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Duality Biotherapeutics, Inc.

映恩生物

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 9606)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Duality Biotherapeutics, Inc. (the “**Company**”) will be held at 9 a.m. on April, 29, 2026 at Board Room, 11/F, Building A, No. 868 Yinghua Road, Pudong New Area, Shanghai, the PRC for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated April 14, 2026 issued by the Company (the “**Circular**”).

Ordinary Resolutions

1. To consider and approve the RMB Share Issue and the Specific Mandate:

“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorized and granted the Specific Mandate to allot, issue and deal with up to 15,779,190 RMB Shares (assuming no Over-Allotment Option is exercised) as may be issued under the RMB Share Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Proposed RMB Share Issue” in the Circular).”
2. To consider and approve the authorization to the Board and its authorized person to exercise full powers to deal with matters relating to the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on authorization to the Board and its authorized person to exercise full powers to deal with matters relating to the RMB Share Issue” in the Circular).
3. To consider and approve the plan for undertaking accumulated unrecovered losses prior to the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Plan for undertaking accumulated unrecovered losses prior to the RMB Share Issue” in the Circular).

4. To consider and approve the plan for stabilization of the price of the RMB Shares for the three years after the RMB Share Issue in the form as set forth in Appendix I to the Circular.
5. To consider and approve the dividend return plan for the three years after the RMB Share Issue in the form as set forth in Appendix II to the Circular.
6. To consider and approve the use of proceeds from the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the RMB Share Issue” in the Circular).
7. To consider and approve the remedial measures for the dilution of immediate returns after the RMB Share Issue and commitments of relevant responsible entities in the form as set forth in Appendix III to the Circular.
8. To consider and approve the undertakings and the corresponding binding measures in connection with the RMB Share Issue in the form as set forth in Appendix IV to the Circular.
9. To consider and approve the adoption of rules of procedure for the shareholders’ general meetings in the form as set forth in Appendix V to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
10. To consider and approve the adoption of rules of procedure for the Board meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
11. To authorize any Director or officer of the Company to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the ordinary resolutions above.

Special Resolution

12. To consider and approve the amendments to the Articles of Association:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above:

- (1) the amendments to the Articles of Association as set forth in Appendix VII to the Circular be and are hereby approved and the same to take effect from the date of listing of the RMB Shares on the Sci-Tech Board;

- (2) the articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “A” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and
- (3) any Director or officer of the Company be and is hereby authorized to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to this special resolution.”

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

Hong Kong, April 14, 2026

Notes:

- (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 April 24, 2026 to April 29, 2026, both days inclusive, during which period no share transfers can be registered. The record date for the EGM will be April 29, 2026. 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 April 23, 2026.
- (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.

As at the date of this notice, the Board comprises (i) Dr. ZHU Zhongyuan, Mr. ZHANG Shaoren and Dr. HUA Haiqing 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.