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(Incorporated in the Cayman Islands as an exempted company with limited liability)

(Stock code: 1873)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting (the “**EGM**”) of VIVA BIOTECH HOLDINGS (the “**Company**”) will be held at Meeting Room A615, 735 Ziping Road, Zhoupu Town, Pudong New District, Shanghai, PRC on Thursday, January 18, 2024 at 10:00 a.m. to consider and, if thought fit, approve, with or without amendments, the following resolution of the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated December 28, 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT** the rules of the new phase I share option scheme of Viva Shanghai, a non-wholly owned subsidiary of the Company (the “**Viva Shanghai Phase I Share Option Scheme**”, the rules of which are summarized in the Circular), the rules of the Viva Shanghai Phase I Share Option Scheme (a copy of which is marked “A” and signed by the chairman of the EGM for identification purpose and has been tabled at the EGM) be and are hereby approved and adopted and that the board of directors of Viva Shanghai or a committee thereof be and are hereby authorized to:
 - (a) administer the Viva Shanghai Phase I Share Option Scheme under which options will be granted to eligible Incentive Participants to subscribe for Viva Shanghai Shares;
 - (b) modify and/or amend the rules of the Viva Shanghai Phase I Share Option Scheme from time to time subject to the provisions of such rules; and
 - (c) grant options under the Viva Shanghai Phase I Share Option Scheme and issue from time to time such number of Viva Shanghai Shares as may be required to be issued pursuant to the exercise of the options under the Viva Shanghai Phase I Share Option Scheme, subject to the Viva Shanghai Phase I Share Option Scheme Mandate Limit.”

2. “**THAT** the rules of the new phase II share option scheme of Viva Shanghai, a non-wholly owned subsidiary of the Company (the “**Viva Shanghai Phase II Share Option Scheme**”, the rules of which are summarized in the Circular), the rules of the Viva Shanghai Phase II Share Option Scheme (a copy of which is marked “B” and signed by the chairman of the EGM for identification purpose and has been tabled at the EGM) be and are hereby approved and adopted and that the board of directors of Viva Shanghai or a committee thereof be and are hereby authorized to:
- (a) administer the Viva Shanghai Phase II Share Option Scheme under which options will be granted to eligible Incentive Participants to subscribe for Viva Shanghai Shares;
 - (b) modify and/or amend the rules of the Viva Shanghai Phase II Share Option Scheme from time to time subject to the provisions of such rules; and
 - (c) grant options under the Viva Shanghai Phase II Share Option Scheme and issue from time to time such number of Viva Shanghai Shares as may be required to be issued pursuant to the exercise of the options under the Viva Shanghai Phase II Share Option Scheme, subject to the Viva Shanghai Phase II Share Option Scheme Mandate Limit.”
3. “**THAT** the appointment of Mr. WANG Stephen Hui as a non-executive Director of the Company for a term of three years commencing the date upon which the Shareholders of his appointment at the EGM, and he shall not be entitled to receive any remuneration for his position as a non-executive Director.”

Yours faithfully,
By Order of the Board
VIVA BIOTECH HOLDINGS
MAO Chen Cheney
Chairman and Chief Executive Officer

Hong Kong, December 28, 2023

Notes:

- (i) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) Completion and delivery of the form of proxy will not preclude a member from physically attending and voting in person at the EGM if the member so desires.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. no later than 10:00 a.m. on Tuesday, January 16, 2024, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Monday, January 15, 2024 to Thursday, January 18, 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, January 12, 2024.

As at the date of this notice, the Board comprises three Executive Directors, namely, Mr. Mao Chen Cheney (Chairman), Mr. Wu Ying and Mr. Ren Delin; a Non-executive Director, namely, Mr. Wu Yuting; and three Independent Non-executive Directors, namely, Mr. Fu Lei, Ms. Li Xiangrong and Mr. Wang Haiguang.