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GENOR BIOPHARMA HOLDINGS LIMITED

嘉和生物藥業(開曼)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6998)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**Meeting**” or “**EGM**”) of Genor Biopharma Holdings Limited (the “**Company**”) will be held at Room 501-02, 5/F, Building 6, 690 Bibo Road, Pudong New District, Shanghai, China on Monday, 22 December 2025 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular dated 5 December 2025 of the Company (the “**Circular**”):

ORDINARY RESOLUTIONS

1. The Proposed Merger and the Specific Mandate

1. “THAT:

- (a) the Merger Agreement dated 13 September 2024 entered into among the Company, the Merger Sub and the Target (a copy of which marked “A” has been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon (i) the fulfilment of the conditions precedent in the Merger Agreement; (ii) the Listing Committee approving the listing of, and granting permission to deal in, the Consideration Shares; and (iii) the passing of resolutions numbered 3(a) and (b) below, the Directors be and are hereby granted the Specific Mandate to allot, issue, credited as fully paid, the Consideration Shares to the Target Shareholders pursuant to the Merger Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke other general or specific mandate(s) which has/have been granted prior to the passing of this resolution or may from time to time be granted to the Directors; and

- (c) any one Director be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any agreements, announcements, circulars, listing applications, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, appointments of agents for service of process and other documents (whether of a like nature or not) (“**Ancillary Documents**”), and to do all such acts and things, as may in his sole opinion and absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Proposed Merger, the Merger Agreement, the allotment and issue of the Consideration Shares and the transactions contemplated thereunder.”

2. The Retention Plan

2. “THAT:

- (a) subject to the consent of the Executive pursuant to Rule 25 of the Takeovers Code with respect to the Retention Agreements entered into among the Company and the Target on 13 September 2024 (a copy of which marked “B” has been tabled before the Meeting and signed by the Chairman of the Meeting for the purpose of identification) and any conditions that may be imposed thereon, the Retention Agreements and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any Ancillary Document, and to do all such acts and things, as may in his sole opinion and absolute discretion consider necessary, appropriate, desirable or expedient to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Retention Agreements and transactions contemplated thereunder.”

3. Increase in Authorised Share Capital

3. “THAT:

- (a) the increase of the Company’s authorised share capital from US\$20,000 divided into 1,000,000,000 Shares of a par value of US\$0.00002 each to US\$60,000 divided into 3,000,000,000 Shares of a par value of US\$0.00002 each by creation of an additional 2,000,000,000 Shares with a par value of US\$0.00002 each to rank pari passu in all respects to the existing shares of the Company be and is hereby approved; and
- (b) any one Director be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any Ancillary Document, and to do all such acts and things, as may in his sole opinion and absolute discretion consider necessary, appropriate, desirable or expedient to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the increase in authorised share capital of the Company.”

4. One-off Share Option Plan

4. “THAT conditional upon the passing of resolutions numbered 3(a) and (b) above:

- (a) conditional upon the Listing Committee approving the listing of, and granting permission to deal in, the Shares which may fall to be allotted and issued upon exercise of the share options that may be granted under the One-off Share Option Plan, the One-off Share Option Plan (a copy of the One-off Share Option Plan has been produced to the Meeting marked “B” and initial by the Chairman of the Meeting for identification purpose), the principal terms of which are set out in Appendix VI to the Circular, be and is hereby approved and adopted by the Company;
- (b) any one Director be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any Ancillary Document, and to do all such acts and things, as may in his sole opinion and absolute discretion consider necessary, appropriate, desirable or expedient to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the One-off Share Option Plan and transactions contemplated thereunder.”

SPECIAL RESOLUTIONS

5. The Whitewash Waiver

5. “**THAT:**

- (a) conditional upon (i) passing of resolution numbered 1 above; and (ii) the Executive granting to Mr. Ni the Whitewash Waiver and the satisfaction of any condition(s) attached to the Whitewash Waiver imposed by the Executive, the Whitewash Waiver be and is hereby approved; and
- (b) any one Director be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any Ancillary Document, and to do all such acts and things, as may in his sole opinion and absolute discretion consider necessary, appropriate, desirable or expedient to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Whitewash Waiver.”

6. Change of Company Name

6. “**THAT** upon Merger Effective Time:

- (a) the English name of the Company be changed from “Genor Biopharma Holdings Limited” to “Edding Genor Group Holdings Limited” and the dual foreign name of the Company in Chinese be changed from “嘉和生物藥業(開曼)控股有限公司” to “億騰嘉和醫藥集團有限公司” (“**Change of Company Name**”); and
- (b) any one Director be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any Ancillary Document, and to do all such acts and things, as may in his sole opinion and absolute discretion consider necessary, appropriate, desirable or expedient to do such acts and things, to sign and execute all such further documents and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Change of Company Name.”

By Order of the Board

Genor Biopharma Holdings Limited

Mr. Weng Chengyi

Executive Director and Chief Financial Officer

Hong Kong, 5 December 2025

Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:00 a.m. on Saturday, 20 December 2025 (Hong Kong time)) or any adjournment thereof (as the case may be). Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 18 December 2025 to Monday, 22 December 2025 to both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares should ensure that all the transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Ltd. at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 December 2025. The record date for the EGM will be Monday, 22 December 2025.

In the event that the meeting is adjourned to a date later than Monday, 22 December 2025 due to bad weather conditions or other reasons, the period of closure of the register of members of the Company for determination of Shareholders' entitlement to attend and vote at the EGM will remain the same as stated above.

5. If the EGM is seriously affected by a typhoon or a bad weather condition in Shanghai, China, the Company may postpone the EGM to a later date, and the Company will publish an announcement on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) to notify the Shareholders of the new date, time and place of the adjourned EGM. For the avoidance of doubt, the EGM may still be held as scheduled during a typhoon or a bad weather condition in Shanghai, China. Shareholders should decide on their own whether they would attend the EGM under such bad weather condition bearing in mind their own situations.
6. Further information relating to all the matters set out in the above resolutions and further information relating to the Company are set out in the Circular.

As at the date of this notice, the Board comprises Mr. Weng Chengyi as an executive Director; Mr. Yu Tieming and Mr. Liu Yi as non-executive Directors; and Mr. Fung Edwin, Mr. Chen Wen and Ms. Cui Bai as independent non-executive Directors.