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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)

ANNOUNCEMENT

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Genor Biopharma Holdings Limited (the “**Company**”) hereby announces that Mr. Zhou Honghao (“**Mr. Zhou**”) has tendered his resignation as an independent non-executive Director since Mr. Zhou could no longer serve as an independent non-executive Director under the Administrative Measures for Part-time Work of Academicians of the Chinese Academy of Engineering (Trial Implementation) (中國工程院院院士兼職管理辦法(試行)), with effect from 18 September 2024. Upon Mr. Zhou’s resignation, Mr. Zhou ceased to be a member of the audit committee of the Board (the “**Audit Committee**”).

Mr. Zhou has confirmed that (i) he has no claim against the Company in respect of his resignation and there is no disagreement between him and the Board; and (ii) there are no matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company in relation to his resignation.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhou for his valuable contribution to the Company during his tenure of office as an independent non-executive Director.

NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

Following the resignation of Mr. Zhou with effect from 18 September 2024, the Company only has two independent non-executive Directors and the Audit Committee comprises only two members. Accordingly, the Company fails to meet the requirements set out in (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) that the Company must have at least three independent non-executive Directors; (ii) Rule 3.10A of the Listing Rules that the Company must appoint independent non-executive Directors representing at least one-third of the Board; and (iii) Rule 3.21 of the Listing Rules and paragraph 2.1 of the Audit Committee Terms of Reference that the Audit Committee shall comprise a minimum of three members and consist of a majority of independent non-executive Directors.

As such, the Board will make its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and within three months from 18 September 2024 in order to ensure compliance by the Company with the requirements under the Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

By Order of the Board
Genor Biopharma Holdings Limited
Mr. Weng Chengyi
Executive Director and Chief Financial Officer

Hong Kong, 23 September 2024

As at the date of this announcement and following the above resignation of Director, the Board comprises Mr. Weng Chengyi (Chief Financial Officer) as an executive director; Dr. LYU Dong, Mr. YU Tieming and Mr. LIU Yi as non-executive directors; and Mr. FUNG Edwin and Mr. CHEN Wen as independent non-executive directors.