Guangzhou Innogen Pharmaceutical Group Co., Ltd.
廣州銀諾醫藥集團股份有限公司

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 2591)

(1) PROPOSED RE-ELECTION OF DIRECTORS; (2) ABOLITION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

Reference is made to the announcement of Guangzhou Innogen Pharmaceutical Group Co., Ltd. (廣州銀諾醫藥集團股份有限公司) (the "**Company**") dated 21 November 2025 in relation to, among others, the postponement of the re-election and appointment of the board (the "**Board**") of directors (the "**Directors**") of the Company and supervisory committee (the "**Supervisory Committee**") of the Company, and the extension of term of office of the first session of the Board, the first session of each board committee of the Company and the first session of the Supervisory Committee.

The Board resolved the proposed re-election of all the existing Directors, and such proposed re-election is subject to the approval of the shareholders of the Company (the "**Shareholders**") at the annual general meeting of the Company (the "**AGM**"). The term of office of each proposed Director is three years, which shall commence from the date on which the appointment is approved by the Shareholders at the AGM, and shall be eligible for re-election upon the expiry of the term of office.

In accordance with the relevant requirements of the articles of association of the Company (the "**Articles of Association**"), the Company Law (the "**Company Law**") of the People's Republic of China (the "**PRC**") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Board proposed the nomination of each of (i) Dr. WANG QINGHUA, Ms. Jiang Fan, Ms. Xu Wenjie and Mr. Huang Bing (as executive Directors); (ii) Mr. HO KYUNG SHIK and Mr. Heng Lei (as non-executive Directors); and (iii) Mr. Tao Wuping, Dr. Song Ruilin and Mr. Chan Heung Wing Anthony (as independent non-executive Directors) as members to the second session of the Board. The Board also proposed the remuneration of (i) each executive Director (including Dr. WANG QINGHUA, Ms. Jiang Fan, Ms. Xu Wenjie and Mr. Huang Bing) to be nil for serving as a Director; (ii) each non-executive Director (including Mr. HO KYUNG SHIK and Mr. Heng Lei) to be nil for serving as a Director; (iii) Mr. Tao Wuping and Mr. Chan Heung Wing Anthony (being independent non-executive Directors) to be RMB240,000 per year (before tax) for serving as a Director; and (iv) Dr. Song Ruilin (being independent non-executive Director) to be RMB440,000 per year (before tax) for serving as a Director.

Each of the Directors proposed to be re-elected has agreed to his or her re-election as proposed above. Biographical information of the Directors proposed for re-election are set out in the Appendix to this announcement.

The nomination committee of the Board (the "**Nomination Committee**") has reviewed the proposed composition of the members of the second session of the Board and was of the view that the proposed composition of the Board is in compliance with the requirements of the Articles of Association, the applicable laws and regulations, the Listing Rules, the Board diversity policy (the "**Board Diversity Policy**") and the needs of the Company. When proposing the election of Directors, the Board has taken into account a number of factors pursuant to the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, to achieve diversity of board members. The Board believes that gender, age, educational background, professional experience, skills, knowledge of Directors proposed to be re-elected contribute to the diversity of the Board.

In addition, each independent non-executive Director proposed to be re-elected has given to the Company confirmation of his or her independence in accordance with Rule 3.13 of the Listing Rules. The Board, therefore, upon the recommendation of the Nomination Committee, considers that the independent non-executive Directors proposed to be re-elected to be independent and should be elected.

Ordinary resolutions to consider and approve the election of the above proposed Directors and the proposal on their remuneration will be proposed at the AGM.

Save as disclosed in this announcement, as at the date of this announcement, none of the aforementioned Directors to be re-elected (i) holds any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) holds any other position with the Company or its subsidiaries; (iii) has any interest, deemed interest or short position with the Company or its shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) has relationship with other current Directors, supervisors of the Company, senior management, substantial shareholders of the Company.

There is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to the aforementioned Directors to be re-elected and there is no other matter in relation to their re-election that needs to be brought to the attention of the Stock Exchange and the Shareholders.

PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further enhance the level of corporate governance, in accordance with the Company Law, and taking into account the actual situation of the Company and the needs of its business development, the Board also resolved to propose (a) the abolition of the Supervisory Committee; and (b) amend the Articles of Association to reflect such abolition. The proposed abolition of the Supervisory Committee and amendments to the Articles of Association will become effective subject to the approval of the Shareholders by way of special resolution at the AGM.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

In view of the Company's proposed abolition of the Supervisory Committee and amendments to the Articles of Association, and in order to ensure alignment with the latest laws and regulations (including the Company Law) as well as the amended Articles of Association, and further improve the Company's corporate governance structure and enhance the standard of its operations, the Board resolved to amend the Rules of Procedures for the General Meeting and the Rules of Procedures for the Board of Directors in accordance with the latest requirements and in light of the Company's actual circumstances. The proposed amendments to the Rules of Procedures for the General Meeting and the Rules of Procedures for the Board of Directors will become effective subject to the approval of the Shareholders by way of special resolution at the AGM.

GENERAL

A circular containing, among other things, further details of the (a) proposed re-election of Directors; (b) proposed abolition of the Supervisory Committee and proposed amendments to the Articles of Association; and (c) proposed amendments to the Rules of Procedures for the General Meeting and the Rules of Procedures for the Board of Directors, as well as the notice of the AGM, will be despatched as required to the Shareholders in due course.

By order of the Board
Guangzhou Innogen Pharmaceutical Group Co., Ltd.
Dr. WANG QINGHUA
Chairman of the Board

Shanghai, the PRC, 1 June 2026

As at the date of this announcement, the Board comprises Dr. WANG QINGHUA, Ms. Jiang Fan, Ms. Xu Wenjie and Mr. Huang Bing as executive Directors; Mr. HO KYUNG SHIK and Mr. Heng Lei as non-executive Directors; and Mr. Tao Wuping, Dr. Song Ruilin and Mr. Chan Heung Wing Anthony as independent non-executive Directors.

APPENDIX – BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Dr. WANG QINGHUA, aged 66, the founder of the Group, was appointed as the chairman of the Board and the general manager of the Company in December 2014. He was re-designated as an executive Director in October 2024. He is responsible for the overall strategic planning and making key business and operational decisions of the Group.

Dr. Wang brings over 25 years of expertise in the field of metabolic diseases. Prior to founding the Group in December 2014, he dedicated several years to translational research on diabetes and metabolic diseases, serving as a postdoctoral fellow from July 1999 to June 2002, an assistant professor from October 2001 to June 2007 and an associate professor in department of physiology in the University of Toronto from July 2007 to June 2013. From June 2009 to June 2014, Dr. Wang was also appointed as the researcher of the Institute of Medical Science in the University of Toronto.

Dr. Wang also held several positions at affiliated research institutes and hospitals, including as (i) a senior scientist at the Li Ka Shing Institute of Knowledge and the Division of Endocrinology and Metabolism at St. Michael's Hospital in Canada since September 2008; (ii) an affiliate scientist to the Keenan Research Centre for Biomedical Science of St. Michael's Hospital from March 2018 to March 2021; and (iii) the distinguished professor and doctoral supervisor of Fudan University (復旦大學) since July 2014. Dr. Wang has also been serving as a deputy director at Institute of Endocrinology and Diabetes of Huashan Hospital of Fudan University (復旦大學附屬華山醫院內分泌糖尿病研究所) since July 2014.

Dr. Wang was appointed as the project manager for Major National Science and Technology Projects for New Drug Development under the National 13th Five-Year Plans (十三五國家科技"重大新藥創製"課題負責人). Dr. Wang obtained a doctorate in biochemistry from University of Antwerp in May 1995 in Belgium.

Ms. Jiang Fan (姜帆), aged 41, joined the Company in December 2020 and served as the senior strategy director of the Company from January 2021. Ms. Jiang subsequently served as the deputy general manager of the Company from November 2022 to October 2024. She has been serving as the head of finance of the Company and the secretary to the Board since November 2022 and the vice president of the Company since October 2024. She was appointed as a Director in December 2020 and re-designated as an executive Director in October 2024. She is primarily responsible for corporate investment and finance, the overall financial planning and analysis and strategic planning of the Group.

With an over 15-year career in strategic consulting, investment and financing in pharmaceutical industry, Ms. Jiang is experienced in business strategic planning, transaction structuring and portfolio development. From March 2009 to June 2015, she served as a department manager at Shanghai Beian Information Technology Co., Ltd. (上海北岸信息技術有限公司). From November 2015 to January 2019, she was an account manager at IQVIA Enterprise Management Consulting (Shanghai) Co., Ltd. (艾昆緯企業管理諮詢(上海)有限公司). Ms. Jiang subsequently held various leadership positions, including (i) an associate director at Zhongdian Yaoming Data Technology (Chengdu) Co., Ltd. (中電藥明數據科技(成都)有限公司) from February 2019 to February 2020; (ii) a partner at Trial Data Pharmaceutical Technology (Shanghai) Co., Ltd. (創達醫藥科技(上海)有限公司) from April 2020 to August 2020; and (iii) a business development director of the pharmaceutical division at Yijian (Shanghai) Information Technology Co., Ltd. (翼健(上海)信息科技有限公司) from August 2020 to January 2021.

Ms. Jiang obtained a bachelor's degree in biotechnology from Huazhong University of Science and Technology (華中科技大學) in June 2008 in the PRC and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in April 2018 in the PRC.

Ms. Xu Wenjie (徐文潔), aged 54, joined the Company as a senior vice president of the Company in April 2022, and served as the deputy general manager of the Company from November 2022 to October 2024. She was appointed as a Director in November 2022 and re-designated as an executive Director in October 2024. She is primarily responsible for the overall product commercialisation and business development of the Group.

Ms. Xu brings extensive experience in academic promotion and brand management within the pharmaceutical industry. In February 2007, Ms. Xu joined Eli Lilly and Company, where she successively served as a product planning manager, market research manager, deputy brand director, marketing director and sales director until December 2015, responsible for pipeline analysis, marketing and promotion strategies and sales management. From January 2016 to August 2018, she worked as an executive director responsible for marketing and sales at the diabetes division of AstraZeneca Investment (China) Co., Ltd. (阿斯利康投資(中國)有限公司). From August 2018 to April 2022, she took the position of vice president at the group of Hualing Pharmaceutical Technology (Shanghai) Co., Ltd. (華領醫藥技術(上海)有限公司), a company listed on the Stock Exchange (stock code: 2552), where she was responsible for commercialisation strategies and operations.

Ms. Xu obtained a bachelor's degree in pharmaceutical analysis from China Pharmaceutical University (中國藥科大學) in July 1993 in the PRC and a master's degree in business administration from Emory University Business School in May 2004 in the United States.

Mr. Huang Bing (黃冰), aged 47, joined the Company as a deputy manager of the manufacturing department of the Company in October 2020. Mr. Huang served as the deputy general manager of the Company from November 2022 to October 2024 and has been serving as the vice president of the Company since October 2024. He was appointed as a Director in November 2022 and re-designated as an executive Director in October 2024. He is primarily responsible for the production and storage of drugs, the construction of commercial production bases, and providing guidance on the regulatory approval process of the Group.

Mr. Huang's career in biopharmaceutical research and development spans nearly 20 years. From August 2004 to March 2010, he worked at the proteomics division of Guangzhou FulenGen Co., Ltd. (廣州複能基因有限公司), engaged in the purification and bioactivity analysis of functional proteins. From June 2010 to April 2013, he worked at Qingdao Huanghai Pharmaceutical Co., Ltd. (青島黃海製藥有限責任公司). From July 2013 to December 2019, Mr. Huang assumed the role of director of biopharmaceutical development at KANG LI TAI Pharmaceutical Co., Ltd. (康力泰藥業有限公司), where he led multiple stages of pre-clinical cytokines development. From February 2020 to October 2020, he was a director of biopharmaceutical development at Shandong Fengjin Biopharmaceutical Co., Ltd. (山東豐金生物醫藥有限公司), where he was responsible for the scale-up and transfer for commercialisation of biological drugs.

Mr. Huang was awarded the third prize of Qingdao Science and Technology Award (青島市科學技術獎) by the People's Government of Qingdao in April 2016 and the China Industry-University-Research Collaboration Innovation Award (中國產學研合作創新獎) by China Industry-University-Research Institute Collaboration Association (中國產學研合作促進會) in March 2017. In December 2018, Mr. Huang was certified as a senior engineer by Qingdao Engineering Senior Professional Technique Qualification Evaluation Committee (青島市工程技術職務資格高級評審委員會).

Mr. Huang obtained a bachelor's degree in biotechnology from Yantai Normal College (煙台師範學院) (currently known as Ludong University (魯東大學)) in July 2001 in the PRC and a master's degree in marine biology from Ocean University of China (中國海洋大學) in July 2004 in the PRC.

Non-executive Directors

Mr. HO KYUNG SHIK, aged 52, was appointed as a Director in December 2020 and re-designated as a non-executive Director in October 2024. He is primarily responsible for providing guidance and advice on corporate and business strategies to the Company.

Mr. HO has been engaged in business consultancy and private equity investment for over 20 years. He served as a manager at Korea Investment Partners Ltd. from October 2000 to January 2011 and has been serving as a managing partner at Korea Investment Partners (Shanghai) Venture Capital Management Co., Ltd. (韓投夥伴(上海)創業投資管理有限責任公司) since January 2011, where he was responsible for investment in China.

Mr. HO obtained a bachelor's degree in business administration from Seoul National University in February 1997 in South Korea.

Mr. Heng Lei (衡磊), aged 38, was appointed as a non-executive Director in October 2024. He is primarily responsible for providing guidance and advice on corporate and business strategies to the Company.

Prior to joining the Group, Mr. Heng served as an investment analyst at SND Ventures Group Co., Ltd. (蘇州高新創業投資集團有限公司) from May 2012 to June 2014. He also worked as an investment manager at SanPower Group Co., Ltd (三胞集團有限公司) from June 2014 to March 2015, a multi-national conglomerate whose core business engagements are within the technology and modern service industries. He served as an investment manager at SIP Oriza PE Fund Management Co., Ltd. (蘇州工業園區元禾重元股權投資基金管理有限公司) from April 2015 to June 2017, a subsidiary of Suzhou Oriza Holdings Co., Ltd. (蘇州元禾控股股份有限公司). Mr. Heng has been working at Shenzhen Cowin Asset Management Co., Ltd. (深圳同創偉業資產管理股份有限公司) since July 2017, a professional private equity investment company listed on the National Equities Exchange and Quotations (stock code: 832793) and currently serves as the director of investment. Since December 2021, Mr. Heng has been serving as a non-executive director at Rainmed Medical Limited (潤邁德醫療有限公司), a company listed on the Stock Exchange (stock code: 2297).

Mr. Heng obtained his bachelor's degree in biology science and master's degree in immunology from Soochow University (蘇州大學) in the PRC in June 2009 and June 2012, respectively.

Independent non-executive Directors

Mr. Tao Wuping (陶武平), aged 71, was appointed as an independent non-executive Director in November 2022. He is responsible for supervising and providing independent judgement to the Board.

Mr. Tao is a seasoned professional in the legal profession with over 41 years of experience. He was a full-time legal attorney at Shanghai United Law Firm (上海市聯合律師事務所) from August 1987 to February 1992 and at Shanghai Pu Dong International Law Office (上海浦東涉外律師事務所) (currently known as Shanghai Pu Dong Law Office (上海浦棟律師事務所)) from March 1992 to August 1994, respectively. In September 1994, Mr. Tao worked at Shanghai Shen Da Law Firm (上海市申達律師事務所) (currently known as Shanghai Keen Right Shen Da Law Firm (上海瑾之潤申達律師事務所)), acting as director till October 2016. Since October 2016, Mr. Tao has been serving as a director of Beijing Guantao (Shanghai) Law Firm (北京觀韜中茂(上海)律師事務所).

Mr. Tao served as an independent director of Shanghai Jinqiao Export Processing Zone Development Co., Ltd. (上海金橋出口加工區開發股份有限公司), a real estate development company listed on the Shanghai Stock Exchange (stock code: 600639) from July 2019 to December 2025. He previously worked at Sinopharm Group Co., Ltd. (國藥控股股份有限公司), a China-based pharmaceutical company listed on the Stock Exchange (stock code: 1099) as an independent non-executive director from September 2008 to September 2014 and as an independent supervisor from June 2015 to September 2020. He also served as an independent director of Shanghai Film Co., Ltd. (上海電影股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 601595) from July 2012 to August 2018.

Mr. Tao was awarded the honorary title of National Outstanding Attorney at Law (全國優秀律師) by All China Lawyers Association (中華全國律師協會) in June 2005, the first session of Eastern Attorney at Law (上海市首屆東方大律師) by Shanghai Municipal Bureau of Justice (上海市司法局) and Shanghai Bar Association (上海市律師協會) in March 2007. He currently serves as a visiting law professor at East China University of Political Science and Law (華東政法大學),East China Normal University (華東師範大學) and Shanghai Institute of Foreign Trade (上海對外經貿大學) and an arbitrator of Shanghai Arbitration Commission (上海仲裁委員會).

Mr. Tao obtained a bachelor's degree in Chinese from Shanghai Normal University (上海師範大學) in January 1983 in the PRC and a master's degree in law from Fudan University (復旦大學) in June 1997 in the PRC. He obtained the legal professional qualification of the PRC in October 1985.

Dr. Song Ruilin (宋瑞霖), aged 63, was appointed as an independent non-executive Director in October 2024. He is responsible for supervising and providing independent judgement to the Board.

Dr. Song has extensive experience in the pharmaceutical industry. Dr. Song has been serving as executive president of China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會) since September 2009, specialising in the research of pharmaceutical policies in China.

Dr. Song previously held the position of independent director in several listed companies, including serving as an independent director of Shenzhen Chipscreen Bioscience Co., Ltd. (深圳微芯生物科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688321) from June 2018 to March 2024.

Dr. Song has been holding directorships in the following listed companies:

Company name	Position	Date of appointment
Luye Pharma Group Ltd. (綠葉製藥集團有限公司) (a company listed on the Stock Exchange (stock code: 2186))	Non-executive director	Since March 2017
Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (a company listed on the Stock Exchange (stock code: 2696))	Independent non-executive director	Since September 2019
Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司) (a company listed on the Stock Exchange (stock code: 2096))	Independent non-executive director	Since November 2019
Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (a company listed on the Stock Exchange (stock code: 1167))	Independent non-executive director	Since December 2020
Mediwelcome Healthcare Management & Technology Inc. (麥迪衛康健康醫療管理科技股份有限公司) (a company listed on the Stock Exchange (stock code: 2159))	Independent non-executive director	Since December 2020

Dr. Song obtained a bachelor's degree in law from Chinese University of Political Science and Law (中國政法大學) in July 1985 in the PRC, a master's degree in business administration from China Europe International Business School in November 2004 in the PRC and a doctorate degree in social and administrative pharmacy from China Pharmaceutical University in December 2018 in the PRC.

Mr. Chan Heung Wing Anthony (陳向榮), aged 52, was appointed as an independent non-executive Director in May 2025. He is responsible for supervising and providing independent judgement to the Board.

Mr. Chan has more than 26 years of experience in the legal industry. He has worked as a lawyer for more than 24 years at various law firms since July 2000, and he is currently a partner of KEMP M.B. LLP. Since May 2024, Mr. Chan has also been serving as the independent non-executive director of Sunho Biologics, Inc. (a company listed on the Stock Exchange (stock code: 2898)) as well as the chairperson of its audit committee.

Mr. Chan obtained his bachelor's degree in law and his bachelor's degree in commerce with a major in finance from the University of New South Wales in New South Wales in October 1997. He obtained his postgraduate certificate in laws from the University of Hong Kong (香港大學) in Hong Kong in June 1998. He further obtained his master's degree in accounting from Central Queensland University in Queensland in March 2004. Mr. Chan was admitted as a solicitor in Hong Kong in July 2000. He has been a member of the American Institute of Certified Public Accountants since March 2006.