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## **GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED**

**大成生化科技集團有限公司 \***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00809)**

### **PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that that (i) every ten (10) issued and unissued Existing Shares of HK\$0.10 each will be consolidated into one (1) Consolidated Share of HK\$1.00 each; and (ii) every ten (10) issued and unissued Existing CPS of HK\$0.10 each will be consolidated into one (1) Consolidated CPS of HK\$1.00 each. The Share Consolidation is conditional upon, among other things, the approval of Shareholders at the AGM.

As at the date of this announcement, there are (i) 16,832,771,527 Existing Shares (including 44,560,000 Treasury Shares) in issue which are fully paid or credited as fully paid; and (ii) 17,267,750,569 Existing CPS in issue. Upon the Share Consolidation becoming effective and assuming no further Shares will be issued and/or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, there will be (i) 1,683,277,152 whole Consolidated Shares in issue which are fully paid or credited as fully paid; and (ii) 1,726,775,056 whole Consolidated CPS in issue.

#### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lots of 2,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 2,000 Existing Shares to 10,000 Consolidated Shares.

## **GENERAL**

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation and the Change in Board Lot Size. A circular containing, among other things, further details on the Share Consolidation and the Change in Board Lot Size, together with a notice convening the AGM is expected to be despatched to the Shareholders on or before 24 April 2026.

**Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions set out in the paragraph headed “Conditions of the Share Consolidation” in this announcement. The Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation (and the Change in Board Lot Size) may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

## **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that (i) every ten (10) issued and unissued Existing Shares of HK\$0.10 each will be consolidated into one (1) Consolidated Share of HK\$1.00 each; and (ii) every ten (10) issued and unissued Existing CPS of HK\$0.10 each be consolidated into one (1) Consolidated CPS of HK\$1.00 each.

### **Effects of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company is HK\$6,000,000,000, comprising of (i) HK\$3,000,000,000 divided into 30,000,000,000 Existing Shares of par value of HK\$0.10 each, of which 16,832,771,527 Existing Shares (including 44,560,000 Treasury Shares) have been issued and are fully paid or credited as fully paid; and (ii) HK\$3,000,000,000 divided into 30,000,000,000 Existing CPS of par value of HK\$0.10 each, of which 17,267,750,569 Existing CPS are in issue. Assuming no further Shares will be issued and/or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company shall remain at HK\$6,000,000,000, comprising of (i) HK\$3,000,000,000 divided into 3,000,000,000 Consolidated Shares of par value of HK\$1.00 each, of which 1,683,277,152 whole Consolidated Shares (including 4,456,000 Treasury Shares) will be in issue and fully paid or credited as fully paid; and (ii) HK\$3,000,000,000 divided into 3,000,000,000 Consolidated CPS of par value of HK\$1.00 each, of which 1,726,775,056 whole Consolidated CPS of par value of HK\$1.00 each will be in issue.

Assuming there will be no change in the issued share capital of the Company from the date of this announcement up to the effective date of the Share Consolidation, the effects of the Share Consolidation on the share capital structure of the Company is summarised below:

	<b>As at the date of this announcement</b>	<b>Immediately after the Share Consolidation becoming effective</b>
<b>Par value</b>	HK\$0.10 per Existing Share HK\$0.10 per Existing CPS	HK\$1.00 per Consolidated Share HK\$1.00 per Consolidated CPS
<b>Authorised share capital</b>	HK\$6,000,000,000	HK\$6,000,000,000
<b>Number of authorised Shares</b>	30,000,000,000 Existing Shares 30,000,000,000 Existing CPS	3,000,000,000 Consolidated Shares 3,000,000,000 Consolidated CPS
<b>Amount of issued share capital</b>	HK\$3,410,052,209.60	HK\$3,410,052,209.60
<b>Number of issued Shares</b>	16,832,771,527 Existing Shares (including 44,560,000 Treasury Shares) 17,267,750,569 Existing CPS	1,683,277,152 whole Consolidated Shares (including 4,456,000 Treasury Shares) 1,726,775,056 whole Consolidated CPS

*Note:* The above share capital structure of the Company is for illustration purpose only.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and then Consolidated CPS shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares and/or Consolidated CPS will not be allocated to the Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### **Conditions of the Share Consolidation**

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Share Consolidation;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective and the Consolidated Shares falling to be issued upon the exercise of the conversion rights attaching to the Consolidated CPS; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

Subject to the fulfillment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Friday, 26 June 2026, being the second Business Day after the day of the AGM.

### **Other securities of the Company**

As at the date of this announcement, save for the Existing CPS and the rights attached thereto, the Company does not have any other outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

## **Listing application**

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective and the Consolidated Shares falling to be issued upon the exercise of the conversion rights attaching to the Consolidated CPS. The rate of conversion of the Existing CPS into the Existing Shares is on a one for one basis according to the terms and conditions of the Existing CPS. Upon the Share Consolidation becoming effective and the exercise of the conversion rights attaching to the Consolidated CPS, a total of 1,726,775,056 Consolidated Shares will be allotted and issued to the holder(s) of the Consolidated CPS.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

None of the Existing CPS are listed or dealt in on any stock exchange, and at the time the Share Consolidation becomes effective, the Consolidated CPS in issue will not be listed or dealt in on any stock exchange, and no such listing or permission to deal is being or is proposed to be sought.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 10,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.059 per Existing Share (equivalent to HK\$0.59 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had become effective, would be HK\$5,900.

For the avoidance of doubt, the proposed Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. If the Share Consolidation does not become effective, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lot of 2,000 Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

## **REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by The Hong Kong Exchange and Clearing Limited on 28 November 2008 and last updated in June 2024 (the “Guide”), (i) market price of the Existing Shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The Company has been constantly monitoring the trading prices of the Existing Shares. In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation would enable the Company to better comply with the trading requirements under the Listing Rules. The Company also considers that the proposed Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. Based on the closing price of HK\$0.059 per Existing Share (equivalent to HK\$0.59 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the expected market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had become effective, would be HK\$5,900, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the Guide.

As at the date of this announcement, save for the Share Consolidation and the Change in Board Lot Size, the Company has no intention to carry out other corporate action or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size. The Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, in the event there is any change to the business environment and/or financial position of the Group due to unforeseeable circumstances, and the Company is required to conduct further fund raising exercises when suitable opportunities arise in order to support future development of the Group, the Company will publish further announcement(s) in compliance with the Listing Rules as and when appropriate.

In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

## **OTHER ARRANGEMENTS**

### **Fractional entitlement to Consolidated Shares**

The number of Consolidated Shares are rounded down to a whole number for illustration purpose in this announcement. Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

## **Fractional entitlement to Consolidated CPS**

The number of Consolidated CPS are rounded down to a whole number for illustration purpose in this announcement. Fractional Consolidated CPS, arising from the Share Consolidation, if any, will be dealt with in accordance with the applicable laws of the Cayman Islands and the relevant terms of the Existing CPS.

## **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

## **Exchange of share certificates for Consolidated Shares**

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Existing Shares in blue colour to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates for the Consolidated Shares in yellow colour at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

The details of such free exchange of share certificates will be set out in the circular to be issued by the Company.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Friday, 31 July 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares in blue colour will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

## **EXPECTED TIMETABLE**

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the AGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

<b>Event</b>	<b>Time and Date</b>
Despatch date of circular with notice of the AGM .....	On or before Friday, 24 April 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the AGM.....	4:30 p.m. on Wednesday, 17 June 2026
Closure of the register of members of the Company .....	Thursday, 18 June 2026 to Wednesday, 24 June 2026 (both days inclusive)
Latest date and time for lodging the proxy form for the AGM.....	11:00 a.m. on Monday, 22 June 2026
Record date .....	Wednesday, 24 June 2026
Date and time of the AGM .....	11:00 a.m. on Wednesday, 24 June 2026
Publication of announcement on poll results of the AGM.....	Wednesday, 24 June 2026

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this announcement.**

<b>Event</b>	<b>Time and Date</b>
Effective date of the Share Consolidation .....	Friday, 26 June 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	Friday, 26 June 2026
Commencement of dealings in the Consolidated Shares .....	9:00 a.m. on Friday, 26 June 2026
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Friday, 26 June 2026
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Friday, 26 June 2026
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on Monday, 13 July 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences .....	9:00 a.m. on Monday, 13 July 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	9:00 a.m. on Monday, 13 July 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	4:00 p.m. on Friday, 31 July 2026

**Event****Time and Date**

Temporary counter for trading in the Consolidated Shares  
in board lots of 200 Consolidated Shares (in the form of  
existing share certificates) closes ..... 4:10 p.m. on Friday, 31 July 2026

Parallel trading in the Consolidated Shares (in the form  
of new share certificates and existing share certificates) ends ..... 4:10 p.m. on Friday, 31 July 2026

Last day and time for free exchange of existing share  
certificates for new share certificates for the Consolidated Shares..... Tuesday, 4 August 2026

**GENERAL**

The AGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation and the Change in Board Lot Size. A circular containing, among other things, further details on the Share Consolidation and the Change in Board Lot Size, together with a notice convening the AGM is expected to be despatched to the Shareholders on or before Friday, 24 April 2026.

**Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions set out in the paragraph headed “Conditions of the Share Consolidation” above in this announcement. The Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation (and the Change in Board Lot Size) may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

## DEFINITION

In this announcement, unless otherwise specified, the following terms have the following meanings in this announcement.

“AGM”	annual general meeting of the Company to be convened to consider and, if thought fit, to approve, among other things, the Share Consolidation and the Change in Board Lot Size
“Board”	board of Directors
“Business Day”	a day on which the Stock Exchange is open for the transaction of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares on the Stock Exchange from 2,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Global Bio-chem Technology Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares are listed on the Stock Exchange (Stock Code: 00809)
“Consolidated CPS”	non-voting convertible preference share(s) of HK\$1.00 each in the share capital of the Company after the Share Consolidation becomes effective
“Consolidated Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company after the Share Consolidation becomes effective

“Director(s)”	director(s) of the Company
“Existing CPS”	non-voting convertible preference share(s) of HK\$0.10 each in the share capital of the Company before the Share Consolidation becomes effective
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the existing share capital of the Company before the Share Consolidation becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company, together with its subsidiaries
“Guide”	has the meaning ascribed to it thereto in the section headed “Reasons for the proposed Share Consolidation and Change in Board Lot Size” in this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) and/or the Existing CPS, or as the context may require, the Consolidated Share(s) and/or the Consolidated CPS

“Share Consolidation”	the proposed consolidation of (i) every ten (10) issued and unissued Existing Shares of HK\$0.10 each into one (1) Consolidated Share of HK\$1.00 each; and (ii) every ten (10) issued and unissued Existing CPS of HK\$0.10 each into one (1) Consolidated CPS of HK\$1.00 each
“Shareholder(s)”	the holder(s) of the Existing Share(s) and/or the Existing CPS, or the Consolidated Share(s) and/or the Consolidated CPS, as the case maybe
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules

By order of the Board  
**Global Bio-chem Technology Group Company Limited**  
**Wang Cheng**  
*Chairman*

Hong Kong, 27 March 2026

*As of the date of this announcement, the Board comprises two executive Directors, namely, Mr. Wang Cheng and Mr. Wang Guicheng; one non-executive Director, namely, Mr. Li Yuewen; and three independent non-executive Directors, namely, Ms. Jiang Fangfang, Mr. Tan Chao and Ms. Xie Liangqiu.*

*\* For identification purposes only*