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友芝友生物製藥

Wuhan YZY Biopharma Co., Ltd.
武漢友芝友生物製藥股份有限公司

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

(Stock Code: 2496)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司) (the “**Company**”) will be held at Conference Room 210, 2nd Floor, Building C2-1, No. 666 Gaoxin Road, East Lake High Tech, Development Zone, Wuhan, Hubei Province, PRC on Thursday, June 27, 2024 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Annual Report for 2023.
2. To consider and approve the report of the Board of Directors for 2023 of the Company.
3. To consider and approve the report of the Supervisory Committee for 2023 of the Company.
4. To consider and approve the report of the financial report for 2023 of the Company.
5. To consider and approve the report of the profit distribution plan for 2023 of the Company.
6. To consider and approve the proposed reappointment of the auditor for 2024.

SPECIAL RESOLUTIONS

7. To consider and approve the proposed grant of general mandate to the Board to issue additional Shares:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) 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,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution); and

(c) for the purposes 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 the Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

8. To consider and approve the proposed adoption of the 2024 H Share Option Plan:
- “**THAT:** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the H Shares which may fall to be allotted and issued pursuant to the exercise of any options that may be granted under the 2024 H Share Option Plan, the 2024 H Share Option Plan be and is hereby approved and adopted, and the Board and/or the Administrator are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 H Share Option Plan, including without limitation:
- (a) to administer the 2024 H Share Option Plan;
 - (b) to modify and/or amend the 2024 H Share Option Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 H Share Option Plan relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (c) to grant options to subscribe for H Shares under the 2024 H Share Option Plan and to allot and issue from time to time such number of H Shares as may be required to be allotted and issued pursuant to the exercise of the options granted under the 2024 H Share Option Plan and subject to the Listing Rules;
 - (d) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any H Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the 2024 H Share Option Plan; and
 - (e) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 H Share Option Plan.”
9. To consider and approve the Plan Mandate Limit (being 19,384,800 H Shares, representing approximately 10.0% of the Shares in issue as at the date of passing this resolution), subject to and conditional upon the passing of resolution numbered 8 above.
10. To consider and approve the Service Provider Sublimit (being 1,938,400 H Shares, representing 1.0% of the total number of Shares in issue as at the date of passing this resolution), subject to and conditional upon the passing of resolutions numbered 8 and 9 above.
11. To consider and approve the proposed amendments to the Articles of Association as set out in the circular of the Company dated May 29, 2024 and to authorize the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising therefrom.

By order of the Board
Wuhan YZY Biopharma Co., Ltd.
Dr. Zhou Pengfei
*Chairman of the Board, Executive
Director and Chief Executive Officer*

Wuhan, PRC, May 29, 2024

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated May 29, 2024 (the “**Circular**”). Unless the context otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.
2. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the Articles of Association. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zybio.com) in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs 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. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
4. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. For Shareholders, the aforementioned documents must be deposited at the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, June 26, 2024) or the adjourned meeting (as the case may be). Completion and return 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.
5. An individual Shareholder shall produce his/her identification document when attending the Annual General Meeting.
6. A proxy who attends the Annual General Meeting upon entrustment by a Shareholder should produce his/her identification document and the power of attorney issued by the Shareholder. If a representative of a corporate Shareholder attends the Annual General Meeting, such representative shall produce his/her identification document and the notarized copy of the power of attorney or other notarized copy of any authorization documents issued by such corporate Shareholder.
7. In order to determine the rights of H Shareholders to attend and vote at the Annual General Meeting of the Company to be held on Thursday, June 27, 2024, the register of members of H Shares will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024 (both days inclusive), during which period no transfer of H Shares will be registered. Members whose names appear on the register of members of the Company on Thursday, June 27, 2024 will be entitled to attend and vote at the Annual General Meeting. In order to be eligible for attending the Annual General Meeting, all completed transfer forms accomplished by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, June 21, 2024.
8. The contact of the Company:

Address:	Board Office Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司) No. 666 Gaoxin Road East Lake High Tech Development Zone Wuhan, Hubei Province PRC
Postal Code:	430075
Tel:	(86) 027-82668988
Contact Person:	Mr. Zheng Jianhua
Email:	zhengjianhua@zybio.com
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Dr. Zhou Pengfei as executive Director, Mr. Yuan Qian, Dr. Zhou Hongfeng, Mr. Pang Zhenhai, Dr. Hui Xiwu, Ms. Liang Qian, Dr. Guo Hongwei and Mr. Xie Shouwu as non-executive Directors, and Dr. Cheng Bin, Dr. Dai Weiguo, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin as independent non-executive Directors.