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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, 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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**BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.****百奥赛图(北京)医药科技股份有限公司***(A joint stock company incorporated in the People's Republic of China with limited liability)***(Stock Code: 2315)**

- (1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR**  
**(2) PROPOSED CHANGE OF SUPERVISOR**  
**(3) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME**  
**AND**  
**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 4 to 11 of this circular.

The notice convening the EGM to be held on Monday, 7 November 2022 at 10:00 a.m. (Hong Kong time) with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online or any adjournment or postponement thereof is set out on pages 12 to 13 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. The form of proxy can also be downloaded from websites of the Company at <https://www.biocytogen.com.cn> and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Shareholders are recommended to complete, sign and return the proxy form in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Unlisted Shareholders), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company (for all Shareholders) as soon as possible but in any event no later than 24 hours before the time appointed for the EGM (i.e. no later than 10:00 a.m. on Sunday, 6 November 2022 (Hong Kong time) or the adjourned meeting (as the case may be)).

This circular together with the form of proxy are also published on the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and that of the Company (<https://www.biocytogen.com.cn>).

References to time and dates in this circular are to Hong Kong time and dates.

Hong Kong, 21 October 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:*

“Adoption Date”	the date on which the Scheme is approved by the Shareholders
“Articles”	the articles of association of the Company from time to time
“Award”	an award of H Shares by the Board to a Selected Employee pursuant to the Scheme Rules
“Awarded Share(s)”	in respect of a Selected Employee, such number of H Shares determined by the Board and granted to such Selected Employee
“Board”	the board of Directors or such committee or such sub-committee or person(s) delegated with the power and authority by the board of Directors to administer the Scheme
“Company”	Biocytogen Pharmaceuticals (Beijing) Co., Ltd., a joint stock company incorporated in the People’s Republic of China with limited liability whose registered office is at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.0 each, which are subscribed for or credited as paid in Renminbi
“Dr. Yao”	Dr. Yao Jiawei (姚佳維)
“EGM”	the extraordinary general meeting to be convened by the Company on Monday, 7 November 2022 with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online
“Employee(s)”	any full-time employee (excluding any Excluded Employee) of any member of the Group
“Excluded Employee(s)”	(i) at the time of the proposed grant of an Award, any Employee whose service in the Group does not exceed 1 year from the expiry date of his probationary period as stated in his employment contract with the Group, except as otherwise determined by the Board at its absolute discretion on a case by case basis, or (ii) any Employee who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Employee

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## DEFINITIONS

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“Group”	the Company, its subsidiaries and such entities which are considered as subsidiaries of the Company under the applicable accounting standard and policy
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.0 each, which is/are traded in HK\$ and listed on the Stock Exchange
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 October 2022, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Huang”	Mr. Huang Xiaolu (黃小魯)
“Ms. Huang”	Ms. Huang Rui (黃蕤)
“Ms. Zhang”	Ms. Zhang Leidi (張蕾娣)
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the PRC
“Returned Shares”	such Awarded Shares or related income which are not vested and/or forfeited in accordance with the terms of the Scheme, or such Shares being deemed to be Returned Shares in accordance with the terms of the Scheme and the Trust Deed
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme” or “Share Award Scheme (H Shares)”	the “Employees’ Share Award Scheme” of the Company constituted by the Scheme Rules
“Scheme Rules”	the rules relating to the Scheme, as approved and adopted by the Board on the Adoption Date in its present form or as amended from time to time in accordance with the provisions hereof
“Selected Employee(s)”	Employee(s) selected by the Board pursuant to the Board’s absolute discretion to, from time to time, select any Employee for participation in the Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.0 each, comprising Unlisted Shares and H Shares

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## DEFINITIONS

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“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Development Committee”	the strategy development committee of the Board
“Subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Trust”	the trust constituted by the Trust Deed
“Trustee”	CMB Wing Lung (Trustee) Limited, or other trustee corporations to be appointed by the Company for the administration of the Scheme from time to time
“Trust Deed”	a trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Scheme
“Trust Share(s)”	any H Share purchased by the Trustee on the market out of cash arranged to be paid by the Company out of the Company’s funds to the Trustee, together with in each case any scrip Shares or bonus Shares referable to those H Shares, for the purposes of settlement of the Awarded Shares
“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.0 each, which is/are subscribed for or credited as paid in a currency other than Renminbi, held by foreign investors and not listed on any stock exchange, and Domestic Shares
“Vesting Date”	in respect of a Selected Employee, the date on which his entitlement to the Awarded Shares accrues in accordance with the conditions as imposed by the Board or is deemed to have accrued



**BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.**

**百奥赛图(北京)医药科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2315)**

*Executive Directors:*

Dr. Shen Yuelei (*Chairman, Chief Executive Officer and  
General Manager*)  
Dr. Ni Jian  
Dr. Zhang Haichao

*Registered office:*

12 Baoshen South Street  
Daxing Bio-Medicine Industry Park  
Daxing District, Beijing  
PRC

*Non-executive Directors:*

Mr. Wei Yiliang  
Dr. Zhou Kexiang  
Mr. Huang Xiaolu

*Principal place of business  
in Hong Kong:*

40th Floor,  
Dah Sing Financial Center  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

*Independent Non-executive Directors:*

Mr. Hua Fengmao  
Dr. Yu Changyuan  
Ms. Liang Xiaoyan

Hong Kong, 21 October 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR  
(2) PROPOSED CHANGE OF SUPERVISOR  
(3) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 17 October 2022.

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the EGM to be held on Monday, 7 November 2022 at 10:00 a.m., to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please also refer to the notice of the EGM enclosed with this circular.

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## LETTER FROM THE BOARD

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### II. PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR

On 17 October 2022, the Board received a resignation letter from Mr. Huang. Due to an adjustment of his work commitments, Mr. Huang resigned as a non-executive Director and a member of the Strategy Development Committee, both with effect from the date on which the proposed appointment of the new non-executive Director to fill the casual vacancy as a result of Mr. Huang's resignation being approved by the Shareholders at the EGM to be convened by the Company. Mr. Huang has confirmed that he had no disagreement with the Board and there were no other matters relating to his resignation that need to be brought to the attention of the Shareholders.

In view of Mr. Huang's resignation, the Board proposed to nominate Ms. Zhang as a non-executive Director. The proposed appointment of Ms. Zhang is subject to the approval of the Shareholders by way of ordinary resolution at the EGM. Ms. Zhang's term of office, commencing upon the approval of the Shareholders at the EGM, will be the same as the current session of the Board, and she may serve consecutive terms if re-elected.

The biographical details of Ms. Zhang are set out below:

Ms. Zhang Leidi (張蕾娣), aged 42, holds a master's degree in finance from Guanghua School of Management of Peking University. From July 2003 to February 2010, she worked as a consultant, senior consultant and project manager at Roland Berger Strategy Consultants. From March 2011 to September 2011, she worked as a part-time consultant at Roland Berger Strategy Consultants. From October 2011 to September 2016, she worked as a senior director of Direct Investment Department at China Life Investment Holdings Limited. During the period from March 2019 to April 2022, she was a director of Bloomage Biotechnology Corporation Limited (a company listed on the Shanghai Stock Exchange, Stock Code: 688363). She has been serving as a managing director of China Life Equity Investment Limited since October 2016. She has also been serving as the chairperson of management committee of China Life Equity Investment Limited since April 2020.

Upon the appointment being approved by the Shareholders at the EGM, Ms. Zhang will enter into a service contract with the Company for a term commencing from the effective date of her appointment and ending on the expiration of the term of the current session of the Board, which shall not exceed three years. Pursuant to the Articles, Ms. Zhang will be subject to re-election upon the expiry of her term of office.

Ms. Zhang will not receive remuneration from the Company during her term as a non-executive Director.

Save as disclosed above, as of the Latest Practicable Date, Ms. Zhang confirms that (i) she currently does not, nor did she in the past three years, hold any directorships or supervisorship in any listed companies or any other major positions in the Company and its subsidiaries; (ii) she does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders, controlling shareholders or de facto controllers of the Company; (iii) she does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; and (iv) she is not subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges. Save as disclosed herein, there are no other matters concerning the appointment of Ms. Zhang that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### III. PROPOSED CHANGE OF SUPERVISOR

On 17 October 2022, the Supervisory Committee received a resignation letter from Ms. Huang. Due to an adjustment of her work commitments, Ms. Huang resigned as a Supervisor, with effect from the date on which the proposed appointment of the new Supervisor to fill the casual vacancy as a result of Ms. Huang's resignation being approved by the Shareholders at the EGM. Ms. Huang has confirmed that she had no disagreement with the Board and the Supervisory Committee and there were no other matters relating to her resignation that need to be brought to the attention of the Shareholders.

In view of Ms. Huang's resignation, the Board proposed to nominate Dr. Yao as a Supervisor. The proposed appointment of Dr. Yao is subject to the approval of the Shareholders by way of ordinary resolution at the EGM. Dr. Yao's term of office, commencing upon the approval of the Shareholders at the EGM, will be the same as the current session of the Supervisory Committee, and he may serve consecutive terms if re-elected.

The biographical details of Dr. Yao are set out below:

Dr. Yao Jiawei (姚佳維), aged 39, joined the Company in June 2012. He currently is the senior director of the gene editing department. Dr. Yao received a master's degree in Biological Engineering from Tianjin University in June 2008 and a doctor's degree in pharmaceutical engineering from Tianjin University in June 2012.

Upon the appointment being approved by the Shareholders at the EGM, Dr. Yao will enter into a service contract with the Company for a term commencing from the effective date of his appointment and ending on the expiration of the term of the current session of the Supervisory Committee, which shall not exceed three years. Pursuant to the Articles, Dr. Yao will be subject to re-election upon the expiry of his term of office.

Dr. Yao will not receive remuneration from the Company during his term as a Supervisor.

Save as disclosed above, as of the Latest Practicable Date, Dr. Yao confirms that (i) he currently does not, nor did he in the past three years, hold any directorships or supervisorship in any listed companies or any other major positions in the Company and its subsidiaries; (ii) he does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders, controlling shareholders or de facto controllers of the Company; (iii) he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; and (iv) he is not subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges. Save as disclosed herein, there are no other matters concerning the appointment of Dr. Yao that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### IV. PROPOSED ADOPTION OF THE SHARE AWARD SCHEME (H SHARES)

On 17 October 2022, the Board resolved to approve the Scheme and to propose the adoption of the Scheme for approval by the Shareholders. No new Shares are to be issued or allotted under the Scheme. The Scheme does not constitute a share option scheme or an arrangement involving the grant of options to participants over new Shares or other new securities of the Company which is analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules. Nonetheless, since the revised Chapter 17 of the Listing Rules (which will become effective on 1 January 2023) will cover, among others, share schemes involving existing shares of listed issuers, the Scheme will be governed by the relevant requirements under the revised Chapter 17 of the Listing Rules as may be applicable.

Pursuant to Article 99(II)(6) of the Articles, equity incentive plans of the Company shall be adopted by special resolution at the shareholders' general meeting. As such, Shareholders' approval by way of special resolution will be sought at the EGM to approve, (i) the proposed adoption of the Scheme; and (ii) the authorisation to the Board to implement the Scheme as well as to approve grants of the Awards under the Scheme to the Selected Employees from time to time.

A summary of the Scheme Rules is set out below:

#### **Purposes and objectives**

The purposes and objectives of the Scheme are (i) to recognise the contributions by certain Employees and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

#### **Duration**

Subject to any early termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective from the Adoption Date to the end of the period of ten years commencing on the Adoption Date, except in respect of any non-vested Awarded Shares granted hereunder prior to the expiration of the Scheme, for the purpose of giving effect to the vesting of such Awarded Shares or otherwise as may be required in accordance with the provisions of the Scheme.

#### **Administration**

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules and the terms of the Trust Deed. The Trustee shall hold the Trust Shares, the Awarded Shares including the returned shares and the related income in accordance with the terms of the Trust Deed.

#### **Scheme limit**

The Board shall not make any further award of Awarded Shares which will result in the number of H Shares awarded by the Board under the Scheme exceeding 5% of the issued shares of the Company as at the Adoption Date. The maximum number of H Shares which may be awarded to a Selected Employee under the Scheme shall not exceed 1% of the issued shares of the Company as at the Adoption Date.

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## LETTER FROM THE BOARD

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### **Operation**

The Board may, at any time and from time to time at its absolute discretion after having regard to the Scheme Rules and subject to compliance with the Listing Rules, the Articles, PRC Company Law and any other applicable laws and regulations, either before or after identification of the Selected Employee(s) cause to be paid an amount of cash to the Trustee for the purchase of the Shares on the market as Trust Shares.

### **Grant of Awarded Shares**

Subject to the Scheme Rules, the Board may, from time to time, at its absolute discretion select any Employee as a Selected Employee for grant of an Award.

In determining the number of Awarded Shares for a Selected Employee, the Board may take into consideration matters including (without limitation), the general financial condition of the Group and the rank and performance of the relevant Selected Employee.

The Board is entitled to impose any conditions (including, without limitation, the performance, operating and financial targets and other criteria, if any, to be satisfied by the Selected Employee), as it deems appropriate in its sole and absolute discretion before the Awarded Shares can vest. The Board shall inform (i) such Selected Employee the number of Awarded Shares, the vesting conditions and the vesting schedule and (ii) the Trustee the relevant information of the Selected Employee and the relevant conditions of the Awarded Shares.

Any Award shall be personal to the Selected Employee and shall not be transferrable or assignable to any other person prior to the Vesting Date, except for and to the extent permitted by the applicable laws and regulations (including the Listing Rules), any company that is wholly owned by the Selected Employee or a trust which the settlor is the Selected Employee, and no Selected Employee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to such Award or the related income or any of the Returned Shares under the Scheme prior to the Vesting Date.

### **Vesting of Awarded Shares**

Subject to the terms and conditions of the Scheme and the fulfillment of all relevant vesting conditions, the respective Awarded Shares held by the Trustee on behalf of a Selected Employee pursuant to the terms of the Scheme Rules shall vest in such Selected Employee in accordance with the vesting condition (if any) and the Trustee shall cause the Awarded Shares to be transferred to such Selected Employee on the Vesting Date(s), provided that the Selected Employee remains at all times after the grant of the Award and on each relevant Vesting Date(s) an Employee. Where any Awarded Shares and the related income which is in the form of Shares are not vested in any Selected Employee for whatever reasons in accordance with the Scheme Rules, all such unvested Awarded Shares and the related income shall become Returned Shares for the purposes of the Scheme.

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## LETTER FROM THE BOARD

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### **Lapse of Award**

#### ***(1) Total Lapse***

In the event that prior to or on the Vesting Date, under the following circumstances and subject to the terms of the Scheme, the Award shall, unless the Board otherwise agrees, lapse forthwith, and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall become Returned Shares for the purpose of the Scheme: (i) the relevant Selected Employee ceases to be an Employee, (ii) the Subsidiary by which a Selected Employee is employed ceases to be a Subsidiary of the Company (or of a member of the Group), or (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company.

#### ***(2) Partial Lapse***

In the event that prior to or on the Vesting Date, under the following circumstances and subject to the terms of the Scheme, the relevant part of the Award made to such Selected Employee shall, unless the Board otherwise agrees, lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall become Returned Shares for the purpose of the Scheme: (i) a Selected Employee is found to be an Excluded Employee (in this context only applicable to any person in class (ii) of Excluded Employee as defined in the definitions); or (ii) a Selected Employee fails to return duly executed transfer documents prescribed by the Trustee for the relevant Awarded Shares within the stipulated period.

#### ***(3) Death or retirement by agreement***

Notwithstanding the above, in respect of a Selected Employee who died or retired by agreement with a member of the Group at any time prior to or on the Vesting Date, all the Awarded Shares of the relevant Selected Employee or rights thereto shall be deemed to be vested on the day immediately prior to his death or the day immediately prior to his retirement with the relevant member of the Group.

### **Restrictions**

No Award shall be made by the Board and no H Shares or payment (as the case may be) shall be delivered or made to the Trustee and no instructions to acquire H Shares shall be given to the Trustee under the Scheme where any Director is in possession of inside information in relation to the Group or where dealings in H Shares by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

### **Alteration of the Scheme**

The Scheme may be altered in any respect by a resolution of the Board provided that no such alteration shall operate to affect materially and adversely any subsisting rights of any Selected Employee under the Scheme Rules, subject to exceptions.

### **Voting rights**

For the avoidance of doubt, the Trustee holding unvested Trust Shares of the Scheme, regardless whether such Trust Shares have been granted to the corresponding Selected Employees as Awarded Shares or not, shall abstain from voting, whether directly or indirectly, on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

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## LETTER FROM THE BOARD

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### Termination

The Scheme shall terminate on the earlier of:

- (i) the end of the period of ten years commencing on the Adoption Date, except in respect of any non-vested Awarded Shares granted hereunder prior to the expiration of the Scheme, for the purpose of giving effect to the vesting of such Awarded Shares or otherwise as may be required in accordance with the provisions of the Scheme; and
- (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Employee hereunder.

Upon termination of the Scheme, all Shares and non-cash income remaining in the trust fund of the Trust shall be sold by the Trustee. The net proceeds of aforesaid sale and such other funds remaining in the Trust shall be remitted to the Company forthwith after the sale. For the avoidance of doubt, the Trustee may not transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever (other than its interest in the proceeds of sale of such Shares mentioned above).

### V. EGM

The notice convening the EGM to be held on Monday, 7 November 2022 at 10:00 a.m. with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online is set out on pages 12 to 13 in this circular.

The proxy form for the EGM is also enclosed herein and published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.biocytogen.com.cn>). Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Unlisted Shareholders), or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company (for all Shareholders) as soon as possible and no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notice of the EGM to be taken by way of poll pursuant the Articles. Every Shareholder present in person or by proxy shall have one vote for each Share registered in his name in the register of members of the Company pursuant to the Articles. Shareholders (including their proxies) entitled to two or more votes need not cast all the votes in favor of or against a resolution pursuant to the Articles.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

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## LETTER FROM THE BOARD

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Registered Shareholders will be able to attend the EGM, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose H Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

If any Shareholder has any question on the arrangements of the EGM, please contact Tricor Investor Services Limited, the Company's H share registrar, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

Telephone: (852) 2980-1333

From 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays)

For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 2 November 2022 to Monday, 7 November 2022 (both days inclusive), during which period no transfer of shares will be registered. In order for the Shareholders to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Unlisted Shareholders), for registration not later than 4:30 p.m. on Tuesday, 1 November 2022.

## VI. RECOMMENDATIONS

The Directors are of the opinion that, all the resolutions as set out in the notice of the EGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

Yours faithfully,

**Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**

**Shen Yuele**

*Chairman of the Board, Chief Executive Officer and  
Executive Director*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### **BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.**

#### **百奧賽圖(北京)醫藥科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2315)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (the “EGM”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**”) will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online on Monday, 7 November 2022 at 10:00 a.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

#### **ORDINARY RESOLUTIONS**

To consider and approve:

1. The appointment of Ms. Zhang Leidi as a non-executive Director;
2. The appointment of Dr. Yao Jiawei as a Supervisor;

#### **SPECIAL RESOLUTIONS**

To consider and approve:

3. The adoption of the Share Award Scheme; and
4. The authorization to the Board to deal with matters in relation to the Share Award Scheme.

Details of the above resolutions proposed at the EGM are contained in the circular dated 21 October 2022, which is available on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.biocytogen.com.cn](http://www.biocytogen.com.cn)).

By Order of the Board

**Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**

**Shen Yuele**

*Chairman of the Board, Chief Executive Officer and  
Executive Director*

Hong Kong, 21 October 2022

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated 21 October 2022.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

Registered Shareholders will be able to attend the EGM, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose H Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

2. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 2 November 2022 to Monday, 7 November 2022 (both days inclusive), during which period no transfer of shares will be registered. In order for the Shareholders to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Unlisted Shareholders), for registration not later than 4:30 p.m. on Tuesday, 1 November 2022.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
5. In order 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 Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Unlisted Shareholders), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company (for all Shareholders) as soon as possible and in any event no later than 10:00 a.m. on Sunday, 6 November 2022 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjournment thereof, should they so wish.
6. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
7. References to time and dates in this notice are to Hong Kong time and dates.