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## **ImmuneOnco Biopharmaceuticals (Shanghai) Inc.**

### **宜明昂科生物醫藥技術（上海）股份有限公司**

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

**(Stock Code: 1541)**

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (the “**Company**”) will be held at Unit 15, 1000 Zhangheng Road, China (Shanghai) Pilot Free Trade Zone, Pudong New Area, Shanghai, PRC on Wednesday, May 28, 2025 at 9:30 a.m. to consider and, if thought fit, approve the following resolutions. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated April 30, 2025.

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the Board of Directors of the Company (the “**Board**”) for the year 2024.
2. To consider and approve the work report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year 2024.
3. To consider and approve the annual report of the Company for the year 2024.
4. To consider and approve the final financial report of the Company for the year 2024 and the financial budget report of the Company for the year 2025.
5. To consider and approve the 2024 Profit Distribution Plan.
- 6a. To consider and approve the appointment of Mr. Zhang Ruliang as an executive Director of the Company with the term of office, upon approval at the Annual General Meeting and ending upon the expiry of the term of appointment of the second session of the Board.
- 6b. To consider and approve the appointment of Ms. Fu Dawei as a non-executive Director of the Company with the term of office, upon approval at the Annual General Meeting and ending upon the expiry of the term of appointment of the second session of the Board.

- 6c. To consider and approve the re-election of Dr. Tian Wenzhi as executive Director of the second session of the Board;
- 6d. To consider and approve the re-election of Mr. Li Song as executive Director of the second session of the Board;
- 6e. To consider and approve the re-election of Ms. Guan Mei as executive Director of the second session of the Board;
- 6f. To consider and approve the re-election of Dr. Xu Cong as non-executive Director of the second session of the Board;
- 6g. To consider and approve the re-election of Dr. Zhenping Zhu as independent non-executive Director of the second session of the Board;
- 6h. To consider and approve the re-election of Dr. Kendall Arthur Smith as independent non-executive Director of the second session of the Board;
- 6i. To consider and approve the re-election of Mr. Yeung Chi Tat as independent non-executive Director of the second session of the Board;
7. To consider and approve the re-election of Ms. Tian Miao as a shareholder representative Supervisor of the second session of the Supervisory Committee;
8. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company for the year 2025 and to authorise the Board to determine its remuneration.
9. To consider and approve the directors remuneration plan for the year 2025.
10. To consider and approve the supervisors remuneration plan for the year 2025.
11. To consider and approve the proposed change in use of proceeds.

#### **SPECIAL RESOLUTIONS**

12. To consider and approve granting of a general mandate to the Board to exercise the right to allot, issue and/or deal with new shares of the Company:

**“THAT:**

- (a) subject to the limitations imposed by (c) and (d) below and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Company Law of the People’s Republic of China (“**PRC**”), and other applicable laws and regulations (in each case as amended from time to time), a

waiver of the relevant restrictions and requirements (if any) in the articles of association of the Company (the “**Articles of Association**”) is granted hereby and a general and unconditional mandate be and is hereby granted to the Board to exercise once or more during the “Relevant Period” (as defined below) all the powers of the Company to allot, issue and/or deal with new shares and to sell or transfer treasury shares of the Company (if any) on such terms and conditions the Board may determine and that, in the exercise of their powers to allot, issue and/or deal with shares and to sell or transfer treasury shares of the Company (if any), the authority of the Board shall include (without limitation):

- (i) the determination of the class and number of the shares to be allotted and issued;
  - (ii) the determination of the issue price of the new shares;
  - (iii) the determination of the opening and closing dates of the issue of new shares;
  - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
  - (v) to determine the use of proceeds;
  - (vi) to make or grant offers, agreements and options which might require the issue, allotment or disposal of such new shares; and
  - (vii) in the case of an offer or issue of shares to the shareholders of the Company, excluding shareholders who are residents outside the PRC or the Hong Kong Special Administrative Region, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board consider expedient;
- (b) upon the exercise of the powers granted under paragraph (a), the Board may during the “Relevant Period” make or grant offers, agreements and options which might require the shares relating to the exercise of the authority there under being allotted and issued after the expiry of the “Relevant Period”;
- (c) the aggregate number of H Shares and Unlisted Shares authorized to be issued by the Board pursuant to the authority granted under paragraph (a) above (excluding any shares which may be allotted upon the conversion of the capital reserve (資本公積) into capital in accordance with the Company Law of the PRC or the Articles of Association) shall not exceed 20% of the total number of the issued Shares of the Company as at the date of this Resolution being approved at the AGM;

- (d) the Board in exercising the powers granted under paragraph (a) above shall (i) comply with the Company Law of the PRC, other applicable laws and regulations of the PRC, and the Listing Rules (in each case, as amended from time to time) and (ii) be subject to the approvals of the China Securities Regulatory Commission and relevant authorities of the PRC (if any);
  - (e) for the purposes of this Resolution: “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:
    - (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; or
    - (iii) the date on which the powers granted by this Resolution are revoked or varied by a special resolution of the Company in general meeting;
  - (f) the Board of directors shall, subject to the relevant approvals of the relevant authorities and the exercise of the power granted under paragraph (a) above in accordance with the Company Law and other applicable laws and regulations of the PRC, increase the Company’s registered capital based on the waiver granted under paragraph (a) above corresponding to the relevant number of shares allotted upon the exercise of the powers granted under paragraph (a) of this Resolution, provided that the registered capital of the Company shall not exceed 120% of the amount of registered capital of the Company as at the date of passing of this Resolution;
  - (g) the Board be and they are hereby authorised based on the waiver granted under paragraph (a) above to amend, as they may deem appropriate and necessary, relevant articles of the Articles of Association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the powers granted under paragraph (a) to allot and issue new shares.”
13. To consider and approve the proposed grant of general mandate to the Board to repurchase H Shares.
- (a) subject to resolution number 13(b) below, waiving the relevant restrictions and requirements (if any) in the Articles of Association and granting to the Board a general mandate during the Repurchase Mandate Period (as defined below) to, in accordance

with all applicable laws and regulations of the PRC government or securities regulators, the Hong Kong Stock Exchange, the Hong Kong Securities and Futures Commission or any other government or regulatory agency, in order to safeguard the Company's value and Shareholders' interests, and on such terms as they deem fit, exercise all the power of the Company to repurchase part of the issued H Shares on the Hong Kong Stock Exchange and handle related matters, including but not limited to the specific plan for the repurchase of relevant H Shares (including but not limited to repurchase price, number of H Shares to be repurchased, time of repurchase, etc.) as formulated, adjusted or terminated by the Board in accordance with relevant laws and regulations, and full authority to handle repurchase, cancellation of relevant H Shares or hold the repurchased H Shares as treasury shares to the extent permitted under the Listing Rules and applicable laws and regulations. The Board is entitled to authorize its authorized persons to handle relevant matters in full according to the specific plan for the repurchase of relevant H Shares reviewed and approved by the Board;

- (b) the total number of H Shares which may be repurchased by the Company within the Repurchase Mandate Period pursuant to the approval in resolution number 13(a) above shall not exceed 10% of the total issued Shares of the Company (excluding treasury shares) on the date of passing of this resolution;
- (c) based on the Company's actual operation and stock price performance, the Board has the power to decide on the implementation or termination of specific plans in relation to the repurchase of H Shares (if any);
- (d) based on the actual situation of repurchase of H Shares and the waiver granted under paragraph (a) above, cancel the repurchased H Shares, reduce registered capital of the Company, make corresponding amendments to the Articles of Association, notify the creditors of the Company, publish announcements and convene bondholders' meetings (if applicable) in accordance with relevant laws and regulations and the Articles of Association, and carry out relevant statutory registrations and filings, and/or hold the repurchased H Shares as treasury shares to the extent permitted under the Listing Rules and applicable laws and regulations; and
- (e) other matters related to the repurchase of H Shares, except those which are expressly stipulated by relevant laws and regulations to be exercised by the Shareholders at a general meeting and which are not authorized to the Board.

For the purpose of this resolution, “Repurchase Mandate Period” refers to the period commencing from the date on which this resolution is considered and approved at the general meeting to the earlier of: (1) the conclusion of the next annual general meeting of the Company; or (2) the date on which the mandate granted under this resolution is revoked or varied by resolution at any general meeting of the Company.

By order of the Board

**ImmuneOnco Biopharmaceuticals (Shanghai) Inc.**

**宜明昂科生物醫藥技術(上海)股份有限公司**

**Tian Wenzhi**

*Chairman of the Board, Chief Executive Officer and Executive Director*

Hong Kong, April 30, 2025

*Notes:*

1. All resolutions at the Annual General 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.immuneonco.com](http://www.immuneonco.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the Annual General Meeting.
2. Any shareholder entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, must be completed and returned to the Company’s H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H Shares), or the Company’s head office and principal place of business in the PRC, at Unit 15, 1000 Zhangheng Road, China (Shanghai) Pilot Free Trade Zone, Pudong New Area, Shanghai, PRC (for holders of Unlisted Shares), at least 24 hours before the Annual General Meeting (i.e. before 9:30 a.m. on May 27, 2025) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the Annual General Meeting or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of shareholders who are entitled to attend the Annual General Meeting, the register of members of H Shares of the Company will be closed from Friday, May 23, 2025 to Wednesday, May 28, 2025, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H 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 holders of H Shares), or the Company’s head office and principal place of business in the PRC, at Unit 15, 1000 Zhangheng Road, China (Shanghai) Pilot Free Trade Zone, Pudong New Area, Shanghai, PRC (for holders of Unlisted Shares) not later than 4:30 p.m. on Thursday, May 22, 2025 for registration.

5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the Annual General Meeting.
8. References to date and time in this notice are to Hong Kong dates and time.
9. If a Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the AGM, which requires the date of the AGM to be changed, the AGM will be automatically postponed or adjourned. The Company will post an announcement on the Company's website ([www.immuneonco.com](http://www.immuneonco.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board of Directors comprises (i) Dr. Tian Wenzhi, Mr. Li Song and Ms. Guan Mei as executive Directors; (ii) Dr. Xu Cong as non-executive Director; and (iii) Dr. Zhenping Zhu, Dr. Kendall Arthur Smith and Mr. Yeung Chi Tat as independent non-executive Directors.*