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INNOCARE
诺诚健华

InnoCare Pharma Limited
諾誠健華醫藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9969)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of InnoCare Pharma Limited (the "**Company**") will be held at Building 8, No. 8 Life Science Park Road, Zhongguancun Life Science Park, Changping District, Beijing, People's Republic of China on Tuesday, 16 June 2026 at 10:00 a.m. for the following purposes (unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined under the circular of the Company dated 24 April 2026):

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the "**Director(s)**") and auditors of the Company for the year ended December 31, 2025.

2. To consider and approve the 2025 Annual Report.

3. To consider and approve the 2025 Work Report of the Board of Directors.

4. To consider and approve the proposed 2025 Profit Distribution Plan.

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

   "**That**:

   (i) subject to paragraph (iii) below and in substitution for all previous authorities, the exercise by the Directors during the Relevant Period (as hereinafter defined in paragraph (v)) of all the powers of the Company to allot, issue or otherwise deal

with additional shares in the capital of the Company (including any sale and transfer of Shares out of treasury that are held as treasury Shares or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and notes convertible into shares of the Company (the "**Shares**")) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;

(iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted, and treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to:

(1) a Rights Issue (as hereinafter defined in paragraph (v));

(2) the grant or exercise of any option under any option scheme of the Company or any other scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;

(3) any scrip dividend or similar arrangement providing for the allotment of Shares (including the sale and/or transfer of any Shares out of treasury and held as treasury Shares) in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number Shares in issue (excluding any treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and that this resolution shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") as amended from time to time, including the restrictions for using the issuance mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined in paragraph (v)) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration;

(iv) in the event the Company conducts a share consolidation or subdivision, the maximum number of Shares that may be issued as a percentage of the total number of Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(v) for the purpose of this resolution:

(a) "**Benchmarked Price**" means the higher of (1) the closing price for Hong Kong Shares and/or RMB Shares (as the case may be) on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (2) the average closing price for Hong Kong Shares and/or RMB Shares (as the case may be) in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed;

(b) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the "**Shareholders**") in general meeting; and

(c) "Rights Issue" means an offer of Shares in the capital of the Company, 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 in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

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

"**That**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined in paragraph (iv)) of all the powers of the Company to repurchase Hong Kong Shares and, subject to the applicable restricted purposes prescribed by the Rules for Repurchase of Shares by Listed Companies as published by the CSRC, RMB Shares on the Hong Kong Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Hong Kong Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Hong Kong Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the total number of Hong Kong Shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Hong Kong Shares in issue (excluding any treasury Shares) at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) the total number of RMB Shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of RMB Shares in issue (excluding any treasury Shares) at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(v) for the purpose of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held;

(c) with regard to any proposed repurchase of RMB Shares, the prescribed minimum commencement terms required under the Rules for Repurchase of Shares by Listed Companies as published by the CSRC and applicable to the specific share repurchase plan as adopted by the Company;

(d) the expiration of a 12 month period following this AGM; and

(e) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting."

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

   "**That** conditional upon the resolutions numbered 5 and 6 set out in the notice convening this meeting being passed, the general mandates granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted and issued (including any sale or transfers of treasury Shares) by the Directors pursuant to such general mandate by such number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 6 set out in the notice convening this meeting, provided that such amount shall not exceed the aggregate of 10% of each of the Hong Kong Shares (excluding any treasury Shares) and RMB Shares in issue, being 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of the said resolutions."

8. To re-elect Dr. Yigong Shi as a non-executive Director.

9. To re-elect Mr. Ronggang Xie as a non-executive Director.

10. To re-elect Dr. Dandan Dong as an independent non-executive Director.

11. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

12. To re-appoint Ernst & Young and Ernst & Young Hua Ming LLP as auditors of the Company for the audits of the Company's financial statements to be filed with the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively, and authorise the Board to fix its remuneration.

13. To consider and approve the purchase of liabilities insurance for the Directors and senior management.

14. To consider and approve the proposed update in use of proceeds of RMB Share Issue, details of which are set out in the Circular.

15. To consider and approve the grant of 10,782,339 RSUs to Dr. Cui in accordance with the terms of the 2023 Share Award Scheme, and the authorization to the Board to give effect to such grant.

16. To consider and approve the grant of 2,150,647 RSUs to Dr. Zhao in accordance with the terms of the 2023 Share Award Scheme, and the authorization to the Board to give effect to such grant.

17. To consider and approve the adoption of the 2026 RMB Share Incentive Scheme and the Scheme Mandate Limit.

18. To consider and approve the adoption of the Incentive Scheme Assessment Management Measures.

19. To consider and approve the proposed issue and grant of new RMB Shares under the 2026 RMB Share Incentive Scheme pursuant to the Scheme Mandate Limit.

20. To consider and approve the proposed authorization to the Board to handle matters pertaining to the 2026 RMB Share Incentive Scheme.

21. To consider and approve the proposed amendments to rules of procedure for general meetings of shareholders.

22. To consider and approve the proposed amendments to rules of procedure for board meetings.

23. To consider and approve the proposed formulation of remuneration management policy for directors and senior management.

SPECIAL RESOLUTION

24. To consider and, if thought fit, pass the following resolutions as a special resolution with or without amendments:

    "**That** the proposed amendments (the "**Proposed Amendments**") to the existing fifth amended and restated memorandum and articles of association of the Company as set out in Appendix VI to the circular of the Company dated 24 April 2026 and the sixth amended and restated memorandum and articles of association of the Company in the form of the document marked "A" and produced to the annual general meeting of the Company (the "**Meeting**") (for the purpose of identification initialed by the chairman of the Meeting) which consolidates all the Proposed Amendments, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing fifth amended and restated memorandum and articles of association in its entirety with immediate effect

after the close of the Meeting, and any one Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he or she shall, in his or her absolute discretion, deem necessary or expedient to give effect to the foregoing, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands."

By order of the Board
InnoCare Pharma Limited
Dr. Jisong Cui
Chairperson and executive Director

Hong Kong, 24 April 2026

Notes:

(i) Ordinary resolution numbered 7 will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 5 and 6 above are passed by the Shareholders.

(ii) A Shareholder 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.

(iii) 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.

(iv) In order to be valid, a form of proxy must be deposited 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 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof (that is, by no later than 10:00 a.m. on Sunday, 14 June 2026). The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above 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 entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026 , both days inclusive, during which period no share transfers can be registered. The shareholders whose names appear on the register of members of the Company on Tuesday, 16 June 2026, the record date of the AGM, will be entitled to attend and vote at the AGM. All transfers 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 not later than 4:30 p.m. on Wednesday, 10 June 2026. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company's general meeting(s).

(vi) In respect of ordinary resolutions numbered 8 to 10 above, Dr. Yigong Shi, Mr. Ronggang Xie and Dr. Dandan Dong shall retire and being eligible, will offer themselves for re-election at the above meeting. The biographical details of the above retiring Directors are set out in Appendix II to the circular of the Company dated Friday, 24 April 2026.

(vii) In respect of ordinary resolution numbered 5 above, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Hong Kong Listing Rules.

(viii) In respect of ordinary resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate for the benefits of Shareholders. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Hong Kong Listing Rules, is set out in Appendix III to the circular of the Company dated Friday, 24 April 2026.

(ix) The Company will make further announcements on the website of the Shanghai Stock Exchange regarding the attendance and voting by holders of RMB Shares listed on the STAR Market of the Shanghai Stock Exchange in accordance with the STAR Market Listing Rules.

(x) Terms not defined herein shall have the same meanings as defined in the circular of the Company dated Friday, 24 April 2026.

As at the date of this notice, the Board comprises Dr. Jisong Cui as Chairperson and executive Director, Dr. Renbin Zhao as executive Director, Dr. Yigong Shi and Mr. Ronggang Xie as non-executive Directors, and Ms. Lan Hu, Dr. Dandan Dong and Prof. Kunliang Guan as independent non-executive Directors.