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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sunho Biologics, Inc.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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Sunho Biologics, Inc.

盛禾生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2898)

**(1) REQUISITION FOR CONVENING AN EXTRAORDINARY GENERAL MEETING;
(2) PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Sunho Biologics, Inc. to be held at 3:00 p.m. on Thursday, August 27, 2026 at the Purple Palace, Nanjing, the PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sunho-bio.com.cn).

If you are not able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

August 13, 2026

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Sunho Biologics, Inc. (盛禾生物控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on May 14, 2021, whose Shares are listed on the main board of the Stock Exchange (stock code: 2898)
“Director(s)”	the director(s) of the Company
“Efung Anhe”	Huzhou Efung Anhe Venture Capital Partnership (Limited Partnership) (湖州市倚鋒安禾創業投資合夥企業(有限合夥)), a limited partnership established in the PRC, being one of the Shareholders
“Efung Ansheng”	Huzhou Efung Ansheng Venture Capital Partnership (Limited Partnership) (湖州市倚鋒安盛創業投資合夥企業(有限合夥)), a limited partnership established in the PRC, being one of the Shareholders
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 3:00 p.m. on Thursday, August 27, 2026 at the Purple Palace, Nanjing, the PRC to consider and, if appropriate, approve the resolution contained in the notice of the meeting which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	August 10, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Proposed Resolution”	the proposed ordinary resolution to be put forward at the EGM as requested by the Requisitionists under the Requisition Notice to consider and, if thought fit, approve the appointment of Dr. XIA Long (夏龍) as a non-executive Director
“Requisition”	the requisition contained in the Requisition Notice requesting for an EGM to be held for the purpose of considering, and thought fit, passing the Proposed Resolution
“Requisition Notice”	the requisition notice received by the Company on August 6, 2026 from the Requisitionists setting out the Requisition
“Requisitionists”	Efung Ansheng and Efung Anhe, collectively held an aggregate of 17,500,000 Shares, representing approximately 11.17% of the total issued share capital of the Company as of the Latest Practicable Date
“Share(s)”	ordinary share(s) of US\$0.0005 each in the share capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



Sunho Biologics, Inc.

盛禾生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2898)

Executive Directors:

Mr. ZHANG Feng (*Chairman*)

Ms. JIANG Xiaoling (*Vice president*)

Independent Non-executive Directors:

Mr. CHAN Heung Wing Anthony

Ms. FENG Lan

Mr. SHI Luwen

Registered Office in the Cayman Islands:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Headquarters:

Room 302, Building 3

No. 198 Peninsula Middle Road, Dipu Street

Anji County, Huzhou City

Zhejiang Province

PRC

No. 5 Xingjian Road

Nanjing Economic and Technological

Development Zone

PRC

Principal place of business in the PRC:

No. 5 Xingjian Road

Nanjing Economic and Technological

Development Zone

PRC

Principal place of business in Hong Kong:

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

August 13, 2026

To the Shareholders,

Dear Sir or Madam,

(1) REQUISITION FOR CONVENING AN EXTRAORDINARY GENERAL MEETING;

(2) PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;

AND

(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the announcement of the Company dated August 7, 2026 in relation to the Requisition.

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolution; and (ii) the notice of the EGM.

2. SHAREHOLDERS' REQUISITION

The Requisition

On August 6, 2026, the Board received the Requisition Notice from the Requisitionists, being Efung Ansheng and Efung Anhe. The Requisitionists collectively held an aggregate of 17,500,000 Shares, representing approximately 11.17% of the total issued share capital of the Company as of the Latest Practicable Date, which meets the requirement of holding not less than 10% of such total voting rights to lodge the requisition under the Articles of Association. The Requisition requests the Board to convene an extraordinary general meeting to consider and, if thought fit, pass the proposed ordinary resolution for the election of Dr. XIA Long (夏龍) (the “**Nominee**”) as a non-executive Director.

Relevant provisions under the Articles of Association

Pursuant to article 17.6 of the Articles of Association, the Directors shall, within 21 days from the date of the deposit of the Requisition Notice, proceed to convene a general meeting. If the Directors do not within 21 days from the date of the deposit of the Requisition Notice duly proceed to convene a general meeting to be held within a further 21 days, the Requisitionists, or any of them representing more than one-half of the total voting rights of all of the Requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period.

3. PROPOSED RESOLUTION

Pursuant to the Requisition, an ordinary resolution will be put forward at the EGM for the Shareholders to consider and, if thought fit, approve the appointment of Dr. XIA Long (夏龍) as a non-executive Director.

The Company is required to disclose the details referred to under Rule 13.51(2) of the Listing Rules in respect of any proposed new Director in the notice or accompanying circular to the Shareholders of the relevant general meeting. Biographical details of the Nominee, which have been reproduced from and are solely based upon the information provided by the Requisitionists in the Requisition Notice, are set out in the Appendix to this circular. Shareholders should note that the biographical details of the Nominee stated in the Appendix to this circular have not been verified.

LETTER FROM THE BOARD

4. REASONS FOR THE PROPOSED RESOLUTION

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolution. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect thereof.

The Company is a Chapter 18A biotech company, with its core product currently in pivotal clinical trials. The Board, after duly considering the following reasons, is of the view that the Proposed Resolution is not in the best interests of the Company and the Shareholders as a whole:

(1) Mismatch between the Nominee's background and the Group's actual needs

The Nominee's expertise lies primarily in investment and consulting, with no demonstrated hands-on operational experience in drug development, clinical trial management or process development within biopharmaceutical companies. As a bio-tech enterprise still navigating critical-stage clinical programmes, the Company's near-term strategic priorities centre on advancing its biologics pipelines and resolving clinical and industrialisation-related execution matters. The Nominee's predominantly investment-focused profile would not address the Board's most pressing capability needs at this juncture.

(2) Integration time for a new Director would delay key value milestones

Even apart from the above, any new Director would need substantial time to familiarise himself/herself with the Group's core technology platforms, regulatory framework, clinical strategy and capital structure. The Group is now in a critical window for its products' clinical development. Any directorship change would, in the short to medium term, postpone key value-creation events such as pipeline monetisation and clinical collaborations.

5. EGM

The Company will convene the EGM at 3:00 p.m. on Thursday, August 27, 2026 at the Purple Palace, Nanjing, the PRC to consider and, if thought fit, to pass the Proposed Resolution in respect of the matter set out in the notice of the EGM. A form of proxy for use at the EGM is enclosed herewith. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment of that meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment of that meeting should you so wish.

LETTER FROM THE BOARD

In accordance with 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 EGM, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands. Accordingly, save for purely procedural or administrative matters, the voting on the Proposed Resolution at the EGM will be conducted by a way of poll.

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, August 24, 2026 to Thursday, August 27, 2026, both days inclusive, during which no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 Friday, August 21, 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is Thursday, August 27, 2026.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors 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.

8. RECOMMENDATION

For the reasons set out in the section headed "4. Reasons for the Proposed Resolution" above, the Directors consider that the Proposed Resolution is not in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors do not recommend the Shareholders to vote in favour of the Proposed Resolution at the EGM.

LETTER FROM THE BOARD

9. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this circular and the notice convening the EGM.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Sunho Biologics, Inc.
Mr. ZHANG Feng
Chairman and executive Director

The biographical details of the Nominee proposed to be appointed as a non-executive Director at the EGM as set out in the Requisition Notice are provided below:

Dr. XIA Long (夏龍)

Dr. XIA Long, male, born in June 1987, is a Chinese national with no permanent residency abroad. He holds a Ph.D. in Pharmacy from Fudan University. He began his career as an Analyst at Shanghai Pudong Science and Technology Investment Co., Ltd. (October 2017–June 2018), before moving to Yicun Capital Co., Ltd. as Investment Manager (July 2018–April 2021). He then joined Shenzhen Yifeng Investment Management Enterprise (Limited Partnership), where he served successively as Investment Director and Managing Director from April 2021 to June 2025. Since June 2025, he has been Managing Director at Hainan Yifeng Junma Private Equity Fund Management Co., Ltd..

Dr. XIA has over a decade of consulting and investment experience in the biopharmaceutical industry, with a track record that includes cross-border M&A and numerous private equity investments in domestic pharmaceutical companies. His representative transactions include the acquisition of Italy's Nerviano Medical Sciences (NMS) Group, and equity investments in Obio Technology (688238), Yahuong Biopharma (688176), Xuanzhu Biopharma (2575), Sunho Biologics (2898), Lingyi Biotech, Aomo Pharma, Bendao Gene and Heluo Xintu, as well as angel investments in Hefei Tiangang Immune and Lingshi Zhiyuan.

Save as disclosed above, Dr. XIA (i) did not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and had no relationship with any existing or proposed Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company; (iv) was not interested in and did not hold any short position in any shares or underlying shares in or any 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 (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. XIA has not been involved in any of the events under Rule 13.51 (2) (h) to (v) of the Listing Rules and there are no other matters in relation to Dr. XIA's appointment as a Director that need to be brought to the attention of the Shareholders.

NOTICE OF EGM



Sunho Biologics, Inc.

盛禾生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2898)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Sunho Biologics, Inc. (the “**Company**”) as requisitioned by its shareholders in accordance with the articles of association of the Company will be convened and held at 3:00 p.m. on Thursday, August 27, 2026 at the Purple Palace, Nanjing, the PRC for the purposes of considering and, if thought fit, passing with or without amendment(s) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **THAT** Dr. XIA Long (夏龍) be appointed as a non-executive director of the Company with immediate effect upon passing of this ordinary resolution.

By order of the Board
Sunho Biologics, Inc.
Mr. ZHANG Feng
Chairman and executive Director

Hong Kong, August 13, 2026

<i>Registered office in the Cayman Islands:</i>	<i>Headquarters:</i>	<i>Principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309	Room 302, Building 3	No. 5 Xingjian Road	31/F, Tower Two
Ugland House	No. 198 Peninsula	Nanjing Economic	Times Square
Grand Cayman,	Middle Road,	and Technological	1 Matheson Street
KY1-1104	Dipu Street	Development Zone	Causeway Bay
Cayman Islands	Anji County,	PRC	Hong Kong
	Huzhou City		
	Zhejiang Province		
	PRC		
	No. 5 Xingjian Road		
	Nanjing Economic and		
	Technological		
	Development Zone		
	PRC		

NOTICE OF EGM

Notes:

1. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is Thursday, August 27, 2026. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, August 24, 2026 to Thursday, August 27, 2026, both days 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 Hong Kong share registrar, 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 Friday, August 21, 2026.
2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
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 of the Company.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised 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 authorised, and must be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, 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 EGM.

As at the date of this notice, the executive directors of the Company are Mr. ZHANG Feng and Ms. JIANG Xiaoling; and the independent non-executive directors of the Company are Mr. CHAN Heung Wing Anthony, Ms. FENG Lan and Mr. SHI Luwen.