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|-------------------------------------------------------------------------|
| <b>THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION</b> |
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sirnaomics Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Sirnaomics Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2257)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE SHARES AND BUY BACK SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED RE-APPOINTMENT OF AUDITOR,  
PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of Sirnaomics Ltd. to be held at 2:00 p.m. on Tuesday, June 23, 2026 at Meeting Room 06–07, INNO2, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, at which, among other things, the above proposals will be considered, is set out on pages 29 to 33 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

May 29, 2026

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## **RESPONSIBILITY STATEMENT**

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                                         |                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM” or “Annual General Meeting”       | the annual general meeting of the Company to be convened and held at 2:00 p.m. on Tuesday, June 23, 2026 at Meeting Room 06–07, INNO2, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, notice of which is set out on pages 29 to 33 of this circular and any adjournment thereof |
| “Articles” or “Articles of Association” | the fifth amended and restated articles of association of the Company adopted by special resolution passed on August 7, 2024                                                                                                                                                                                                                 |
| “associate(s)”                          | has the meaning as defined under the Listing Rules                                                                                                                                                                                                                                                                                           |
| “Auditor”                               | the auditor of the Company from time to time                                                                                                                                                                                                                                                                                                 |
| “Board”                                 | the board of Directors                                                                                                                                                                                                                                                                                                                       |
| “Business Day”                          | any day on which the Stock Exchange is open for the business of trading in securities                                                                                                                                                                                                                                                        |
| “Buy-back Mandate”                      | a general unconditional mandate proposed to be granted to the Directors at the AGM to buy-back such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting such mandate                                        |
| “CCASS”                                 | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited                                                                                                                                                                                                                         |
| “Companies Act”                         | the Companies Act (As Revised) of the Cayman Islands                                                                                                                                                                                                                                                                                         |
| “Company”                               | Sirnaomics Ltd., an exempted company incorporated in the Cayman Islands with limited liability on October 15, 2020, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2257)                                                                                                                      |
| “Director(s)”                           | director(s) of the Company                                                                                                                                                                                                                                                                                                                   |
| “Group”                                 | the Company and its subsidiaries                                                                                                                                                                                                                                                                                                             |

## DEFINITIONS

|                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “HK\$”                                            | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| “Hong Kong”                                       | the Hong Kong Special Administrative Region of the People’s Republic of China                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “Hong Kong Stock Exchange”<br>or “Stock Exchange” | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “Issue Mandate”                                   | a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares, if permitted under the Listing Rules) of up to 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares bought-back by the Company pursuant to the authority granted under the Buy-back Mandate |
| “Latest Practicable Date”                         | May 22, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| “Listing Rules”                                   | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Memorandum”                                      | the fifth amended and restated memorandum of association of the Company adopted by special resolution passed on August 7, 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| “Nomination Committee”                            | the nomination committee of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “PRC”                                             | the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Proposed Amendments”                             | proposed amendments to the Memorandum and the Articles of Association                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| “Remuneration Committee”                          | the remuneration committee of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “SFO”                                             | Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

## DEFINITIONS

|                                    |                                                                                                                         |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| “Share(s)”                         | ordinary share(s) in the share capital of the Company with a par value of US\$0.001 each                                |
| “Takeovers Code”                   | the Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time |
| “treasury shares”                  | has the meaning ascribed to it under the Listing Rules                                                                  |
| “U.S. dollars”, “US\$”<br>or “USD” | United States dollars, the lawful currency of the United States                                                         |
| “%”                                | per cent                                                                                                                |

**LETTER FROM THE BOARD**



*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2257)**

*Executive Director*

Dr. Poon Hung Fai (*Chairman of the Board  
and Chief Executive Officer*)

*Non-executive Directors*

Mr. Ouyang Yunlong  
Dr. Yin Huijun

*Independent non-executive Directors*

Mr. Wong Yu Shan Eugene  
Dr. Zhang Peng  
Ms. Lo Yee Hang

*Registered office*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business  
in Hong Kong*

46/F, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

May 29, 2026

*To the Shareholder(s)*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE SHARES AND BUY BACK SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED RE-APPOINTMENT OF AUDITOR,  
PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

## **LETTER FROM THE BOARD**

### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Buy-back Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the Auditor; (iv) the Proposed Amendments to the Memorandum and the Articles of Association; and (v) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

### **GENERAL MANDATES**

At the annual general meeting of the Company held on June 20, 2025, an ordinary resolution was passed to grant the Directors a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares of the Company in issue at the date of the passing of the relevant resolution.

The above general mandates will continue in force until whichever of the following first occurs: (i) the conclusion of the AGM; or (ii) the expiration of the period within which the AGM is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Buy-back Mandate. The Directors wish to state that they have no immediate plan to issue any Shares (including to sell or transfer any treasury Shares) or buy back any Shares pursuant thereto, respectively. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 29 to 33 of this circular for details of the proposed Issue Mandate and Buy-back Mandate.

As at the Latest Practicable Date, the number of issued Shares was 109,721,538 Shares. Assuming no further Shares are to be issued or bought back and that the Company does not have any treasury Shares prior to the AGM, the Issue Mandate will grant the Directors an authority to issue up to 21,944,307 Shares.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Buy-back Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate at the AGM.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Ouyang Yunlong, Dr. Yin Huijun, Dr. Zhang Peng and Ms. Lo Yee Hang will retire at the AGM and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

In accordance with Article 16.19 of the Articles of Association of the Company, at every annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Mr. Wong Yu Shan Eugene will retire as Director at the AGM, and he, being eligible, will offer himself for re-election as Director at the AGM.

Being the independent non-executive Directors eligible for re-election at the AGM, each of Mr. Wong Yu Shan Eugene, Dr. Zhang Peng and Ms. Lo Yee Hang has confirmed that (i) he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment. The Company considers that each of them meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the abovenamed Directors who are subject to the re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix II to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

### RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited as the independent Auditor of the Company for the year ending December 31, 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorize the Board to fix the Auditor's remuneration for the ensuing year, which

## **LETTER FROM THE BOARD**

is expected to be approximately HK\$1.7 million. Such remuneration was determined after taking into account the scale and complexity of the Group's business, the expected scope and timing of the audit, the Auditors' qualifications and experience, the audit resources and effort required, and the prevailing market level of fees for similar services, and was agreed on a fair and reasonable basis. Furthermore, the estimated audit fee assumes that there will be no additional material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit. ZHONGHUI ANDA CPA Limited have indicated their willingness to be re-appointed as auditor of the Company for the said period.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board resolved to propose to: (i) amend the Memorandum and Articles of Association for the purpose of, among others, bringing the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of hybrid general meetings and electronic voting, as well as other housekeeping changes; and (ii) adopt the sixth amended and restated memorandum of association and articles of association of the Company incorporating and consolidating the Proposed Amendments. The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the Proposed Amendments conform with the Listing Rules (including the requirements of Appendix A1 to the Listing Rules).

The Company has also received a written confirmation from its Cayman Islands legal advisers, confirming that the Proposed Amendments are not inconsistent with the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

A special resolution will be proposed at the AGM to approve the Proposed Amendments and the adoption of the sixth amended and restated memorandum of association and articles of association of the Company, details of which are set out in Appendix III to this circular.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 29 to 33 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Buy-back Mandate, the re-election of Directors, the re-appointment of auditor; and the special resolution relating to the adoption of the sixth amended and restated memorandum of association and articles of association of the Company.

## **LETTER FROM THE BOARD**

### **FORM OF PROXY**

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, June 17, 2026 to Tuesday, June 23, 2026 (both dates inclusive), during which period no transfer of Shares will be effected. All transfers accompanied by the relevant 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 not later than 4:30 p.m. on Tuesday, June 16, 2026.

### **RECOMMENDATION**

The Board considers that the ordinary resolutions in relation to the grant of the Issue Mandate and the Buy-back Mandate, the re-election of Directors and the re-appointment of auditor and the special resolution in relation to the Proposed Amendments to the Memorandum and the Articles of Association and the adoption of the sixth amended and restated memorandum of association and articles of association of the Company to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of such resolutions at the AGM.

|                              |
|------------------------------|
| <b>LETTER FROM THE BOARD</b> |
|------------------------------|

**GENERAL**

Your attention is also drawn to the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Sirnaomics Ltd.**  
**Poon Hung Fai**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate.*

## **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be purchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on-market purchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such purchase.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 109,721,538 Shares which have been fully paid, and the Company did not have any treasury Shares. Subject to the passing of the ordinary resolution for purchase of Shares and on the basis that no further new Shares are issued or purchased and the Company does not have any treasury Shares up to the AGM, the Company would be allowed under the Buy-back Mandate to purchase a maximum of 10,972,153 Shares, representing 10% of the aggregate number of the total issued Shares (excluding treasury Shares) as at the date of the passing of the ordinary resolution for purchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

## **3. REASONS FOR BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such purchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the

Articles of Association, and the laws of the Cayman Islands. The Directors would only exercise the power to purchase Shares in circumstances where they consider that the purchase would be in the best interests of the Company and the Shareholders as a whole.

#### **4. FUNDING OF PURCHASE OF SHARES**

Any purchase of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event, be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

#### **5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up, in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed purchase period.

However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

|                                         | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|-----------------------------------------|-------------------------------|------------------------------|
| <b>2025</b>                             |                               |                              |
| May                                     | 3.97                          | 2.92                         |
| June                                    | 4.80                          | 3.50                         |
| July                                    | 8.58                          | 4.54                         |
| August                                  | 11.19                         | 7.66                         |
| September                               | 22.78                         | 8.80                         |
| October                                 | 15.80                         | 9.30                         |
| November                                | 9.84                          | 7.36                         |
| December                                | 9.20                          | 6.36                         |
| <b>2026</b>                             |                               |                              |
| January                                 | 10.72                         | 7.46                         |
| February                                | 8.66                          | 6.60                         |
| March                                   | 7.30                          | 5.43                         |
| April                                   | 8.00                          | 6.13                         |
| May (up to the Latest Practicable Date) | 6.43                          | 5.50                         |

*Source:* the Stock Exchange's website

## 7. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

## 8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Buy-back Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

## 9. TAKEOVERS CODE

If on exercise of the powers of purchase pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Poon Hung Fai (“**Dr. Poon**”) held 17,665,696 Shares, representing approximately 16.10% of the issued share capital of the Company, within the meaning of Part XV of the SFO. In the event that the Directors should exercise in full the Buy-back Mandate, the interests in the Company of Dr. Poon will be increased to approximately 17.89% of the issued Shares.

To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to purchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Dr. Poon to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making purchase on the Stock Exchange if the result of the purchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company (excluding treasury Shares) would be in public hands. The Directors do not propose to purchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

## 10. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

## 11. INTENTION STATEMENT REGARDING SHARE BUY-BACK

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board notes that with effect from June 11, 2024, the Listing Rules has amended to remove the requirement to cancel purchased shares and to adopt a framework to govern the resale and/or transfer of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares purchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any purchases of Shares are

made. If the Company holds any Shares in treasury, any sale or transfer of treasury Shares will be made pursuant to the terms of the Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

*The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.*

**Mr. Ouyang Yunlong** (“**Mr. Ouyang**”), aged 38, is a non-executive Director. Mr. Ouyang is a member of the Audit Committee and the Remuneration Committee.

Mr. Ouyang demonstrates extensive experience in the financial industry and project management in the biomedical field. Since November 2017, Mr. Ouyang has been a partner at Shenzhen Sangel Capital Management Co., Ltd., where he focuses on venture capital investment in the biomedical industry and has a proven track record of raising and managing a series of RMB and USD venture capital funds.

From July 2010 to June 2015, Mr. Ouyang held the position of account manager and the head of the investment banking team at the Shenzhen Branch of the Industrial and Commercial Bank of China. From June 2015 to November 2017, he served as chairman of Shenzhen Xiaozi Intelligent Technology Co., Ltd.

Mr. Ouyang holds a Bachelor of Engineering degree from the Beijing Institute of Technology, which he obtained in June 2008. He subsequently completed a Master of Management degree at the same university in July 2010.

Save as disclosed above, Mr. Ouyang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Ouyang did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Ouyang has entered into a service contract with the Company for a term of three years, with effect from July 3, 2025, which may be terminated by not less than 3 months’ notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement as set out in the Articles. Pursuant to the service contract entered into with the Company, Mr. Ouyang is entitled to a director’s fee of US\$2,500 per regular quarterly meeting and, to the extent appropriate, any other ad hoc board meeting that requires significant contribution from the board members.

Save as disclosed above, Mr. Ouyang has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Ouyang’s standing for re-election as Director that need to be brought to the attention of the Shareholders.

**Dr. Yin Huijun (“Dr. Yin”)**, aged 55, is a non-executive Director.

Dr. Yin has extensive experience in biotechnology industry. Dr. Yin serves as a distinguished professor and doctoral supervisor at Nankai University, and the vice president of the Chinese Pharmacists Association.

Prior to the current positions, Dr. Yin served as (i) a postdoctoral fellow of the Institute of Genetics and Developmental Biology, Chinese Academy of Sciences from September 2000 to August 2002; (ii) the chief laboratory of the Cardiovascular Diseases Research Section, the chief physician, and doctoral supervisor of Xiyuan Hospital, China Academy of Chinese Medical Sciences from August 2002 to June 2013; (iii) a director of the International Cooperation Office of China Academy of Chinese Medical Sciences from June 2013 to May 2014; (iv) a vice president from July 2014 to August 2015, a senior vice president from August 2015 to September 2021, a general manager of Research and Development Management Department from May 2014 to June 2017, and the chief scientist from June 2017 to September 2023, of China Resources Pharmaceutical Group Limited; (v) the secretary of the Communist Party Committee from May 2014 to September 2021; (vi) the chairman of China Pharmaceutical Research & Development Center Co., Ltd from May 2014 to September 2021; and (vii) the chairman from September 2018 to September 2021 and the general manager from September 2018 to September 2023 of China Resources Biopharmaceutical Co., Ltd.

Dr. Yin received his bachelor’s degree of medicine from Ningxia Medical University in the PRC in July 1994, his master’s degree of medicine from Heilongjiang University of Chinese Medicine in the PRC in July 1997, and his doctoral degree of medicine from Heilongjiang University of Chinese Medicine in the PRC in July 2000.

Save as disclosed above, Dr. Yin does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Yin did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Dr. Yin has entered into a service contract with the Company for a term of three years, with effect from September 1, 2025, which may be terminated by not less than 3 months’ notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement as set out in the Articles. Pursuant to the service contract entered into with the Company, Dr. Yin is entitled to a director’s fee of US\$2,500 per regular quarterly meeting and, to the extent appropriate, any other ad hoc board meeting that requires significant contribution from the board members.

Save as disclosed above, Dr. Yin has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Dr. Yin's standing for re-election as Director that need to be brought to the attention of the Shareholders.

**Mr. Wong Yu Shan Eugene** (“**Mr. Wong**”), aged 56, is an independent non-executive Director. Mr. Wong is the chairperson of the Audit Committee and a member of the Remuneration Committee.

Mr. Wong has over 30 years of experience in the accounting and financial industry. Mr. Wong is currently running his own investment advisory and management consultancy business in mainland China since January 2009. Mr. Wong has also been the founder and the managing director of Unity & Strength (Hong Kong) Certified Public Accountants Limited, which has provided management consultancy services since its incorporation and public accounting services from 2009 to 2024, since 2009. He is also an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee and the nomination committee of CMON Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1792) since May 2020. Mr. Wong was an independent non-executive director of Swancor Advanced Materials Co., Ltd., a company listed in the Shanghai Stock Exchange (Stock Code: 688585) from April 2022 to July 2023. Prior to the current positions, he served various positions in different offices of Ernst & Young from 1993 to 2008, and retired as a partner in Ernst & Young, China, in December 2008.

Mr. Wong obtained a Bachelor of Arts in Accounting (Hons) from Hong Kong Polytechnic University in 1993. He was a member of the Hong Kong Institute of Certified Public Accountants and held a practising license from 2005 to 2024. Mr. Wong is also a fellow chartered accountant of the Institute of Chartered Accountants in England and Wales.

Mr. Wong was a director of each of the following private companies registered in the People's Republic of China prior to their respective dissolution and/or revocation of business licenses: Citiway Technology (Tianjin) Co. Ltd.\* (司特維科技(天津)有限公司) by way of voluntary liquidation on April 3, 2020 due to cessation of business as a technology research company; Beijing Guangyun Prosperity Era International Culture Exchange Co. Ltd.,\* (北京廣運盛世國際文化傳播有限公司) and On Capital (Tianjin) Guarantee Co. Ltd.\* (翹然(天津)擔保有限公司) by way of revocation of business licenses on August 11, 2017 and August 9, 2012, respectively, due to being inactive with no business commenced since establishment. Mr. Wong confirmed that each of the said companies was solvent at the time of its dissolution or revocation of business license; there was no wrongful act on his part leading to the above dissolution or revocation of business license; that he is not aware of any actual or potential claim that has been or will be made against him as a result of the above dissolution or revocation of business license; and that such dissolution and revocation of business license had not resulted in any liability or obligations being imposed against him.

\* For identification purpose only

Save as disclosed above, Mr. Wong does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wong did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Wong has entered into a service contract with the Company for a term of three years, with effect from February 17, 2025, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Pursuant to the service contract entered into with the Company, Mr. Wong is entitled to an annual director's fee of HK\$360,000.

Save as disclosed above, Mr. Wong has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Mr. Wong's standing for re-election as Director that need to be brought to the attention of the Shareholders.

**Dr. Zhang Peng** ("**Dr. Zhang**"), aged 49, is an independent non-executive Director. Dr. Zhang is the chairperson of the Remuneration Committee and a member of the Nomination Committee.

Dr. Zhang has approximately 21 years of experience in the therapeutic biologics industry. Dr. Zhang is a co-founder, an executive Director and a senior vice president of Akeso, Inc., a company listed in the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 9926).

Prior to the current positions, Dr. Zhang has served as a vice president of Akeso Biopharma Co., Ltd. since early 2012. He has been a director of AD Pharmaceuticals Co., Ltd. since February 2017, and a director of Akeso Pharma Co., Ltd. since November 2018. Dr. Zhang served as a teaching assistant in the Chemistry department of the University of Louisville in the U.S. from August 2001 to July 2002. From August 2002 to February 2007, he served as a teaching assistant in the Chemistry department of the University of Kentucky in the U.S. Dr. Zhang served as a scientist in PDL BioPharma, Inc. from February 2007 to May 2008, and then as a senior director of the protein chemical department of Crown Bioscience Inc. from September 2008 to April 2012. In addition, since June 2010, he also served as the senior director and deputy general manager of Taicang CrownBio Analytical and Testing Company Limited (中美冠科生物技術(太倉)有限公司), where he was primarily responsible for general management, business development and project management.

Dr. Zhang obtained his bachelor's degree in chemistry and master's degree in analytical chemistry from Shandong University (山東大學) in the PRC in July 1998 and June 2001, respectively. Dr. Zhang subsequently obtained his Ph.D. in chemistry from the University of Kentucky in the U.S. in May 2007. Dr. Zhang was selected as a member of the Pearl River Talents Scheme (珠江人才計劃) in April 2018 and recognized as a level 3 talent of the Shortage of High Level Talents of Zhongshan (中山市第三層次緊缺適用高層次人才) in February 2020. Dr. Zhang was awarded the Most Beautiful Constructor in Zhongshan 2022 (2022年度中山最美建設者) in March 2023, and the Guangdong Province May 1st Labor Medal (廣東省五一勞動獎章) in April 2023. Dr. Zhang was selected as one of the first directors of the Zhongshan New Social Class Federation (中山市新的社會階層人士聯合會) in July 2018.

Save as disclosed above, Dr. Zhang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Zhang did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Dr. Zhang has entered into a service contract with the Company for a term of three years, with effect from July 3, 2025, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement as set out in the Articles. Pursuant to the service contract entered into with the Company, Dr. Zhang is entitled to an annual director's fee of HK\$360,000.

Save as disclosed above, Dr. Zhang has confirmed that there is no other information which is discloseable nor has he been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Dr. Zhang's standing for re-election as Director that need to be brought to the attention of the Shareholders.

**Ms. Lo Yee Hang** ("Ms. Lo"), aged 50, is an independent non-executive Director. Ms. Lo is the chairperson of the Nomination Committee and a member of the Audit Committee.

Ms. Lo is a solicitor and the sole proprietor of Lo & Co., Solicitors. Ms. Lo joined Messrs. Albert Dan & Co. as a solicitor in 2001 and became a partner in 2006. In December 2010, Ms. Lo established Messrs. Lo & Co to commence her own practice until now. She is also an arbitrator of the Guangzhou Arbitration Commission, China (廣州市仲裁委員會仲裁員) and an arbitrator of the South China International Economic and Trade Arbitration Commission (Shenzhen Court of International Arbitration) (華南國際經濟貿易仲裁委員會(深圳國際仲裁院)仲裁員). In April 2024, Ms. Lo was appointed as a mediator of the Huizhou Huirong International Commercial Mediation Center (惠州市惠融國際商事調解中心), and in March 2025, she was appointed as an ambassador for the Promotion of Foreign-related Legal Affairs in Zhongshan Municipal Bureau of Justice (中山市司法局中山市涉外法治推廣大使).

Ms. Lo has also been the president of the Small and Medium Law Firms Association of Hong Kong since 2017 and was elected as a member of the Election Committee of HKSAR Government (Legal Subsector) in 2021.

Ms. Lo was a member of the Central & Western District Council of Hong Kong for 12 years, from 2008 to 2019, and she currently serves on various government and advisory boards in Hong Kong, such as Appeal Panel (Housing) and Commission on Poverty. Ms. Lo was awarded Medal of Honour by the HKSAR Government in 2017, and in the same year, she was appointed as a member of the Hong Kong and Macau Affairs department of the Chinese People's Political Consultative Committee, Zhongshan City Committee.

Ms. Lo graduated with a degree of Bachelor of Laws from the University of South Wales (formerly known as "University of Glamorgan"), United Kingdom, in June 1997 and obtained a Diploma of Legal Practice from the University of Bristol, United Kingdom, in October 1998. She was admitted as a solicitor in Hong Kong and the UK in 2001. She qualified as a China-Appointed Attesting Officer in 2016, and a Guangdong-Hong Kong-Macao Greater Bay Area Lawyer in 2020.

Save as disclosed above, Ms. Lo does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Lo did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Ms. Lo has entered into a service contract with the Company for a term of three years, with effect from September 1, 2025, which may be terminated by not less than 3 months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement as set out in the Articles. Pursuant to the service contract entered into with the Company, Ms. Lo is entitled to an annual director's fee of HK\$360,000.

Save as disclosed above, Ms. Lo has confirmed that there is no other information which is discloseable nor has she been involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and the Company is not aware of any other matters concerning Ms. Lo's standing for re-election as Director that need to be brought to the attention of the Shareholders.

## **NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Nomination Committee and the Board have followed the nomination policy and board diversity policy for the re-appointment of Mr. Wong, Dr. Zhang and Ms. Lo as independent non-executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity,

professional experience, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

With reference to the past contributions made by Mr. Wong to the Company during his tenure, his qualifications and his experience in accounting and finance, the Board is of the view that Mr. Wong can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

With reference to the past contributions made by Dr. Zhang to the Company during his tenure, his qualifications and his rich experience in the therapeutic biology industry, the Board is of the view that Dr. Zhang can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

With reference to the past contributions made by Ms. Lo to the Company during her tenure, her qualifications and her rich legal experience, the Board is of the view that Ms. Lo can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

Each of Mr. Wong, Dr. Zhang and Ms. Lo, being the independent non-executive Directors of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. After considering all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules and the annual confirmation of independence of Mr. Wong, Dr. Zhang and Ms. Lo, the Company is of the view that each of Mr. Wong, Dr. Zhang and Ms. Lo meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The Board resolved to propose to: (i) amend the Memorandum and Articles of Association for the purpose of, among others, bringing the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of hybrid general meetings and electronic voting, as well as other housekeeping changes; and (ii) adopt the sixth amended and restated memorandum of association and articles of association of the Company incorporating and consolidating the Proposed Amendments.

Set out below is a summary of the Proposed Amendments:

|                     |                                                                                                                                                                                                            |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Articles No.</b> | <b>Provisions in the sixth amended and restated articles of association (only showing those provisions with changes to the existing fifth amended and restated articles of association of the Company)</b> |
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|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| 2.2 | <p><u><b>“Communication Facilities”</b></u></p> <p>shall mean video, video-conferencing, internet or online conferencing applications, telephone or teleconferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all Members’ rights to speak and vote at the meeting are maintained.</p> |
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| <u><b>“Corporate Communication”</b></u> | shall have the meaning given to it in the Listing Rules. |
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| <u><b>“electronic means”</b></u> | shall include sending or otherwise making the communication available to the intended recipients in electronic format. |
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| <u><b>“Person”</b></u> | shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires. |
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| <u><b>“Present”</b></u> | shall mean, in respect of any Person, such Person’s presence at a general meeting of Members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any Member, a proxy which has been validly appointed by such Member in accordance with the Articles), being: |
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(a) physically present at the meeting; or

**Articles**      **Provisions in the sixth amended and restated articles of association (only**  
**No.**            **showing those provisions with changes to the existing fifth amended and**  
                      **restated articles of association of the Company)**

(b) in the case of any meeting at which Communication Facilities are permitted in accordance with the Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.

**“~~transfer office~~Virtual Meeting”** shall mean ~~the place where the principal register is situate for the time being~~any general meeting of Members at which the Members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.

6.5            ~~In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers. [Intentionally deleted]~~

12.1           The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (which, in the case of a Virtual Meeting, includes a virtual place) as the Board shall appoint.

12.3A          The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that Members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.

| Articles<br>No. | Provisions in the sixth amended and restated articles of association (only showing those provisions with changes to the existing fifth amended and restated articles of association of the Company)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| 12.4            | An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place; <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> , and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company. |
| 12.6A           | <u>The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.11) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 12.9            | If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place <u>(whether physical or virtual)</u> specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place <u>(whether physical or virtual)</u> in accordance with Article 12.11.                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 12.11(b)        | the Board shall fix the date, time and place <u>(whether physical or virtual)</u> for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place <u>(whether, in the case of a Virtual Meeting, includes a virtual place)</u> at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and                                                                                                                                                                                                                                                                                                                                                                                         |

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| <b>Articles<br/>No.</b> | <b>Provisions in the sixth amended and restated articles of association (only showing those provisions with changes to the existing fifth amended and restated articles of association of the Company)</b> |
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- 13.1 For all purposes the quorum for a general meeting shall be two members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person or by proxy~~Present. No business (except the appointment of a Chairperson) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.
- 13.2 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.
- 13.2A The chairperson of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the chairperson, in which event:
- (a) the chairperson shall be deemed to be Present at the meeting; and
- (b) if the Communication Facilities are interrupted or fail for any reason to enable the chairperson to hear and be heard by all other Persons attending and participating at the meeting, then the Directors Present at the meeting shall choose another Director Present to act as chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.

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| <b>Articles<br/>No.</b> | <b>Provisions in the sixth amended and restated articles of association (only showing those provisions with changes to the existing fifth amended and restated articles of association of the Company)</b> |
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| 13.3 | The chairperson of the board of Directors shall take the chair at every general meeting, or, if there be no such chairperson or, if at any general meeting such chairperson shall not be <del>present</del> <u>Present</u> within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairperson, and if no Director be <del>present</del> <u>Present</u> , or if all the Directors present decline to take the chair, or if the Chairperson chosen shall retire from the chair, then the members <del>present</del> <u>Present</u> (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairperson.                                                                                                                                                                                                                                                                                                       |
| 13.4 | The Chairperson may, with the consent of any general meeting at which a quorum is <del>present</del> <u>Present</u> , and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place ( <u>whether physical or virtual</u> ) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place ( <u>which, in the case of a Virtual Meeting, includes a virtual place</u> ), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. |
| 13.6 | A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets <u>or by electronic voting</u> ) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

| Articles<br>No. | Provisions in the sixth amended and restated articles of association (only showing those provisions with changes to the existing fifth amended and restated articles of association of the Company)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 14.1            | <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member <del>present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy</del> <u>Present</u> shall have (a) the right to speak, (b) one vote on a show of hands and (c) one vote for each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 14.10           | <p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place <u>or in such other manner (including by electronic means)</u> as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairperson of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p> |
| 30.1            | <p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company <del>and any notices may be served by the Board</del> on any member in any of the following manner to the extent permitted by, and compliance with the requirements of, the Listing Rules:</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

**Articles Provisions in the sixth amended and restated articles of association (only showing those provisions with changes to the existing fifth amended and restated articles of association of the Company)**

30.4 Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at ~~such~~the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and
- (e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

*Note:* The sixth amended and restated memorandum of association and articles of association of the Company is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

## NOTICE OF ANNUAL GENERAL MEETING



*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2257)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Sirnaomics Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, June 23, 2026 at Meeting Room 06–07, INNO2, 2/F, Building 17W, 17 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong for the following purposes:

### **AS ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditor for the year ended December 31, 2025.
2.
  - (i) To re-elect Mr. Ouyang Yunlong as a non-executive Director.
  - (ii) To re-elect Dr. Yin Huijun as a non-executive Director.
  - (iii) To re-elect Mr. Wong Yu Shan Eugene as an independent non-executive Director.
  - (iv) To re-elect Dr. Zhang Peng as an independent non-executive Director.
  - (v) To re-elect Ms. Lo Yee Hang as an independent non-executive Director.
  - (vi) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor and to authorize the Board to fix its remuneration.
4. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 each in the share capital of the Company (the “**Shares**”) (including any sale or

## NOTICE OF ANNUAL GENERAL MEETING

transfer of Shares out of treasury that are held as treasury Shares, if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued (including the treasury Shares resold and/or transferred, if permitted under the Listing Rules) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of 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, shall not exceed 20% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

## NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed (and the Company may hold the Shares so purchased in treasury) and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the aggregate number of Shares, which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares, if permitted under the Listing Rules) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares purchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury Shares) as at the date of passing the resolution.”

### AS SPECIAL RESOLUTION

7. To consider and approve the proposed amendments (the “**Proposed Amendments**”) to the fifth amended and restated memorandum of association and articles of association of the Company (details of which are set out in Appendix III to the circular of the Company dated May 29, 2026), and the amended and restated memorandum of association and articles of association of the Company which consolidate all the Proposed Amendments be and are hereby approved and adopted as the sixth amended and restated memorandum of association and articles of association of the Company, in substitution for and to the exclusion of the fifth amended and restated memorandum of association and articles of association of the Company in their entirety, with immediate effect; and that any Director be and is hereby authorized to do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to implement the adoption of the sixth amended and restated memorandum of association and articles of association of the Company.

By order of the Board

**Sirnaomics Ltd.**

**Poon Hung Fai**

*Chairman and Executive Director*

Hong Kong, May 29, 2026

## NOTICE OF ANNUAL GENERAL MEETING

### Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, June 17, 2026 to Tuesday, June 23, 2026 (both dates inclusive), during which period no transfer of shares will be effected. All transfers accompanied by the relevant 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 not later than 4:30 p.m. on Tuesday, June 16, 2026.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. For the avoidance of doubt, holders of treasury Shares of the Company (if any) are not entitled to vote at the AGM.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, 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 fixed for holding of the Meeting. 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.
5. With respect to resolution numbered 2 of this notice, Mr. Ouyang Yunlong, Dr. Yin Huijun, Mr. Wong Yu Shan Eugene, Dr. Zhang Peng and Ms. Lo Yee Hang shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated May 29, 2026.
6. With respect to resolution numbered 4 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares (including to sell or transfer any treasury shares) of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. 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 purchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated May 29, 2026.
8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

*As at the date of this announcement, the Board comprises Dr. Poon Hung Fai as executive Director, Mr. Ouyang Yunlong and Dr. Yin Huijun as non-executive Directors, and Mr. Wong Yu Shan Eugene, Dr. Zhang Peng and Ms. Lo Yee Hang as independent non-executive Directors.*