
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Global Bio-chem Technology Group Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**(I) GRANT OF THE NEW ISSUE MANDATE AND
THE REPURCHASE MANDATE;
(II) RE-ELECTION OF DIRECTORS;
(III) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
AND
(IV) NOTICE OF AGM**

A notice convening the AGM to be held at Room 1, 14th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 11:00 a.m. on Wednesday, 24 June 2026 is set out on pages 23 to 28 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. at or before 11:00 a.m. on Monday, 22 June 2026) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, the Treasury Shares of the Company shall not be voted at the AGM. All times and dates specified herein refer to Hong Kong local times and dates.

No refreshments or drinks will be served at the AGM.

24 April 2026

** for identification purposes only*

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM Notice”	the notice for convening the AGM set out on pages 23 to 28 of this circular
“AGM”	the annual general meeting of the Company to be convened and held at Room 1, 14 th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 11:00 a.m. on Wednesday, 24 June 2026
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the 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
“Companies Act”	the Companies Act (revised) of the Cayman Islands
“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 upon the Share Consolidation becomes effective
“Consolidated Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company upon 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

DEFINITIONS

“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 and its subsidiaries
“Guide”	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
“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
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal (including any sale or transfer of the Treasury Shares out of treasury) with additional Shares or securities convertible into Shares up to a maximum of 20% of the total number of the issued Shares (excluding Treasury Shares) as at the date of passing the relevant resolution at the AGM
“Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, whose office is at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to exercise the powers of the Company to repurchase the Shares, the total number of which shall not exceed 10% of the total number of the issued Shares (excluding the Treasury Shares) as at the date of passing the relevant resolution at the AGM, and to determine such Shares repurchased shall be held as the Treasury Shares or otherwise be cancelled
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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.

Event	Time and Date
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Despatch date of circular with AGM Notice	On or before Friday, 24 April 2026
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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
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Closure of the register of members of the Company	Thursday, 18 June 2026 to Wednesday, 24 June 2026 (both days inclusive)
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Latest date and time for lodging the proxy form for the AGM.....	11:00 a.m. on Monday, 22 June 2026
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Record date	Wednesday, 24 June 2026
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Date and time of the AGM	11:00 a.m. on Wednesday, 24 June 2026
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Publication of announcement on poll results of the AGM	Wednesday, 24 June 2026
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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

Effective date of the Share Consolidation	Friday, 26 June 2026
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First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares.....	Friday, 26 June 2026
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Commencement of dealings in the Consolidated Shares	9:00 a.m. on Friday, 26 June 2026
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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
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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
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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
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EXPECTED TIMETABLE

Event	Time and Date
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
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

All times and dates in this circular refer to Hong Kong local times and dates. The Shareholders should note that the dates and deadlines specified in this circular for events in the expected timetable for the Share Consolidation are subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the AGM, and are therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Cheng (*Chairman*)

Mr. Wang Guicheng

Non-executive Director:

Mr. Li Yuewen

Independent non-executive Directors:

Ms. Jiang Fangfang

Mr. Tan Chao

Ms. Xie Liangqiu

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, 12th Floor

The Metropolis Tower

10 Metropolis Drive

Hung Hom, Kowloon

Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam,

**(I) GRANT OF THE NEW ISSUE MANDATE AND
THE REPURCHASE MANDATE;
(II) RE-ELECTION OF DIRECTORS;
(III) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
AND
(IV) NOTICE OF AGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 27 March 2026 in relation to the proposed Share Consolidation and the proposed Change in Board Lot Size.

** for identification purposes only*

LETTER FROM THE BOARD

The primary purpose of this circular is to provide you with information with respect to the resolutions to be proposed at the AGM relating to, among others, (1) the proposed grant of the New Issue Mandate and the Repurchase Mandate; (2) the proposed re-election of Directors; (3) the proposed Share Consolidation; and (4) the proposed Change in Board Lot Size, as well as the AGM Notice.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting held on 9 May 2025, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares, up to a maximum of 10% of the total number of the issued Shares (excluding the Treasury Shares) as at the date of the passing of the ordinary resolution approving the grant of the Repurchase Mandate subject to the Listing Rules. As at the Latest Practicable Date, the Company has 16,788,211,527 issued Shares (excluding 44,560,000 Treasury Shares), assuming that there is no change in the issued Shares (excluding the Treasury Shares) from the Latest Practicable Date up to the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing of the resolution of the Repurchase Mandate will be 1,678,821,152 Shares.

The Repurchase Mandate will expire: (a) at the conclusion of the next annual general meeting of the Company following the AGM; or (b) at the end of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

An explanatory statement to provide the Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to allot, issue or otherwise deal (including any sale or transfer of the Treasury Shares out of treasury) with the additional Shares or securities convertible into Shares of up to 20% of the total number of the issued Shares (excluding the Treasury Shares) as at the date of the passing of the ordinary resolution approving the grant of the New Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 16,788,211,527 Shares (excluding 44,560,000 Treasury Shares). Subject to the passing of the proposed resolution approving the grant of the New Issue Mandate and on the basis that no further Shares will be allotted and issued or repurchased by the Company before the AGM, the Company will be allowed under the New Issue Mandate to issue a maximum of 3,357,642,305 Shares, being 20% of the number of the issued Shares (excluding the Treasury Shares) as at the date of passing of the resolution to approve the New Issue Mandate.

LETTER FROM THE BOARD

The New Issue Mandate will expire: (a) at the conclusion of the next annual general meeting of the Company following the AGM; (b) at the end of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

In addition, a separate ordinary resolution will be proposed that the Directors be authorised to exercise the powers of the Company to allot, issue or otherwise deal (including any sale or transfer of the Treasury Shares) with the Shares or securities convertible into Shares in a number equal to the total number of the issued Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to article 104(A) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Ms. Jiang Fangfang and Mr. Tan Chao (together, the “**Retiring Directors**”) will retire as Directors and, being eligible, offer themselves for re-election as Directors at the AGM.

The nomination committee (the “**Nomination Committee**”) of the Company identifies individuals suitably qualified to become members of the Board and selects or makes recommendations to the Board on the selection of individuals nominated for directorship, the appointment or re-appointment of Directors. In recommending each of the Retiring Directors to stand for re-election as an independent non-executive Director, the Nomination Committee has assessed and reviewed the written confirmation of independence given by each of the Retiring Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules.

Based on the board diversity policy adopted by the Company, the Nomination Committee has reviewed the structure, size and composition of the Board, the qualification, skills, experience, time commitment, contribution of the Retiring Directors and also considered that in view of the educational backgrounds and experiences of the Retiring Directors as set out in Appendix II to this circular, each of the Retiring Directors will bring valuable perspectives, knowledge, skills, experiences and independent views to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board appropriate to the requirements of the Company’s business. The Nomination Committee has therefore made a recommendation to the Board, and the Board therefore proposes the re-election of each of the Retiring Directors at the AGM.

Biographical information of each of the Retiring Directors is set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

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 Latest Practicable Date, 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 Latest Practicable Date 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 Latest Practicable Date 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:

	As at the Latest Practicable Date	Immediately after the Share Consolidation becoming effective
Par value	HK\$0.10 per Existing Share HK\$0.10 per Existing CPS	HK\$1.00 per Consolidated Share HK\$1.00 per Consolidated CPS
Authorised share capital	HK\$6,000,000,000	HK\$6,000,000,000
Number of authorised Shares	30,000,000,000 Existing Shares 30,000,000,000 Existing CPS	3,000,000,000 Consolidated Shares 3,000,000,000 Consolidated CPS
Amount of issued share capital	HK\$3,410,052,209.60	HK\$3,410,052,209.60
Number of issued Shares	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.

LETTER FROM THE BOARD

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.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Other securities of the Company

As at the Latest Practicable Date, 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.

LETTER FROM THE BOARD

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.

Save for the Existing Shares, none of the other equity or debt securities of the Company is listed or dealt in on any stock exchange, or on which listing or permission to deal in is being or proposed to be sought.

Proposed Change in Board Lot Size

As at the Latest Practicable Date, 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\$0.060 per Existing Share (equivalent to HK\$0.600 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, 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\$6,000.

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.

LETTER FROM THE BOARD

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, (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. During the financial year ended 31 December 2025, the Existing Shares have been trading at a range between approximately HK\$0.060 and HK\$0.122, with a significant period being less than HK\$0.10, being the market price level which the Stock Exchange considers to be approaching the extremity under Rule 13.64 of the Listing Rules pursuant to the Guide. In light of the above, the Board proposes to implement the Share Consolidation. In arriving at the Share Consolidation plan, the Directors have evaluated various consolidation ratios, including a 5-into-1 ratio and 20-into-1 ratio, and considered that the current 10-into-1 ratio is in the best interests of the Company and the Shareholders as a whole for the following reasons. Based on the closing price of HK\$0.060 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the proposed Share Consolidation will result in a theoretical share price of HK\$0.600 per Consolidated Share, which provides a sufficient buffer against market volatility and the Consolidated Shares falling back to a market price below HK\$0.10. While the Directors acknowledged that a higher consolidation ratio such as a 20-into-1 ratio could further increase the trading price of the consolidated shares, a higher consolidation ratio would increase the number of fractional shares and odd lots which possibly create greater inconvenience and potential loss to Shareholders. Taking into account the foregoing, the Directors are of the view that the proposed Share Consolidation in the current 10-into-1 ratio would enable the Company to better comply with the trading requirements under the Listing Rules while minimising the potential impacts brought by fractional shares and odd lots resulting from the share consolidation. 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\$0.060 per Existing Share (equivalent to HK\$0.600 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, 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\$6,000, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the Guide.

As at the Latest Practicable Date, save for the Share Consolidations 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. As at the Latest Practicable Date, 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.

LETTER FROM THE BOARD

Other arrangements

Fractional entitlement to Consolidated Shares

The number of Consolidated Shares are rounded down to a whole number for illustration purpose in this circular. 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 circular. 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 has appointed Jakota Securities Group Limited, an independent 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 during the period from Monday, 13 July 2026 to Friday, 31 July 2026, both dates inclusive. Holders of the Consolidated Shares in odd lots represented by the existing share certificates for the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or to top up their odd lots to a full board lot may directly contact Mr. Anthony Au of Dealing department at dealing@jakotacapital.hk (telephone number: (852) 3423 0000) during office hours within such period.

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 becoming effective, which is currently expected to be on Friday, 26 June 2026, being the second Business Day immediately after the date of the AGM, the Shareholders may during the specified period from Friday, 26 June 2026 to Tuesday, 4 August 2026 (both days inclusive), 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.

LETTER FROM THE BOARD

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.

ACTIONS TO BE TAKEN

The AGM Notice is set out on pages 23 to 28 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the following:

- (a) to grant the Repurchase Mandate to the Directors;
- (b) to grant the New Issue Mandate to the Directors;
- (c) to increase the number of the Shares or securities convertible into Shares that may be allotted, issued or otherwise dealt (including any sale and transfer of the Treasury Shares) with under the New Issue Mandate by such number of additional Shares equal to the total number of the Shares repurchased under the Repurchase Mandate;
- (d) to approve the re-election of the Retiring Directors; and
- (e) to approve the Share Consolidation.

Enclosed with this circular is a form of proxy for use at the AGM. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Registrar in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding 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. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the AGM or any adjournment or postponement thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

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 attendance at the AGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Registrar 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 Wednesday, 24 June 2026.

LETTER FROM THE BOARD

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at general meetings must be taken by poll. A resolution put to vote at the AGM shall be decided by way of a poll pursuant to article 75 of the Articles of Association. The Treasury Shares, registered in the name of the Company, shall have no voting rights at the AGM. For the avoidance of doubt, in respect of the Treasury Shares pending withdrawal from and/or transfer through CCASS (upon which such shares will cease to be classified as the Treasury Shares under the applicable laws), the Company shall procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Board considers that the ordinary resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the AGM Notice.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” above in this Letter from the Board. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. A company is empowered by its memorandum and articles of association to repurchase its own shares.

(a) Shareholders' approval

The Listing Rules provide that all on-market shares repurchased by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

(b) Source of funds

Repurchase must be paid out of funds legally available for the purpose and in accordance with the company's memorandum and articles of association and the Companies Act. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by a company may only be made out of profits of the company or out of proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its memorandum and articles of association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the company or out of the company's share premium account, or if so authorised by its memorandum and articles of association and subject to the provisions of the Companies Act, out of capital.

(c) Trading restrictions

Where the securities to be repurchased by a company are shares, such shares must be fully paid shares.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 16,788,211,527 Shares (excluding 44,560,000 Treasury Shares).

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased by the Company before the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,678,821,152 Shares, representing 10% of the total number of Shares in issue (excluding 44,560,000 Treasury Shares) as at the Latest Practicable Date.

Pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares as the Treasury Shares, subject to market conditions and the capital management needs of the Company at the relevant time when such repurchases of Shares are made.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation): (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the Treasury Shares from CCASS, and either re-register them in its own name as the Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as the Treasury Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as the Treasury Shares. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as the Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum and articles of association of the Company. Share repurchases will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING AND IMPACT OF REPURCHASES

When repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the financial position of the Company as at 31 December 2025, being the date on which its latest published audited consolidated financial statements were made up. The Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange for each of the previous twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.075	0.060
May	0.078	0.066
June	0.099	0.067
July	0.122	0.078
August	0.112	0.091
September	0.117	0.089
October	0.108	0.076
November	0.089	0.077
December	0.084	0.063
2026		
January	0.075	0.058
February	0.066	0.059
March	0.072	0.056
April (up to the Latest Practicable Date)	0.064	0.057

6. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a share repurchase made pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Company has 16,788,211,527 Shares with voting rights (as defined under the Takeovers Code and excluding 44,560,000 Treasury Shares). According to the register of members kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Modern Agricultural Industry Investment Limited ("**Modern Agricultural**") is interested in 8,308,269,029 issued Shares with voting rights (as defined under the Takeovers Code), representing approximately 49.49% of the issued Shares with voting rights (as defined under the Takeovers Code).

On the basis of 16,788,211,527 Shares with voting rights (as defined under the Takeovers Code) in issue as at the Latest Practicable Date, if the Repurchase Mandate were exercised in full, the percentage interest of the voting rights (as defined under the Takeovers Code) of Modern Agricultural in the Company would increase from approximately 49.49% to approximately 54.99%, Modern Agricultural may be obligated to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent as would give rise to such obligation.

The Directors are not aware of any other consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would give rise to such obligation, or would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. STATEMENTS BY THE DIRECTORS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have confirmed that (i) they will exercise the powers of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the regulations set out in the memorandum and articles of association of the Company; and (ii) neither this explanatory statement nor the proposed share repurchase has unusual features.

As at the Latest Practicable Date, no core connected person of the Company had notified the Company that he/she/it has a present intention to sell any securities to the Company nor has such core connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The following sets out the biographical information of the Directors eligible for re-election at the AGM:

INDEPENDENT NON-EXECUTIVE DIRECTORS**Ms. Jiang Fangfang**

Ms. Jiang, aged 45, obtained a bachelor's degree from the Jilin University of Finance and Economics (formerly known as 長春稅務學院 (Changchun Tax College*)), majoring in accountancy in December 2004. Ms. Jiang qualified as a senior accountant (高級會計師) in the PRC in January 2023. Ms. Jiang has accumulated over 23 years' experience in accounting in various private enterprises in the PRC. Ms. Jiang joined 吉林省通暢標識標牌有限責任公司 (Jilin Tongchang Signage Co., Ltd.*) (formerly known as 吉林省通暢服務中心 (Jilin Tongchang Service Center*)) in March 2007 as an accountant and is currently the head of the financial department.

As at the Latest Practicable Date, Ms. Jiang did not have any interest in the Shares or underlying shares in the Company within the meaning of Part XV of the SFO. Ms. Jiang had not held any directorship in other listed public companies in Hong Kong or overseas in the last three years or any other major appointments and qualifications. Ms. Jiang is not related to any Directors, senior management of the Company or substantial or controlling Shareholders.

Ms. Jiang has entered into an appointment letter with the Company for an initial term of two years commencing from 10 August 2023, which shall be renewable automatically for successive terms of one year unless terminated by not less than three months' written notice served by either party at any time during the then existing term. Under the appointment letter, Ms. Jiang shall be paid an annual Director's fee of RMB108,000. The Director's fee is determined by the Board with reference to her duties, responsibilities, performance and operating results of the Group.

Mr. Tan Chao

Mr. Tan, aged 69, graduated from the Open University of China (formerly known as the China Central Radio and TV University) in August 1986, majoring in financial management. Mr. Tan is also a member of the Chinese Institute of Certified Public Accountants. Mr. Tan has over 44 years of accounting experience in various state-owned enterprises and private enterprises in China. Mr. Tan served as the deputy director of the accounting department of Jilin Province Department of Finance from March 1987 to July 1994 and the financial director of 吉林省國際經濟貿易開發公司 (Jilin Province International Economy and Trade Development Corporation*) from August 1994 to August 1998 respectively. From September 1998 to August 2002, Mr. Tan served as the chairman of 招賢求實會計師事務所 (Zhaoxian Qiushi Certified Public Accountants*). He served as a partner of Da Hua Certified Public Accountants since September 2002 and retired in December 2016. Afterwards, Mr. Tan had continued to serve as a senior consultant of Da Hua Certified Public Accountants until September 2023.

As at the Latest Practicable Date, Mr. Tan did not have any interest in the Shares or underlying shares in the Company within the meaning of Part XV of the SFO. Mr. Tan had not held any directorship in other listed public companies in Hong Kong or overseas in the last three years or any other major appointments and qualifications. Mr. Tan is not related to any Directors, senior management of the Company or substantial or controlling Shareholders.

Mr. Tan has entered into an appointment letter with the Company for an initial term of two years commencing from 28 September 2023, which shall be renewable automatically for successive terms of one year unless terminated by not less than three months' written notice served by either party at any time during the then existing term. Under the appointment letter, Mr. Tan shall be paid an annual Director's fee of RMB108,000. The Director's fee is determined by the Board with reference to his duties, responsibilities, performance and operating results of the Group.

GENERAL

Save as disclosed above, there are no other matters concerning any of the above Directors that need to be brought to the attention of the Shareholders in relation to their re-election as Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

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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 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, 14th 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);

** for identification purposes only*

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- (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

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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

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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

NOTICE OF AGM

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, 12th 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.

NOTICE OF 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 Yuewen; and three independent non-executive Directors, namely, Ms. Jiang Fangfang, Mr. Tan Chao and Ms. Xie Liangqiu.