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Duality Biotherapeutics, Inc.
映恩生物

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9606)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("**EGM**") of Duality Biotherapeutics, Inc. (the "**Company**") will be held at Board Room, 11/F, Building A, No. 868 Yinghua Road, Pudong New Area, Shanghai, the PRC on Tuesday, December 30, 2025 at 9 a.m. and to consider and, if thought fit, pass, with or without amendments, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated December 14, 2025 (the "**Circular**")):

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as 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 which may fall to be allotted and issued pursuant to the vesting of the awards (the "**Awards**") that may be granted under the 2025 Share Scheme (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 "**2025 Share Scheme**"), the 2025 Share Scheme be and is hereby approved and adopted and the Directors and its Delegate be and are hereby authorized 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 2025 Share Scheme including without limitation:

      (i) to administer the 2025 Share Scheme;

      (ii) to modify and/or amend the 2025 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 Share Scheme 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 and to procure the transfer of and deal with the Shares (including treasury shares, as the case may be) pursuant to the vesting of the Awards granted under the 2025 Share Scheme;

(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 Awards granted under the 2025 Share Scheme; 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 2025 Share Scheme."

2. "**THAT**:

(a) the scheme mandate limit of the 2025 Share Scheme be and is hereby approved and adopted."

3. "**THAT**:

(a) the Service Provider Sublimit under the 2025 Share Scheme be and is hereby approved and adopted."

Resolutions 1, 2 and 3 as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 1, 2 and 3 is not passed, all of the Resolutions 1, 2 and 3 will not take effect.

By order of the Board
Duality Biotherapeutics, Inc.
Dr. ZHU Zhongyuan
Chairman of the Board, Executive Director
and Chief Executive Officer

Hong Kong, December 14, 2025

(i) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.

(ii) In the case of joint holders, 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 in respect of such share shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(iv) For determining the entitlement of shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, December 23, 2025 to Tuesday, December 30, 2025, both days inclusive, during which period no share transfers can be registered. The record date for the EGM will be Tuesday, December 30, 2025. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged 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 no later than 4:30 p.m. on Monday, December 22, 2025.

(v) All resolutions at the EGM 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.

(vi) Shareholders of the Company attending the EGM in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.

(vii) References to dates and time in this notice are to Hong Kong dates and time.

(viii) The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.

(ix) References herein to an allotment, issue or dealing with securities or shares shall include a sale or transfer of treasury shares listed on Stock Exchange.

As at the date of this notice, the Board comprises (i) Dr. ZHU Zhongyuan Mr. ZHANG Shaoren and Ms. SI Wen as executive directors; (ii) Mr. CAI Zhiyang and Dr. YU Tao as non-executive directors; and (iii) Mr. XIE Dong, Mr. GAO Fengyong and Ms. CHUAI Shuyin as independent non-executive directors.