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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)**

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Global Bio-chem Technology Group Company Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 24 June 2026 at Room 1, 14<sup>th</sup> Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. to receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2025;
2. each as a separate resolution, to re-elect Ms. Jiang Fangfang and Mr. Tan Chao as Directors and to authorise the board (the “**Board**”) of Directors to fix the Director’s remuneration;
3. to re-appoint the Auditor and to authorise the Board to fix the Auditor’s remuneration;

and, as further ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications) respectively:

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury shares (which have the meaning ascribed to it under the Listing rules) (the “**Treasury Shares**”)) additional shares in the capital of the Company or securities convertible into shares of the Company, and to make or grant offers, agreements and options, including warrants to subscribe for the shares in the Company, which might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares in the Company), which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);
- (c) the total number of shares in the share capital of the Company allotted, issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to option or otherwise, and including any sale or transfer of the Treasury Shares) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of the shares in the Company in lieu of the whole or part of a dividend on the shares in the Company in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of the shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into the shares in the Company shall not exceed the aggregate of:
  - (i) 20% of the total number of the issued shares of the Company (excluding the Treasury Shares) on the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution); and

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the total number of shares in the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of the issued shares of the Company (excluding the Treasury Shares) on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;  
and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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, the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable laws of the Cayman Islands to be held;  
and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of the shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for the shares in the Company open for a period fixed by the Directors to holders of the shares on the Company’s register of members on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase the shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, if permitted under the Listing Rules, to determine whether such shares in the Company repurchased shall be held as the Treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares in the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued shares of the Company (excluding the Treasury Shares) as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (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, the Companies Act or any other applicable laws of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares of the Company (including any sale or transfer of the Treasury Shares) or securities convertible into shares of the Company and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (or the Treasury Shares sold or transferred out of treasury) by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding the Treasury Shares) as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution).”
7. “**THAT** subject to and conditional upon, the Listing Committee of Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective and the Consolidated Shares falling to be issued upon the exercise of the conversion rights attaching to the Consolidated CPS (as defined below), with effect from the second business day immediately following the day of passing of this resolution:
- (a) every ten (10) issued and unissued ordinary shares of a nominal or par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) ordinary share of a nominal or par value of HK\$1.00 each (each a “**Consolidated Share**”) and every ten (10) issued and unissued non-voting convertible preference shares of a nominal or par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) non-voting convertible preference shares of a nominal or par value of HK\$1.00 each (each a “**Consolidated CPS**”), and such Consolidated Share(s) or Consolidated CPS (as the case may be) shall rank pari passu in all respects with other shares in the same class and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company or in their terms of issue (the “**Share Consolidation**”) so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$6,000,000,000 divided into (i) 30,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 each; and (ii) 30,000,000,000 non-voting convertible preference share of a nominal or par value of HK\$0.10 each to HK\$6,000,000,000 divided into (i) 3,000,000,000 ordinary shares of a nominal or par value of HK\$1.00 each; and (ii) 3,000,000,000 non-voting convertible preference share of a nominal or par value of HK\$1.00 each;

- (b) all fractional Consolidated Shares resulting 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 for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (c) any one Director or such person or persons authorised by the Directors be and are hereby authorised to take such actions, do all such acts and things and execute and deliver all such documents or deeds (including under seal, where applicable) as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.”

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

Hong Kong, 24 April 2026

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of business*

*in Hong Kong:*  
Unit 1206, 12<sup>th</sup> Floor  
The Metropolis Tower  
10 Metropolis Drive  
Hung Hom, Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the AGM (i.e. at or before 11:00 a.m. on Monday, 22 June 2026 (Hong Kong time)) or any adjournment or postponement thereof.

3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 June 2026 to Wednesday, 24 June 2026, both days inclusive, during which no transfer of shares of the Company will be effected. In order to qualify for the attendance at the AGM, all transfers of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong at the address stated in note 2 above no later than 4:30 p.m. on Wednesday, 17 June 2026 for registration. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be on Wednesday, 24 June 2026.
4. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue (including any sale or transfer of the Treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) if permitted under the Listing Rules) of shares in the share capital of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than the shares of the Company which may fall to be issued upon the exercise of options granted under the share option scheme of the Company or otherwise or any scrip dividend scheme of the Company which may be approved by the Shareholders.
5. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase the shares of the Company in circumstances which they seem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in an appendix to the circular of the Company to be published on the websites of the Stock Exchange and the Company.
6. No refreshments or drinks will be served at the AGM.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the AGM, the AGM will be adjourned or postponed in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Stock Exchange and the Company to notify Shareholders of the date, time and place of the rescheduled AGM.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situation.

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