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吉林省輝南長龍生化藥業股份有限公司

Jilin Province Huinan Changlong Bio-pharmacy Company Limited

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8049)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Jilin Province Huinan Changlong Bio-pharmacy Company Limited (“the Company”) for the year ended 31 December 2022 (the “AGM”) will be held at Economic Development Zone, Chaoyang Town, Huinan County, Tonghua, Jilin Province (吉林省通化市輝南縣朝陽鎮經濟開發區), the People’s Republic of China (the “PRC”) on Friday, 2 June 2023 at 10:00 a.m. for the following purposes:

As ordinary resolutions:

1. to receive and consider the audited consolidated financial statements of the Company and the reports of the Directors of the Company and the independent auditor’s report of the Company for the year ended 31 December 2022;
2. to consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2022;
3. to consider the reappointment of Prism Hong Kong and Shanghai Limited as auditors of the Company for the year ending 31 December 2023 and authorize the Directors to fix their remuneration;
4. to consider and approve the remuneration proposals for Directors and supervisors of the Company for the year ending 31 December 2023;
5. to consider and approve the re-election and re-appointment of directors to be the seventh session of the Board for a term of three years commencing from 2 June 2023 until the date of annual general meeting held in 2026 and to authorize the directors of the Company to determine their remuneration (Please refer to Annex 1 for the information of candidates for the post of Directors); and

6. to consider and approve the re-election and re-appointment of supervisors to be the eighth session of the Supervisory Committee for a term of three years commencing from 2 June 2023 until the date of annual general meeting held in 2026 and to authorize the directors of the Company to determine their remuneration (Please refer to Annex 1 for the information of candidates for the post of Supervisors).

As Special Resolution:

1. to consider and if the right fit, pass with or without modifications, the following resolution as a special resolution:

“THAT:

- (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board of Directors of the Company (the “Board”) during the Relevant Period (as defined in paragraph (f) below) of all the powers of the Company separately or concurrently to allot, issue and deal with domestic shares of nominal value of RMB0.10 each in the share capital of the Company (the “Domestic Shares”) and/or overseas-listed foreign shares of nominal value of RMB0.10 each in the share capital of the Company (the “H Shares”) be and is hereby approved;
- (b) the approval in paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Domestic Shares and/or H Shares to be allotted and issued either during or after the end of the Relevant Period;
- (c) the aggregate nominal value of Domestic Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal value of the Domestic Shares then in issue at the date of the passing of this resolution;
- (d) the aggregate nominal value of H Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement

providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal value of the H Shares then in issue at the date of the passing of this resolution;

- (e) the approval in paragraph (a) above shall be conditional upon the approval of the China Securities Regulatory Commission being obtained by the Company;
- (f) for the purpose of this special resolution:

“Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
- (ii) the expiration of a period of 12 months following the passing of this special resolution; or
- (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange); and

- (g) the Board be and is hereby authorised to make such amendments to the articles of association of the Company as it thinks fit so as to increase the registered share capital and to reflect the new capital structure of the Company as a result of the allotment and issue of shares of the Company pursuant to the approval granted under paragraph (a) above”;

2. to transact any other business.

By order of the Board of
Jilin Province Huinan Changlong Bio-pharmacy Company Limited
Zhang Hong
Chairman

Tonghua, Jilin Province, the PRC
19 April 2023

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his or her behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, a proxy form of holder of H shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the Hong Kong Registrars Limited on 17M/F, Hopewell Centre, 183 Queen's Road East, Hong Kong ("the Company's Shares Registrar") not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, a proxy form of holder of Domestic shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the Registered Address of the Company not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. The register of shareholders of the Company will be closed from 3 May 2023 to 2 June 2023 (both days inclusive), during which no transfer of shares will be registered. As regards holders of H Shares and in order to ascertain the entitlement to attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificate must be lodged with the Company's Share Registrar not later than 2 May 2023 before 4:30 p.m. for registration.
6. Shareholders of the Company who intend to attend the AGM have to notify in writing of their attendance by sending such notice to the Company by hand, post or fax not later than 12 May 2023.
7. The purpose of having special resolution number 1 it to grant a general power to the board of directors to allot and issue new shares subject to applicable laws, regulations and rules.
8. The AGM is expected to last for half a day. Shareholders and their proxies attending the AGM are responsible for their own transportation and accommodation expenses.
9. Registered Address of the Company and the contact details of the Company are as follows:

31 Beishan Street, Chaoyang Town, Huinan County,
Tonghua, Jilin Province, the PRC
Fax no: 86 (435) 8212738

As at the date of this notice, the Board comprises six executive directors, being Zhang Hong, Zhang Xiao Guang, Zhao Bao Gang, Wu Guo Wen, Zhang Yi and Xu Xiang Fu and three independent non-executive directors, being Gao Qi Pin, Bai Jun Gui, Tian Jie.

This notice will remain on the “Latest Listed Company Announcements” page on the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting.

ANNEX 1: INFORMATION OF DIRECTOR AND SUPERVISOR CANDIDATES

Please refer to the section headed “Biographical Details of Directors and Senior Management” in the 2022 annual report of the Company for biographies of the director and supervisor candidates respectively. All candidates for re-election of directors are currently the directors for the seventh session of the Board. All candidates for re-election of supervisors are currently the supervisors for the seventh session of the Supervisory Committee of the Company.

The remuneration payable to the directors and supervisors are determined by the Remuneration Committee with reference to the time each of them spent on the Company matters, their respective contributions and expertise and are detailed as follows:

- (a) All re-elected directors and supervisors will not be entitled any director’s or supervisor’s fee but are entitled to remuneration in respect of their respective office with the Company;
- (b) Apart from and in addition to the above salary, each of the directors and supervisors is entitled to an annual incentive bonus, the amount of which shall be determined by the Remuneration Committee with reference to the profitability of the Group and the market conditions.

Upon the approval of the aforesaid ordinary resolution no. 5, all re-elected directors will enter into a director service contract with the Company for a term of three years commencing from 2 June 2023 until the date of annual general meeting held in 2026.

Upon the approval of the aforesaid ordinary resolution no. 6, all re-elected supervisors will enter into a service contract with the Company for a term of three years commencing from 2 June 2023 until the date of annual general meeting held in 2026.

Please refer to the paragraph headed “Directors’ and Supervisors’ interests in Shares” in the Report of the Directors contained in the 2022 annual report of the Company for the director and supervisor candidates’ the interests in the shares of Company within the meaning of Part XV of the Securities and Futures Ordinance.

The directors believe that there is no other matter relating to the election of the eighth session of directors and supervisors apart from the above that need to be brought to the attention of the shareholders of the Company. There is no information apart from the above which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (g) to (v) of the rule).