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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 3, 2nd Floor, Building C2-1, No. 666 Gaoxin Road, East Lake High Tech Development Zone, Wuhan, Hubei Province, PRC on Wednesday, June 25, 2025 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 2024.
2. To consider and approve the report of the Board of Directors for 2024 of the Company.
3. To consider and approve the report of the Supervisory Committee for 2024 of the Company.
4. To consider and approve the financial report for 2024 of the Company.
5. To consider and approve the profit distribution plan for 2024 of the Company.
6. To consider and approve the proposed reappointment of Deloitte Touche Tohmatsu as the auditor of the Company for 2025 and to authorize the Board to determine their remuneration.
7. To consider and approve the election of the new session of the Board:
  - 7.1 Election of Dr. Zhou Pengfei as executive Director, and to authorize the Board to determine his remuneration;
  - 7.2 Election of Mr. Wen Zhicheng as executive Director, and to authorize the Board to determine his remuneration;
  - 7.3 Election of Dr. Yuan Qian as non-executive Director;
  - 7.4 Election of Dr. Zhou Hongfeng as non-executive Director;

- 7.5 Election of Mr. Pang Zhenhai as non-executive Director;
- 7.6 Election of Dr. Hui Xiwu as non-executive Director;
- 7.7 Election of Mr. Xie Shouwu as non-executive Director;
- 7.8 Election of Dr. Cheng Bin as independent non-executive Director, and to authorize the Board to determine his remuneration;
- 7.9 Election of Ms. Fu Lili as independent non-executive Director, and to authorize the Board to determine her remuneration;
- 7.10 Election of Dr. Deng Yuezhen as independent non-executive Director, and to authorize the Board to determine his remuneration;
- 7.11 Election of Dr. Chen Bin as independent non-executive Director, and to authorize the Board to determine his remuneration.
- 8. To consider and approve the election of the new session of the Supervisory Committee:
  - 8.1 Election of Mr. Wang Junming as Shareholder representative Supervisor;
  - 8.2 Election of Ms. Liu Fang as Shareholder representative Supervisor;
  - 8.3 Election of Mr. Ji Changtao as Shareholder representative Supervisor.
- 9. To consider and approve the proposed amendments to the Rules of Procedures for the General Meeting of Shareholders (《股東大會議事規則》).

### **SPECIAL RESOLUTIONS**

- 10. 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).”

11. To consider and approve the proposed amendments to the Articles of Association as set out in the circular of the Company dated May 30, 2025 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 30, 2025

*Notes:*

1. Details of the above resolutions are set out in the circular of the Company dated May 30, 2025 (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](http://www.hkexnews.hk)) and the Company ([www.yzybio.com](http://www.yzybio.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 Tuesday, June 24, 2025) 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 Wednesday, June 25, 2025, the register of members of H Shares will be closed from Friday, June 20, 2025 to Wednesday, June 25, 2025 (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 Wednesday, June 25, 2025 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, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, June 19, 2025.
8. The contact of the Company:
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|-----------------|--|
| Address:        | Board Office<br>Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司)<br>No. 666 Gaoxin Road<br>East Lake High Tech Development Zone<br>Wuhan, Hubei Province<br>PRC |
| Postal Code:    | 430075   |
| Tel:            | (86) 027-82668988  |
| Contact Person: | Mr. Zheng Jianhua  |
| Email:          | zhengjianhua@yzybio.com  |
9. References to time and dates in this notice are to Hong Kong time and dates.

This circular (in both English and Chinese versions) has been posted on the Company's website at [www.yzybio.com](http://www.yzybio.com).

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to 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 or by sending an email to [YZYBIO.ecom@computershare.com.hk](mailto:YZYBIO.ecom@computershare.com.hk).

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.

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