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# Innovent

信達生物製藥

**INNOVENT BIOLOGICS, INC.**

*(Incorporated in the Cayman Islands with Limited Liability)*

**(Stock Code: 1801)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Innovent Biologics, Inc. (the “**Company**”) will be held on Friday, June 21, 2024 at 10 a.m. (or immediately after the conclusion of the annual general meeting of the Company held on the same day) at Yale meeting room, 5/F, Administration Building, Innovent Biologics, 168 Dongping Street, Suzhou Industrial Park, China, for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

“**THAT:**

- (i) the conditional grant of restricted shares to Dr. De-Chao Michael Yu (“**Dr. Yu**”) on March 22, 2024 in accordance with the terms of the restricted share plan adopted by the Company on June 12, 2020 (the “**2020 RS Plan**”), subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Dr. Yu**”) be hereby approved and confirmed;
- (ii) any one or more of the directors of the Company, with the exception of Dr. Yu, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Yu under the specific mandate granted to the Directors by the shareholders of the Company (the “**Shareholders**”) at the extraordinary general meeting of the Company held on June 20, 2020 in accordance with the terms of the 2020 RS Plan (the “**2020 RS Plan Specific Mandate**”), such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”

2. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the conditional grant of restricted shares to Mr. Ronald Hao Xi Ede (“**Mr. Ede**”) on March 22, 2024 in accordance with the terms of 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Mr. Ede**”) be hereby approved and confirmed;
  - (ii) any one or more of the directors of the Company, with the exception of Mr. Ede, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Mr. Ede under the 2020 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”
3. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the conditional grant of restricted shares to Ms. Joyce I-Yin Hsu (“**Ms. Hsu**”) on March 20, 2024 in accordance with the terms of 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Ms. Hsu**”) be hereby approved and confirmed;
- (ii) any one or more of the directors of the Company, with the exception of Ms. Hsu, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Ms. Hsu under the 2020 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”

4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the conditional grant of restricted shares to Dr. Charles Leland Cooney (“**Dr. Cooney**”) on March 22, 2024 in accordance with the terms of 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Dr. Cooney**”) be hereby approved and confirmed;
  - (ii) any one or more of the directors of the Company, with the exception of Dr. Cooney, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Cooney under the 2020 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”
5. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the conditional grant of restricted shares to Dr. Kaixian Chen (“**Dr. Chen**”) on March 22, 2024 in accordance with the terms of 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Dr. Chen**”) be hereby approved and confirmed;
- (ii) any one or more of the directors of the Company, with the exception of Dr. Chen, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Dr. Chen under the 2020 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”

6. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the conditional grant of restricted shares to Mr. Gary Zieziula (“**Mr. Zieziula**”) on March 22, 2024 in accordance with the terms of 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Mr. Zieziula**”) be hereby approved and confirmed;
- (ii) any one or more of the directors of the Company, with the exception of Mr. Zieziula, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Mr. Zieziula under the 2020 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”

7. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the conditional grant of restricted shares to Mr. Shuyun Chen (“**Mr. Nick Chen**”) on May 3, 2024 in accordance with the terms of 2020 RS Plan, subject to all applicable laws, rules, regulations and the applicable award agreement (the “**Proposed Grant to Mr. Nick Chen**”) be hereby approved and confirmed;
- (ii) any one or more of the directors of the Company, with the exception of Mr. Nick Chen, be authorized to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to the Proposed Grant to Mr. Nick Chen under the 2020 RS Plan Specific Mandate, such that the restricted shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue at the date of the allotment and issuance of the restricted shares, and that and that he/she/they be and is/are hereby authorized to take such actions, do such things, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in paragraph (i) above.”

8. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) the adoption of the post-IPO share scheme, named as the 2024 Share Scheme (the “**2024 Scheme**”) proposed by the Board, a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, with the Scheme Mandate Limit (as defined in the 2024 Scheme) of 10% of the total issued and outstanding Shares (excluding any treasury Shares) as at the date of the Shareholders’ approval of the 2024 Scheme, be and is hereby approved and adopted, and the Scheme Administrator (as defined in the 2024 Scheme) be and are hereby authorised to grant the awards (“**Awards**”), and do all such acts and execute all such documents as the Scheme Administrator may consider necessary or expedient in order to give full effect to the 2024 Scheme; and
- (ii) conditional upon the passing of ordinary resolution 8(i), the Service Provider Sublimit (as defined in the 2024 Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 2% of the total issued and outstanding Shares (excluding any treasury Shares) as at the date of the Shareholders’ approval of the 2024 Scheme be and is hereby approved and adopted.

Ordinary resolution 8(i) is not conditional upon the passing of ordinary resolution 8(ii), but ordinary resolution 8(ii) is conditional upon the passing of ordinary resolution 8(i). In the event that ordinary resolution 8(i) is passed but ordinary resolution 8(ii) is not passed, the Company will adopt the 2024 Scheme but the Board shall alter the 2024 Scheme to remove references to the grant of Awards to Service Providers. In the event that ordinary resolution 8(ii) is passed but ordinary resolution 8(i) is not passed, the 2024 Scheme will not be adopted.”

By order of the Board  
**Innovent Biologics, Inc.**  
**Dr. De-Chao Michael Yu**

*Chairman of the Board and Executive Director*

Hong Kong, June 4, 2024

*Notes:*

- (i) All resolutions at the Extraordinary General 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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules. Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the Company's general meetings. For the avoidance of doubt and for the purpose of the Listing Rules, treasury Shares held under the name of CCASS shall abstain from voting at the Company's general meetings.
- (ii) Any shareholder entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint one or more (if he/she/it holds more than one Share) proxies to attend and vote instead of him/her/it. A proxy need not be a shareholder.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the above Extraordinary General Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the above Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be delivered 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 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. no later than 10 a.m. on Wednesday, June 19, 2024) or any adjournment thereof. The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (v) For determining the eligibility to attend and vote at the above Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 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 Extraordinary General Meeting, unregistered holders of Shares are required to lodge all transfer documents accompanied by the relevant share certificates and properly completed transfer forms with the Company's branch 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 Monday, June 17, 2024.
- (vi) Shareholders or their proxies attending Extraordinary General Meeting shall bear their own travelling and accommodation expenses.
- (vii) References to dates and time in this notice are to Hong Kong dates and time.
- (viii) References herein to an allotment, issue or dealing with securities or Shares shall include a sale or transfer of treasury Shares held under the name of the Company pursuant to the applicable requirements under the Listing Rules.
- (ix) The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

*As at the date of this notice, the Board comprises Dr. De-Chao Michael Yu as Chairman and Executive Director and Mr. Ronald Hao Xi Ede and Ms. Qian Zhang as Executive Directors and Dr. Charles Leland Cooney, Ms. Joyce I-Yin Hsu, Dr. Kaixian Chen, Mr. Gary Zieziula, Dr. Shun Lu and Mr. Shuyun Chen as Independent Non-executive Directors.*