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CANbridge Pharmaceuticals Inc.

北海康成製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1228)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of CANbridge Pharmaceuticals Inc. (北海康成製藥有限公司) (the “**Company**”) will be held virtually via electronic means without physical attendance on Thursday, June 27, 2024 at 9:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended December 31, 2023.
2. (i) To re-elect Dr. James Qun Xue as an executive Director.

(ii) To re-elect Dr. Kan Chen as a non-executive Director.

(iii) To re-elect Mr. Peng Kuan Chan as an independent non-executive Director.
3. To consider the re-appointment of Ernst & Young as the auditor of the Company for the year ending December 31, 2024 and to authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)), and to make or grant offers, agreements and

options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”); shall not exceed 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; and
 - (ii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or those of any other recognized stock exchange as amended from time to time, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; and
 - (ii) 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.”

6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“**THAT** conditional upon resolutions numbered 4 and 5 set out in this notice of annual general meeting (the “**Notice**”) being duly passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 set out in this Notice be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in this Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing the resolution.”

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“THAT:

- (a) the post-IPO share option scheme adopted by resolution of the Shareholders on November 18, 2021 (as amended) (the “**Share Option Scheme**”), the terms and conditions of which (together with the refreshed scheme limit thereunder) set out in the document produced to this meeting marked “A” and for the purposes of identification initialed by the chairman of this meeting, be and is hereby approved and adopted;
- (b) the Service Provider Sublimit under the Share Option Scheme, namely the total number of Shares which may be allotted and issued in respect of all Options that may be granted to Service Providers under the amended Share Option Scheme, when aggregated with the maximum number of Shares in respect of which options or awards may be granted under any other share scheme over Shares to Service Providers, shall not exceed 1 per cent of the issued capital of the same class of the Company (excluding any treasury shares) as of the date of passing this resolution, be and is hereby approved and adopted; and
- (c) the Directors be and are hereby authorised to grant awards thereunder and to allot, issue, procure the transfer of and otherwise deal with any shares of the Company in connection with the Share Option Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the Share Option Scheme.”

8. To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

“THAT:

- (a) the post-IPO share award scheme adopted by resolution of the Shareholders on November 18, 2021 (as amended) (the “**RSU Scheme**”), the terms and conditions of which (together with the refreshed scheme limit thereunder) set out in the document produced to this meeting marked “B” and for the purposes of identification initialed by the chairman of this meeting, be and is hereby approved and adopted;
- (b) the Service Provider Sublimit under the RSU Scheme, namely the total number of Shares which may be allotted and issued in respect of all Awards that may be granted to Service Providers under the amended RSU Scheme, when aggregated with the maximum number of Shares in respect of which options or awards may be granted under any other share scheme over Shares to Service Providers, shall not exceed 1% of the issued capital of the same class of the Company (excluding any treasury shares) as of the date of passing this resolution, be and is hereby approved and adopted; and

(c) the Directors be and are hereby authorised to grant awards thereunder and to allot, issue, procure the transfer of and otherwise deal with any shares of the Company in connection with the RSU Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient in order to give full effect to the RSSU Scheme.”

Yours faithfully,
By order of the Board
CANbridge Pharmaceuticals Inc.
Dr. James Qun Xue
Chairman

Hong Kong, June 6, 2024

Notes:

1. As set out in the section headed “Arrangements for the virtual AGM” of the circular of the Company date June 6, 2024, the AGM will be held as a virtual meeting. Shareholders who wish to appoint a proxy to attend and vote at the AGM shall appoint the Chairman of the AGM as their proxy by completing, signing and returning the form of proxy in accordance with the instructions stated thereon to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (in the case of an appointment of proxy in hard copy or for a poll taken more than 48 hours) or to the electronic address specified in the AGM notice or in the form of proxy (in the case of appointment of proxy in electronic form or for a poll taken more than 48 hours). For the AGM convened to be held on Thursday, June 27, 2024 at 9:00 a.m., the deadline to submit completed forms of proxy is Tuesday, June 25, 2024 at 9:00 a.m. in the case of an appointment of proxy in hard copy form or in electronic form, or after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll in the case of a poll taken more than 48 hours.
2. At the AGM, the Chairman of the meeting will put each of the above resolutions to be voted by way of a poll as required under the Rule 13.94(4) of the Listing Rules and pursuant to article 72 of the memorandum and articles of association of the Company (the “**Articles**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the AGM in person is entitled to appoint more than one proxy to attend and on a poll, vote instead of him/her/it. A proxy need not be a Shareholder.
4. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must:
 - (a) in the case of an appointment of proxy in hard copy, be deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof;
 - (b) in the case of appointment of proxy in electronic form, be received at the electronic address specified in the notice of AGM or in the form of proxy no later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof; or
 - (c) in the case of a poll taken more than 48 hours, be received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

5. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the AGM or any adjournment or postponement thereof should the Shareholder so desire.
6. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant certificates must be lodged with the Company's branch 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 Friday, June 21, 2024.
7. With respect to resolution numbered 2 in this notice, Dr. James Qun Xue, Dr. Kan Chen and Mr. Peng Kuan Chan shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix IV to the circular of the Company dated June 6, 2024.
8. Holders of treasury shares, if any, have no voting rights at the AGM.

Arrangements for the Virtual AGM

The Company will adopt the following arrangements at the virtual AGM:

- (a) all resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. Shareholders who wish to appoint a proxy to attend and vote at the AGM shall appoint the Chairman of the AGM as their proxy.
- (b) Shareholders should attend, participate and vote at the AGM through online access by visiting the website – <http://meetings.computershare.com/CANPAGM2024> (the “**Online Platform**”). Shareholders participating in the AGM will be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform. The Online Platform will be open for registered Shareholders and non-registered Shareholders (see Company's circular dated June 6, 2024 for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at <https://www.canbridgepharma.com> for assistance.
- (c) Shareholders attending the AGM will be able to submit questions relevant to the Company's proposed resolution online during the AGM. Shareholders can also send their questions to the Company by email from Wednesday, June 19, 2024 (9:00 a.m.) to Tuesday, June 25, 2024 (5:00 p.m.) to AGM@canbridgepharma.com. (for registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Company's notification letter).

As of the date of this notice, the Board comprises Dr. James Qun Xue as executive Director; Dr. Kan Chen and Mr. Edward Hu as non-executive Directors; and Dr. Richard James Gregory, Mr. James Arthur Geraghty, Mr. Peng Kuan Chan and Dr. Lan Hu as independent non-executive Directors.