders as a whole; and (ii) their terms are on normal commercial terms. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM to approve the Tibet Bohai Subscription Agreement and the transactions contemplated thereunder (including the Subscription and relevant Specific Mandate) and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
RED SOLAR CAPITAL LIMITED
Ernest Lam
Managing Director

Mr. Ernest Lam is a licensed person and responsible officer of Red Solar Capital Limited registered with the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and has over 23 years of experience in the corporate finance industry.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As of the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is keen to taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company under Section 352 of the SFO, or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers in Appendix C3 of the Listing Rules were as follows:

Name	Class of Shares	Nature of Interest	Number of Shares held/ interested(1)	Approximate percentage in the respective class of share capital(2)	Percentage in total number of Shares(2)
Mr. Yan ZHOU (周延)(3)	Domestic Unlisted Shares	Interest in a controlled corporation	200,000,000	27.82%	16.31%
		Beneficial owner	200,000,000	27.82%	16.31%
	H Shares	Beneficial owner	1,326,800	0.26%	0.11%
Mr. Jie ZHOU (周杰)	Domestic Unlisted Shares	Beneficial owner	40,000,000	5.56%	3.26%
Mr. Xin ZHOU (周欣)	Domestic Unlisted Shares	Beneficial owner	40,000,000	5.56%	3.26%
Mr. Shaojun JIA (賈紹君)(4)	Domestic Unlisted Shares	Interest in a controlled corporation	25,000,000	3.48%	2.04%
Mr. Shaojun JIA (賈紹君)(4)	H Shares	Interest in a controlled corporation	10,310,000	2.03%	0.84%

Notes:

(1) All interests stated are long positions.

(2) Based on a total of 1,226,562,599 Shares in issue as at the Latest Practicable Date, which consists of 718,888,888 Domestic Unlisted Shares and 507,673,711 H Shares.

(3) As of the Latest Practicable Date, Mr. Yan ZHOU directly owns 200,000,000 Domestic Unlisted Shares and 1,326,800 H shares. In addition to his direct shareholding in the Company, Mr. Yan ZHOU holds 99.99% of the registered capital of Tibet Sincere Heart Enterprise Management Co., Ltd. (西藏赤誠之心企業管理有限公司) ("**Tibet Sincere Heart**"), which directly owns 200,000,000 Domestic Unlisted Shares. As such, Mr. Yan ZHOU is deemed to be interested in the Shares held by Tibet Sincere Heart under the SFO.

(4) Mr. Shaojun JIA is the sole shareholder of Tibet Zhiying Investment Co., Ltd. (西藏智盈投資有限公司) ("**Tibet Zhiying**"), which directly owns 5,000,000 Domestic Unlisted Shares. Mr. Shaojun JIA also holds 98% of the registered capital of Tibet Tongxin Capital Investment Management Co., Ltd. (西藏同信資本投資管理有限公司), which is the general partner of Gongqingcheng Everest Investment Management Partnership (Limited Partnership) (共青城珠峰投資管理合夥企業(有限合夥)) ("**Everest Investment**") and Gongqingcheng Everest No. 2 Investment Management Partnership (Limited Partnership) (共青城珠峰二號投資管理合夥企業(有限合夥)) ("**Everest No. 2 Investment**"). Everest Investment directly owns 20,000,000 Domestic Unlisted Shares and 5,150,000 H Shares. Everest No. 2 Investment directly owns 5,160,000 H Shares. As such, Mr. Shaojun JIA is deemed to be interested in the Shares held by Tibet Zhiying, Everest Investment and Everest No. 2 Investment under the SFO.

Save as disclosed above, as of the Latest Practicable Date, to the knowledge of the Board, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO); (ii) recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

None of the Directors or chief executive of the Company and their respective associates (as defined in the Listing Rules) has any competing interests which would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them were a controlling shareholder of the Company.

3. MATERIAL LITIGATION

No member of the Group was engaged in any litigation or claims of material importance, and no such litigation or claim of material importance was known to the Directors to be pending or threatened by or against any members of the Group, as at the Latest Practicable Date.

4. DIRECTORS' INTERESTS

(a) None of the Directors has any direct or indirect interest in any assets which have been, since December 31, 2025, the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group.

(b) Save as disclosed in this circular, none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

5. SERVICE CONTRACTS

None of the Directors has any existing or proposed service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was not any material adverse change in the financial or trading position of the Group since December 31, 2025, the date to which the latest published audited consolidated accounts of the Group were made up.

7. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	Qualifications
Red Solar Capital Limited	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, Red Solar Capital Limited had no shareholding interest in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of any member of the Group.

As at the Latest Practicable Date, Red Solar Capital Limited was not interested, directly or indirectly, in any assets which had since December 31, 2025 (being the date to which the latest published audited accounts of the Company were made up) been acquired or disposed of by or leased to any member of the Group or which are proposed to be acquired or disposed of by or leased to any member of the Group.

Red Solar Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter/report on the same date and references to its name in the form and context in which it appears.

8. DOCUMENTS ON DISPLAY

Tibet Bohai Subscription Agreement and Mr. Shen Subscription Agreement will be available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aimbio.com) from the date of this circular and for a reasonable period of time (not less than 14 days).

艾美疫苗
全产业链疫苗集团

AIM Vaccine Co., Ltd.
艾美疫苗股份有限公司

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

(Stock Code: 06660)

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 second extraordinary general meeting (the "**EGM**") of AIM Vaccine Co., Ltd. (the "**Company**") will be held at meeting room, 10/F, Gangwu Building, No. 1 Fenghe Road, Lujiazui Street, Pudong New District, Shanghai, the PRC at 2:00 p.m. on Monday, September 7, 2026 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the Company's plan for the private issuance of Domestic Unlisted Shares (each and every item as a separate resolution):

   i. Class and nominal value of the Shares to be issued: Domestic Unlisted Shares, with a nominal value of RMB1.00 per Share.

   ii. Number of the Shares to be issued: not less than 40,000,000 Domestic Unlisted Shares and not more than 80,000,000 Domestic Unlisted Shares.

   iii. Target subscribers: not more than 35, the scope of which includes the registered Shareholders of the Company and other eligible investors who comply with the regulations on investor suitability management.

   iv. Issue price: RMB1.07 per Share, which will be determined by the Board and its authorized persons at the time of the final issuance based on market practices and regulatory requirements, taking into full consideration the interests of Shareholders, investor acceptance and issue risks, as well as the market conditions at that time and the Company's secondary market share price.

   v. Method of issuance: by way of a non-public issuance of Domestic Unlisted Shares to selected target subscribers, and methods such as public roadshows or book building will not be adopted.

vi. Lock-up arrangements: save for the lock-up circumstances stipulated by laws and the Articles of Association, there are no other lock-up arrangements for the Issuance; after the target subscribers are confirmed, all target subscribers shall sign relevant agreements. If there are lock-up arrangements or voluntary lock-up commitments for the new Shares, the specific arrangements shall be subject to the subscription agreements, voluntary lock-up commitments and other documents.

vii. Disposal of accumulated undistributed profits: the accumulated undistributed profits prior to the completion of the Issuance shall be shared by all Shareholders of the Company upon the completion of the Issuance in proportion to their respective shareholdings at the relevant time.

viii. Use of proceeds: the proceeds from the Issuance will be used to supplement working capital, to optimize the capital structure of the Company, enhance its capital scale, further strengthen its financial strength, improve its profitability and risk resistance, facilitate the Company to better achieve scale expansion and business development, and enhance its overall competitiveness.

ix. Place of listing: the Domestic Unlisted Shares in issue and the Domestic Unlisted Shares under the Issuance will be listed on the National Equities Exchange and Quotations, which are also planned to apply for listing on the Beijing Stock Exchange.

x. Validity period of the resolution in relation to the Issuance: the resolution in relation to the Issuance shall be valid for 12 months from the date on which the issuance plan of the Issuance is considered and approved at the EGM. If, within the validity period, the Company obtains the consent letter from National Equities Exchange and Quotations Co., Ltd. or the registration approval from the China Securities Regulatory Commission for the Issuance, the validity period shall be automatically extended until the date of completion of the matters relating to the Issuance.

2. To consider and approve the Private Issuance Prospectus of AIM Vaccine Co., Ltd. (Revised).

3. To consider and approve Tibet Bohai Subscription Agreement and all the transactions contemplated thereunder and in connection therewith.

4. To consider and approve Mr. Shen Subscription Agreement and all the transactions contemplated thereunder and in connection therewith.

ORDINARY RESOLUTION

5. To consider and approve that the existing Shareholders of the Company shall not be entitled to pre-emptive rights for the Shares under the Issuance.

Details of the above resolutions are set out in the circular dated August 18, 2026 (the "**Circular**"). Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

By order of the Board
AIM Vaccine Co., Ltd.
Chairman of the Board and CEO
Mr. Yan ZHOU

Beijing, the PRC, August 18, 2026

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.aimbio.com) after the EGM.

2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice may appoint one or more proxies to attend the meeting and vote instead of him/her while voting by poll. A proxy needs not be a Shareholder of the Company.

3. To be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be completed and returned to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at least 24 hours before the time scheduled for holding the meeting (i.e. before 2:00 p.m. on Sunday, September 6, 2026) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders 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. For the purpose of determining the list of H Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, September 2, 2026 to Monday, September 7, 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the identity of the Shareholders who are entitled to attend and vote at the EGM will be Monday, September 7, 2026. In order to be eligible to attend and vote at the EGM, unregistered H Shareholders shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on Tuesday, September 1, 2026 for transfer registration.

5. In case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the H Share register of members of the Company in respect of the joint shareholding.

6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

7. A Shareholder or his/her proxy should produce proof of identity when attending the EGM.

8. The contact details of the above meeting are:

The Office of the Board of AIM Vaccine Co., Ltd.

Address: Room 412, 4/F, Building 6, No. 105 Jinghai 3rd Road, Beijing Economic-Technological Development Area, Beijing, the PRC
Postal code: 100000
Phone: +86 10-8595 0689
Email: aim.securities@aimbio.com

9. All dates and time in this notice refer to Hong Kong dates and time.

As at the date of this notice, the Board comprises Mr. Yan ZHOU, Mr. Xin ZHOU, Mr. Shaojun JIA, Mr. Wen GUAN, Mr. Jie ZHOU and Ms. Ling LIU as executive directors; Mr. Jichen ZHAO as a non-executive director; and Professor Ker Wei PEI, Mr. Xiaoguang GUO, Mr. Hui OUYANG and Mr. Weicai SHAO as independent non-executive directors.