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

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

**If you have sold or transferred** all your shares in Genor Biopharma Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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)**

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES;  
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;  
(4) PROPOSED ADOPTION OF EIGHTH AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Genor Biopharma Holdings Limited to be held at Room 401-17, 4/F, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Thursday, 27 June 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 25 June 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.genorbio.com>).

26 April 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Retiring Directors .....	4
3. Proposed Granting of Repurchase Mandate .....	5
4. Proposed Granting of Issuance Mandate .....	6
5. Proposed Re-appointment of Auditor .....	6
6. Proposed Adoption of the Eighth Amended and Restated Memorandum and Articles of Association .....	6
7. Closure of Register of Members .....	7
8. Annual General Meeting and Proxy Arrangement .....	7
9. Responsibility Statement .....	8
10. General Information .....	8
11. Recommendation .....	8
 <b>Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	
	9
 <b>Appendix II – Explanatory Statement on the Repurchase Mandate</b> .....	
	12
 <b>Appendix III – Details of the Proposed Amendments to the Memorandum and Articles of Association</b> .....	
	15
 <b>Notice of Annual General Meeting</b> .....	
	20

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 401-17, 4/F, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Thursday, 27 June 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the existing articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	Genor Biopharma Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Compensation Committee”	the compensation committee of the Board
“Current Memorandum and Articles of Association”	The Seventh Amended and Restated Memorandum and Articles of Association
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such mandate
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Date”	7 October 2020, the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general mandate and unconditional proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.00002 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

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## LETTER FROM THE BOARD

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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)

*Executive Director:*

Dr. Guo Feng (郭峰)  
(Chief Executive Officer and Chairman)

*Non-executive Directors:*

Dr. Lyu Dong (呂東)  
Mr. Yu Tieming (于鐵銘)  
Mr. Liu Yi (劉逸)

*Independent Non-executive Directors:*

Mr. Zhou Honghao (周宏灝)  
Mr. Fung Edwin (馮冠豪)  
Mr. Chen Wen (陳文)

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309, Uglund House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Principal Place of Business and  
Head Office in the PRC:*

Room 401-17, Building 6  
690 Bibo Road, Pudong New District  
Shanghai 201203  
China

*Principal Place of Business in  
Hong Kong:*

5/F Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;**
- (3) PROPOSED RE-APPOINTMENT OF AUDITOR;**
- (4) PROPOSED ADOPTION OF EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

#### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting to seek approval of the Shareholders in respect of, among other matters, (i) the re-election of the retiring Directors; (ii) the grant of the Repurchase Mandate and the Issuance Mandate to the Directors; (iii) the re-appointment of

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## LETTER FROM THE BOARD

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auditor; (iv) the adoption of Eighth Amended and Restated Memorandum and Articles of Association; and (v) giving the Shareholders notice of the Annual General Meeting at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the Board comprised seven Directors, of whom one is executive Director, namely, Dr. Guo Feng; three are non-executive Directors, namely, Dr. Lyu Dong, Mr. Yu Tieming and Mr. Liu Yi; and three are independent non-executive Directors, namely, Mr. Zhou Honghao, Mr. Fung Edwin and Mr. Chen Wen.

In accordance with Article 16.19 of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Mr. Fung Edwin and Mr. Chen Wen will retire from office and being eligible, will offer themselves for re-election, as independent non-executive Directors at the Annual General Meeting pursuant to Article 16.19 of the Articles of Association.

Mr. Yu Tieming, who was appointed by the Board with effect from 2 January 2024, shall hold office until the Annual General Meeting pursuant to Article 16.2 of the Articles of Association.

Recommendations to the Board for the proposal for re-election of each of Mr. Fung Edwin, Mr. Chen Wen and Mr. Yu Tieming as a Director was made by the Nomination Committee, after considering the potential contribution each relevant Director can bring to the Board in terms of qualification, skills, experience, independence and diversity in accordance with the director nomination policy of the Company, taking into account the relevant director's biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the board diversity policy of the Company.

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## LETTER FROM THE BOARD

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The Board has also assessed the independence of Mr. Fung Edwin and Mr. Chen Wen, the independent non-executive Directors, eligible for re-election at the Annual General Meeting, by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Each of the independent non-executive Directors, Mr. Fung Edwin and Mr. Chen Wen, has provided valuable contributions to the Company and has demonstrated his ability to exercise independent judgment and provide a balanced and objective view in relation to the Company's affairs. Both of them have also confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as the independent non-executive Director. With their relevant backgrounds and experiences, Mr. Fung Edwin and Mr. Chen Wen are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that positions of Mr. Fung Edwin and Mr. Chen Wen outside the Company will not affect them in maintaining their current role in, and their functions and responsibilities for, the Company.

In proposing each of Mr. Fung Edwin, Mr. Chen Wen and Mr. Yu Tieming to be re-elected as a Director at the Annual General Meeting, the Board has considered, among others, the valuable business experience, knowledge and professionalism of Mr. Fung Edwin, Mr. Chen Wen and Mr. Yu Tieming, as further described in the details of the respective Directors in Appendix I to this circular.

The Nomination Committee is of the view that the retiring Directors have extensive experience in the fields and professions that are relevant to the Company's business. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended to the Board on re-election of all the retiring Directors.

The biographical details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF REPURCHASE MANDATE**

At the annual general meeting of the Company held on 29 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate (i.e. a maximum of 51,266,755 Shares, based on 512,667,554 Shares in issue as at the Latest Practicable Date and assuming that the total number of Shares in issue will remain unchanged on the date of the Annual General Meeting).

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF ISSUANCE MANDATE**

At the annual general meeting of the Company held on 29 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution approving the granting of the Issuance Mandate (i.e. a maximum of 102,533,510 Shares, based on 512,667,554 Shares in issue as at the Latest Practicable Date and assuming that the total number of Shares in issue will remain unchanged on the date of the Annual General Meeting).

An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

#### **5. PROPOSED RE-APPOINTMENT OF AUDITOR**

Following the recommendation of the Audit Committee, the Board proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

#### **6. PROPOSED ADOPTION OF THE EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 27 March 2024.

The Board proposes to amend and restate the Current Memorandum and Articles of Association for the purposes of updating and bringing the Current Memorandum and Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onwards, as well as other housekeeping changes (the “**Proposed Amendments**”). The Proposed Amendments will permit the Company and the Board to serve notices or documents to Shareholders without obtaining their prior written consent or deemed consent. The Board also proposes to adopt the Eighth 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.



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## LETTER FROM THE BOARD

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Details of the Proposed Amendments are set out in Appendix III to this circular. Save for the Proposed Amendments, the other provisions of the Memorandum and Articles of Association will remain unchanged.

The Proposed Amendments and the adoption of the Eighth Amended and Restated Memorandum and Articles of Association will become effective upon approval by the Shareholders by special resolution at the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

### **7. CLOSURE OF REGISTER OF MEMBERS**

For determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General 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, 21 June 2024.

### **8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.genorbio.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 25 June 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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## LETTER FROM THE BOARD

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### 9. 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.

### 10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting), Appendix II (Explanatory Statement on the Repurchase Mandate) and Appendix III (Details of the Proposed Amendments to the Memorandum and Articles of Association) to this circular.

### 11. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed granting of the Repurchase Mandate and the Issuance Mandate, the proposed re-appointment of auditor and the proposed adoption of the Eighth Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**Genor Biopharma Holdings Limited**

**Dr. Guo Feng**

*Executive Director, Chief Executive Officer and Chairman*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

## NON-EXECUTIVE DIRECTOR

### (1) Mr. Yu Tieming

**Mr. Yu Tieming** (于鐵銘) (“Mr. Yu”), aged 42, was appointed as a non-executive Director on 2 January 2024. He is also a member of the Compensation Committee. Mr. Yu is primarily responsible for providing overall guidance on the business, strategies and development of the Group. He is currently a partner at Hillhouse Investment. From July 2006 to October 2011, Mr. Yu served as the manager of Global Capital Market Group at PricewaterhouseCoopers Zhong Tian LLP. From October 2011 to May 2014, Mr. Yu served as the manager of Capital Market and Accounting Consulting Services at PricewaterhouseCoopers of Sydney. From May 2014 to February 2016, Mr. Yu served as the senior investment manager at Keytone Ventures. Since February 2016, Mr. Yu has joined Hillhouse Investment and now serves as a partner. From April 2021 to May 2022, Mr. Yu has also served as a director of Zhejiang Hisun Pharmaceutical Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600267.SH).

Mr. Yu holds a Bachelor Degree in Financial Management from Northern Jiaotong University (currently known as Beijing Jiaotong University), a Master’s Degree in Accounting from Beijing Jiaotong University and an EMBA Degree from China Europe International Business School (CEIBS). Mr. Yu is also a member of the Chinese Institute of Certified Public Accountants (CICPA) and CPA Australia.

Mr. Yu has entered into an appointment letter with the Company on 2 January 2024. The initial term for the appointment letter commenced from 2 January 2024, and will continue for three years and shall be automatically renewed for successive periods of three years (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months prior notice in writing. Under his appointment letter, Mr. Yu is not entitled to any remuneration and benefits as a non-executive Director, which was determined with reference to the Company’s current policy and structure of the remuneration of Directors.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there is no other information in relation to Mr. Yu required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

## (2) Mr. Fung Edwin

Mr. Fung Edwin (馮冠豪), aged 59, was appointed as an independent non-executive Director on 16 June 2020. He is the Chairman of the Audit Committee and a member of the Compensation Committee and Nomination Committee. Mr. Fung is responsible for providing independent judgment to the Board; advising on matters relating to audit, remuneration and nomination matters of the Group.

Mr. Fung has over 35 years of experience in an international accounting firm. He joined KPMG in Hong Kong in July 1986. Mr. Fung held various senior positions in KPMG, including the founding chairman of KPMG's Global China Practice, the senior partner of KPMG Northern China region and Beijing office, and the Vice Chairman of KPMG China before he retired from KPMG in September 2017. Mr. Fung was an independent director of Wanda Sports Group Company Limited, a company listed on NASDAQ (ticker symbol: WSG) from May 2019 to January 2021, and an independent director of Phoenix Tree Holdings Limited, a company listed on the New York Stock Exchange (stock code: DNK) from January 2020 to December 2020. He was the director of Beijing Vantone Real Estate Co., Ltd. (北京萬通地產股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600246) from June 2019 to December 2019. Mr. Fung served as an independent non-executive Director of Poly Culture Group Corporation Limited (保利文化集團股份有限公司), a company previously listed on Hong Kong Stock Exchange (previous stock code: 3636) from 21 June 2022 to 14 November 2023. Mr. Fung currently acts as the advisor to the Sino-International Entrepreneurs Federation.

Mr. Fung is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Fung obtained a diploma in accounting from Hong Kong Institution of Vocational Education in July 1986.

Mr. Fung has entered into an appointment letter with the Company on 23 April 2023. The initial term for the appointment letter is commenced from 29 June 2023 and will continue for three years (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing. Under his appointment letter, Mr. Fung is entitled to receive a monthly director's salary of RMB35,000 as an independent non-executive Director, which is determined with reference to his duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fung (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there is no other information in relation to Mr. Fung required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Fung that need to be brought to the attention of the Shareholders.

**(3) Mr. Chen Wen**

Mr. Chen Wen (陳文), aged 55, was appointed as an Independent non-executive Director on 16 June 2020. He is the chairman of each of the Compensation Committee and the Nomination Committee. Mr. Chen is primarily responsible for supervising and providing independent judgment to the Board.

Mr. Chen has over 11 years of experience in clinical research and business development of pharmaceutical companies. Prior to joining the Group, Mr. Chen was the deputy general manager and general manager of the business development department of Hangzhou Tigermed Consulting Co., Ltd. (杭州泰格醫藥科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300347) and the Hong Kong Stock Exchange (stock code: 3347) from September 2010 to February 2020 and from May 2009 to February 2020, respectively. Mr. Chen currently serves as a partner of healthcare investment at Shanghai Yonghua Investment Management Co., Ltd. (上海湧鐸投資管理有限公司).

Mr. Chen graduated from Purdue University, the United States with a bachelor's degree of science in May 1992. He obtained his master's degree in medicine in Washington University in St. Louis, the United States, and his master's degree in business administration in the University of Durham in the UK in May 1997 and December 1999, respectively.

Mr. Chen has entered into an appointment letter with the Company on 23 April 2023. The initial term for the appointment letter is commenced from 29 June 2023 and will continue for three years (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing. Under his appointment letter, Mr. Chen is entitled to receive a monthly director's salary of RMB35,000 as an independent non-executive Director, which is determined with reference to his duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there is no other information in relation to Mr. Chen required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 512,667,554 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming that the total number of Shares in issue will remain unchanged on the date of Annual General Meeting, the Company will be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 51,266,755 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

Share repurchases pursuant to the Repurchase Mandate would be funded out of funds legally available for the purposes in accordance with the Company's memorandum of association, the Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the opinion of the Directors, have a material adverse effect on the working capital or gearing position of the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the 12 months preceding and up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April, 2023	2.60	1.85
May, 2023	2.00	1.70
June, 2023	1.95	1.59
July, 2023	1.80	1.52
August, 2023	1.68	1.45
September, 2023	1.50	0.89
October, 2023	1.35	1.01
November, 2023	1.46	1.11
December, 2023	1.26	1.00
January, 2024	1.21	0.90
February, 2024	1.08	0.85
March, 2024	1.39	0.94
April, 2024 ( <i>up to the Latest Practicable Date</i> )	1.25	1.01

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that he/she/it has a present intention to sell any Shares to the Company under the Repurchase Mandate, nor that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, Hillhouse Investment Management, Ltd. is interested in 127,989,103 Shares, representing 24.97% of the number of Shares in issue of the Company. If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholdings of Hillhouse Investment Management, Ltd. would be increased to 27.74% of the number of Shares in issue of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising or that would result in the public shareholding falling below the minimum percentage prescribed under the Listing Rules.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



Details of the Proposed Amendments, showing insertions in underline and deletions in strikethrough for ease of reference are set out as follows:

## 2 Interpretation

2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:

“Corporate  
Communication” has the same meaning as in the Listing Rules.

“electronic” shall have the meaning given to it in the Electronic Transactions ~~Law~~Act.

2.6 Sections 8 and 19(3) of the Electronic Transactions ~~Law~~Act shall not apply.

## 4 Register of Members and Share Certificates

4.8 The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article and the Listing Rules.

## 6 Calls on Shares

6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein provided~~ in Article 30.1.

~~6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~

~~6.6~~ A call shall be deemed to have been made at the time when the resolution of the Board  
6.5 authorising such call was passed.

~~6.7~~ The joint holders of a share shall be severally as well as jointly liable for the payment of  
6.6 all calls and instalments due in respect of such share or other monies due in respect thereof.

~~6.8~~ The Board may from time to time at its discretion extend the time fixed for any call, and  
6.7 may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.

~~6.9~~ If the sum or any instalment payable in respect of any call is unpaid on or before the day  
6.8 appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

~~6.10~~ No member shall be entitled to receive any dividend or bonus or to be present and vote  
6.9 (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

~~6.11~~ At the trial or hearing of any action or other proceedings for the recovery of any money  
6.10 due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.

~~6.12~~ Any sum which by the terms of allotment of a share is made payable upon allotment or  
6.11 at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.

~~6.13~~ The Board may, if it thinks fit, receive from any member willing to advance the same, and 6.12 either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

## 9 Forfeiture of Shares

9.1 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~6.9-6.10~~, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

## 30 Notices

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company ~~and any notices may be served by the Board~~ on any member ~~either personally or by~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);
- (c) ~~by the Listing Rules and all applicable laws and regulations,~~ by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company ~~or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;~~

- (d) by placing it on the Company's Website and the Exchange's website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed ~~under~~ in the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

~~30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

30.4

~~30.5~~ Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules;

~~30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

~~30.7 Any notice served by advertisement shall be deemed to have been served on the day (e) of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~

~~30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

~~30.9~~ A notice may be given by the Company to the person or persons entitled to a share in 30.5 consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

~~30.10~~ Any person who by operation of law, transfer or other means whatsoever shall become 30.6 entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

~~30.11~~ Any notice or document delivered or sent to any member in pursuance of these Articles, 30.7 shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

~~30.12~~ The signature to any notice to be given by the Company may be written or printed by 30.8 means of facsimile or, where relevant, by Electronic Signature.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Genor Biopharma Holdings Limited (the “**Company**”) will be held at Room 401-17, 4/F, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Thursday, 27 June 2024 at 10:00 a.m. to consider and, if thought fit, pass the following ordinary resolutions:

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor (the “**Auditor**”) of the Company for the year ended 31 December 2023.
2. (a) to re-elect Mr. Yu Tieming as a non-executive Director;  
(b) to re-elect Mr. Fung Edwin as an independent non-executive Director;  
(c) to re-elect Mr. Chen Wen as an independent non-executive Director; and  
(d) to authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
3. to re-appoint PricewaterhouseCoopers as the Auditor for the year ending 31 December 2024 and to authorize the Board to fix their remuneration;

and to consider and, if thought fit, pass, with or without amendments, the following resolutions:

#### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares in the share capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock**”

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## NOTICE OF ANNUAL GENERAL MEETING

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**Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in paragraph (a) above is granted, the maximum number of Shares that may be repurchased under the approval in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

5. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements, options and awards which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements, options and awards during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
  
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below);
  
  - (ii) any issue of shares under any share scheme of the Company;
  
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other relevant regulations in force from time to time; and/or
  
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares;

shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in (a) above is granted, the maximum number of Shares that may be issued under the approval in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.



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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof as at the date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT** conditional upon the passing of the resolutions numbered 4 and 5 above, the unconditional general mandate referred to in the resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the aggregate number of Shares repurchased by the Company pursuant to the mandate granted under the resolution numbered 4 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

### SPECIAL RESOLUTION

7. “**THAT** the amendments to the seventh amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) set out in Appendix III to the circular of the Company dated 26 April 2024 of which this notice forms part be and are hereby approved and the eighth amended and restated memorandum and articles of association (a copy of which having been produced before the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with immediate effect after the close of the Meeting, and that any director or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the eighth amended and restated memorandum and articles of association of the Company.”

By Order of the Board

**Genor Biopharma Holdings Limited**

**Dr. Guo Feng**

*Executive Director, Chief Executive Director and Chairman*

Hong Kong, 26 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 Tuesday, 25 June 2024 (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 Monday, 24 June 2024 to Thursday, 27 June 2024, 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, 21 June 2024.

In the event that the meeting is adjourned to a date later than Thursday, 27 June 2024 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.

5. A circular containing further details concerning resolutions numbered 2 to 7 set out in the above notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2023.

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

This circular (in both English and Chinese versions) has been posted on the Company's website at <http://www.genorbio.com>.