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GENOR BIOPHARMA HOLDINGS LIMITED

嘉和生物藥業(開曼)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6998)

PROPOSED ADOPTION OF THE SEVENTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The announcement is made by Genor Biopharma Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend and restate the current memorandum and articles of association of the Company (the “**Current Memorandum and Articles of Association**”) for the purposes of, among others, (i) bringing the Current Memorandum and Articles of Association in line with the core shareholder protection standards set out in Appendix 3 of the Listing Rules which took effect on 1 January 2022; (ii) allowing general meetings to be held as a virtual meeting; (iii) reflecting certain updates in relation to the applicable laws of the Cayman Islands; and (iv) making certain housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the seventh amended and restated memorandum and articles of association of the Company (the “**Seventh Amended and Restated Memorandum and Articles of Association**”) which consolidates all Proposed Amendments, in substitution for and to the exclusion of the Current Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the Seventh Amended and Restated Memorandum and Articles of Association will become effective upon approval by the shareholders of the Company (the “**Shareholders**”) by special resolution at the upcoming annual general meeting of the Company (the “**AGM**”).

A circular containing, amongst others, further details of the Proposed Amendments, the adoption of the Seventh Amended and Restated Memorandum and Articles of Association and the notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Genor Biopharma Holdings Limited
Dr. Guo Feng
Chief Executive Officer and Chairman

Hong Kong, 30 March 2023

As at the date of this announcement, the Board comprises Dr. GUO Feng (Chief Executive Officer and Chairman) as an executive director; Dr. LYU Dong, Mr. CHEN Yu and Mr. LIU Yi as non-executive directors; Mr. ZHOU Honghao, Mr. FUNG Edwin and Mr. CHEN Wen as independent non-executive directors.