



# Duality Biotherapeutics, Inc.

映恩生物

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9606)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON JUNE 20, 2025

I/We (Name) \_\_\_\_\_  
(Block capitals, please) of (Address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ shares<sup>(Note 1)</sup> of US\$0.0001 each in the capital of Duality Biotherapeutics, Inc.  
(the “Company”) hereby appoint (Name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
or failing him/her (Name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
or failing him/her, the chairman of the meeting<sup>(Note 2)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the  
“AGM”) of the Company to be held at 9 a.m. on Friday, June 20, 2025 at Board Room, 11/F, Building A, No. 868 Yinghua Road, Pudong New Area,  
Shanghai, the PRC, and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed  
to vote as indicated<sup>(Note 3)</sup> in respect of the undermentioned resolutions:

ORDINARY RESOLUTIONS		FOR <sup>(Note 3)</sup>	AGAINST <sup>(Note 3)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company as of and for the year ended December 31, 2024 as disclosed in the prospectus of the Company dated April 7, 2025.		
2.	(a) To re-elect the following retiring directors of the Company (the “Director(s)”) (i) Dr. ZHU Zhongyuan as an executive Director. (ii) Mr. ZHANG Shaoren as an executive Director. (iii) Dr. YU Tao as a non-executive Director. (b) To authorise the board of the Directors to fix the remuneration of the Directors.		
3.	To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company and/or to sell or transfer treasury shares of the Company involving a maximum of 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing of this resolution.		
6.	To extend the general mandate granted under resolution no. 5 by adding the shares of the Company repurchased pursuant to the general mandate granted by resolution no. 4.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

### Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy (or proxies) is so appointed. A proxy need not be a shareholder of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- The full text of the resolutions is set out in the notice of convening the AGM contained in the circular of the Company dated May 29, 2025.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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 meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. 9 a.m. on Wednesday, June 18, 2025) or not less than 48 hours before the time for the holding of 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to present you.
- Shareholders or their proxies attending the meeting shall produce their identity documents.
- Reference to dates and time in this form of proxy are to Hong Kong dates and time.
- References herein to an allotment, issue or dealing with securities or shares shall include a sale or transfer of treasury shares listed on The Stock Exchange of Hong Kong Limited.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.