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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) of Genor Biopharma Holdings Limited (the “**Company**”) will be held at Room 401-17, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Friday, 27 October 2023 at 10:00 a.m. and to consider and, if thought fit, pass, with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the exercise of any options that may be granted under the 2023 share option plan of the Company (the rules of which are contained in the document marked “A” produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) (the “**2023 Share Option Plan**”), the 2023 Share Option Plan be and is hereby approved and adopted and the directors (the “**Directors**”) and the compensation committee (the “**Compensation Committee**”) of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Plan including without limitation:
  - (i) to administer the 2023 Share Option Plan;
  - (ii) to modify and/or amend the 2023 Share Option Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Option Plan relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);

- (iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the options granted under the 2023 Share Option Plan;
  - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the 2023 Share Option Plan; and
  - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Plan.”
- 2. “**THAT** the plan mandate limit of the 2023 Share Option Plan (being 21,449,808 Shares) be and is hereby approved and adopted.”
- 3. “**THAT:**
  - (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the vesting of the restricted share units (the “**RSUs**”) that may be granted under the 2023 restricted share unit plan (the rules of which are contained in the document marked “**B**” produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) (the “**2023 RSU Plan**”), the 2023 RSU Plan be and is hereby approved and adopted and the Directors and the Compensation Committee be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 RSU Plan including without limitation:
    - (i) to administer the 2023 RSU Plan;
    - (ii) to modify and/or amend the 2023 RSU Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 RSU Plan relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
    - (iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of the RSUs granted under the 2023 RSU Plan;
    - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be allotted and issued pursuant to the vesting of the RSUs granted under the 2023 RSU Plan; and

- (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 RSU Plan.”
4. “**THAT** the plan mandate limit of the 2023 RSU Plan (being 5,964,556 Shares) be and is hereby approved and adopted.”
5. “**THAT** conditional upon the 2023 Share Option Plan taking effect, the grant of 5,579,054 options to Dr. Guo Feng (“**Dr. Guo**”), an executive director and chief executive officer of the Company, under the 2023 Share Option Plan to subscribe for 5,579,054 Shares at the exercise price of HK\$1.50 per Share and on the terms and conditions set out in the circular to the shareholders of the Company dated 12 October 2023 (the “**Circular**”) be and is hereby confirmed and approved, and that any one Director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
6. “**THAT** conditional upon the 2023 RSU Plan taking effect, the grant of 4,210,000 RSUs to Dr. Guo under the 2023 RSU Plan on the terms and conditions set out in the Circular be and is hereby confirmed and approved, and that any one Director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

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

Hong Kong, 12 October 2023

*Notes:*

1. All resolutions at the meeting 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 Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:00 a.m. on Wednesday, 25 October 2023 (Hong Kong time)) or any adjournment thereof (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining shareholders' entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 20 October 2023.

In the event that the meeting is adjourned to a date later than Friday, 27 October 2023 due to bad weather conditions or other reasons, the period of closure of the register of members of the Company for determination of shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

*As at the date of this notice, the Board comprises Dr. GUO Feng as an executive Director; Dr. LYU Dong, Mr. CHEN Yu and Mr. LIU Yi as non-executive Directors; and Mr. ZHOU Honghao, Mr. FUNG Edwin and Mr. CHEN Wen as independent non-executive Directors.*