

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**Qyuns Therapeutics Co., Ltd.**  
**江蘇荃信生物醫藥股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2509)**

**NOTICE OF 2024 ANNUAL GENERAL MEETING**

Notice is hereby given that the AGM of Qyuns Therapeutics Co., Ltd. (the “**Company**”) will be held at North Conference Room, 2nd Floor, Building 1, No.907 Yaocheng Avenue, Taizhou City, Jiangsu Province, the PRC on Friday, June 20, 2025 at 2:00 p.m. for the following purposes:

**AS ORDINARY RESOLUTIONS**

1. To consider and approve the resolution on the report of the Board of Directors of the Company for the year ended December 31, 2024.
2. To consider and approve the resolution on the report of the Board of Supervisors of the Company for the year ended December 31, 2024.
3. To consider and approve the annual report of the Company for the year ended December 31, 2024.
4. To consider and approve the proposed profit distribution plan of the Company for the year ended December 31, 2024.
5. To consider and approve the 2025 remuneration scheme of the Directors and Supervisors of the Company.
6. To consider and approve the engagement of KPMG as the auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Board to determine their remuneration.

**AS SPECIAL RESOLUTIONS**

7. To consider and approve the proposed amendments to the Articles of Association, Rules and Procedures for General Meetings, Rules and Procedures for Board Meetings and Rules and Procedures for Supervisors Meetings and authorise the Board to deal with on behalf of the Company all relevant procedures and matters to effect the amendments.

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

A. **“THAT:**

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional H Shares (including any sale or transfer of Treasury Shares (which shall have the meaning ascribed to it under the Listing Rules)), 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, in respect thereof, subject to the following conditions:
- (a) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to the mandate above, shall not exceed 20% of the aggregate number of total issued Shares (excluding Treasury Shares) as at the date of passing this resolution; and
- (b) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time);

For the purpose of this resolution:

“H Shares” means the overseas listed foreign invested ordinary share in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- A. the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- B. the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting; or
- C. 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.

- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
  - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate);
  - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company; and
  - (d) authorize the Chairman and the relevant authorized persons to approve, sign and issue the relevant documents, announcements and circulars and to make the relevant disclosures in accordance with the applicable laws and regulation.”

**B. “THAT:**

- (1) subject to sub-paragraphs (2) and (3) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Stock Exchange during the Relevant Period for Repurchase, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies.
- (2) the total number of H Shares of the Company authorised to be repurchased subject to the approval in sub-paragraph (1) above during the Relevant Period for Repurchase shall not exceed 10% of the total number of the H Shares in issue of the Company as at the date of the passing of this resolution (excluding any Treasury Shares).
- (3) “Relevant Period for Repurchase” means the period from the passing of this resolution until the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company; or
  - (b) the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting.
  - (c) 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.

- (4) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
- (a) exercise all the powers of the Company to repurchase certain issued H Shares on the Stock Exchange on such terms as it thinks fit and to deal with related matters, including but not limited to the specific plan for the repurchase of the relevant H Shares (including but not limited to the repurchase price, the number of H Shares to be repurchased, the timing of the repurchase, etc.) which may be formulated, adjusted or terminated by the Board in accordance with the relevant laws and regulations; to handle the repurchase, cancel or hold the repurchased H Shares in treasury within the scope permitted by the Listing Rules and applicable laws and regulations;
  - (b) decide whether to implement or terminate the specific plan (if any) in relation to the repurchase of H Shares in light of the Company's actual operation and share price performance;
  - (c) cancel the repurchased H Shares, reduce the registered share capital of the Company, make corresponding amendments to the Articles of Association, notify the creditors of the Company, publish an announcement and convene a debenture holders' meeting (if any), and carry out the relevant statutory registrations and filings, in accordance with the relevant laws and regulations and Articles of Association. or hold the repurchased H Shares in treasury to the extent permitted by the Listing Rules and applicable laws and regulations; and
  - (d) other matters relating to the repurchase of H Shares, unless the relevant laws and regulations expressly provide that such repurchase must be exercised by the Shareholders at a general meeting and has not been authorized by the Board."

By Order of the Board  
**Qyuns Therapeutics Co., Ltd.**  
**Mr. Qiu Jiwan**

*Chairman of the Board and Executive Director*

Hong Kong, April 30, 2025

*As of the date of this notice, the Board comprises Mr. Qiu Jiwan as chairman and executive Director, Mr. Wu Yiliang and Mr. Lin Weidong as executive Directors, Mr. Yu Xi and Mr. Wu Zhiqiang as non-executive Directors, and Dr. Zou Zhongmei, Dr. Ling Jianqun and Mr. Fung Che Wai, Anthony as independent non-executive Directors.*

*Notes:*

1. All resolutions at the meeting 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 articles of association of the Company and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, June 6, 2025 to Friday, June 20, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 5, 2025 (Hong Kong time) for registration.
3. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.

For the avoidance of doubt and for the purposes of the Listing Rules, holders of Treasury Shares (if any) are not entitled to vote at the Company's general meetings.

4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorising that attorney to sign must be notarised.
5. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time fixed for the meeting (i.e. not later than 2:00 p.m. on Thursday, June 19, 2025 (Hong Kong time)).
6. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was signed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.
7. In accordance with the Company's articles of association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, and this notice, when served on such person, shall be deemed to have been given to all joint holders of such share.
8. Shareholders or their proxies shall produce their identification documents for inspection when attending the AGM.
9. The AGM is expected to last for no more than half of a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
10. Designated contact for the AGM:

Telephone No.: +86 523-80276311  
Attention: Yanbao Hu