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

**If you have sold or transferred** all your shares in Giant Biogene Holding Co., Ltd, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**GIANT BIOGENE HOLDING CO., LTD**  
**巨子生物控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2367)**

**PROPOSED RE-APPOINTMENT OF AUDITOR**  
**PROPOSED RE-ELECTION OF DIRECTORS**  
**PROPOSED GRANT OF GENERAL MANDATES**  
**TO REPURCHASE SHARES AND ISSUE SHARES**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Giant Biogene Holding Co., Ltd to be held at No. 1855, Shanglin Yuan 7th Road, Chang'an District, Xi'an, Shaanxi Province, PRC on Tuesday, June 13, 2023 at 1:30 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, to be valid, please complete and sign the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case maybe) (for Annual General Meeting, i.e. not later than Sunday, June 11, 2023 at 1:30 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xajuzi.com>).

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

April 27, 2023

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at No. 1855, Shanglin Yuan 7th Road, Chang’an District, Xi’an, Shaanxi Province, PRC on Tuesday, June 13, 2023 at 1:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the articles of the Company for the time being in force
“Board” or “Board of Directors”	the board of Directors
“Company”	Giant Biogene Holding Co., Ltd, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 02367)
“Director(s)”	the director(s) of our Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares of up to 20% in aggregate of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution item 5 contained in the notice of the Annual General Meeting
“Listing Date”	November 4, 2022
“Latest Practicable Date”	April 19, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

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## DEFINITIONS

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“Share(s)”	the ordinary share(s) in the issued share capital the Company with a par value of US\$0.00001 each or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution item 4 contained in the notice of the Annual General Meeting
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time



**GIANT BIOGENE HOLDING CO., LTD**

**巨子生物控股有限公司**

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

**(Stock code: 2367)**

*Executive Directors:*

Mr. Yan Jianya (*Chairman and  
chief executive officer*)

Dr. Fan Daidi

Ms. Ye Juan

Ms. Fang Juan

*Non-executive Director:*

Mr. Chen Jinhao

*Independent Non-executive Directors:*

Mr. Huang Jin

Mr. Shan Wenhua

Ms. Wong Sze Wing

*Registered Office:*

PO Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head Office and Principal Place  
of Business in China:*

No. 1855, Shanglin Yuan 7th Road

Chang'an District, Xi'an

Shaanxi Province, PRC

*Principal Place of Business  
in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road,

Kowloon, Hong Kong

April 27, 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-APPOINTMENT OF AUDITOR  
PROPOSED RE-ELECTION OF DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on June 13, 2023.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-APPOINTMENT OF AUDITOR

Ernst & Young, which has audited the consolidated financial statements of the Company for the year ended December 31, 2022, will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Ernst & Young as the auditor of the Company with a term commencing from the date of the conclusion of Annual General Meeting to the date of the conclusion of the 2023 annual general meeting of the Company, and authorize the Board to fix its remuneration.

### 3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 26.3 of the Articles, the Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting. In accordance with the Article, Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing, who were appointed as Directors by the Board of the Company on October 6, 2022, will hold office until the Annual General Meeting. Pursuant to Article 26.4 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. In accordance with the Article, Ms. Ye Juan, Ms. Fang Juan and Mr. Chen Jinhao shall retire as Directors at the Annual General Meeting. All the aforesaid Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

Ms. Ye Juan, Ms. Fang Juan, Mr. Chen Jinhao, Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing have attended all meetings of the Board and the Board committees (which they serve) held during the period from the Listing Date to the Latest Practicable Date. Details of the attendance records have been set out in the 2022 annual report of the Company. Documents and information of relevant Board meetings and Board committee meetings were provided to Directors for review and consideration prior to such meetings. Ms. Ye Juan, Ms. Fang Juan, Mr. Chen Jinhao, Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing have performed their functions and responsibilities through active participation in the affairs of the Board and introducing balanced views as well as knowledge, experience and expertise to the Board.

Independent non-executive Directors Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing have confirmed that they will continue to devote sufficient time for the functions and responsibilities as the independent non-executive Directors of the Company. With their background and experience, Mr. Huang Jin, Mr. Shan Wenhua and

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## LETTER FROM THE BOARD

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Ms. Wong Sze Wing are fully aware of their responsibilities and expected time commitment in the Company. Based on the foregoing, the Board believes that Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing's positions outside the Company will not affect their current roles in, and their functions and responsibilities for the Company. They have confirmed their independence with reference to the factors as set out in Rule 3.13 of the Listing Rules.

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures provided by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the review of the nomination principles and criteria as set out in the Company's Board diversity policy and Director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. Pursuant to our Board diversity policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge, length of service and other related factors. The Company will also consider our own business model and special needs. The ultimate selection of Director candidates will be based on expertise of the candidates and contribution that the candidates will bring to our Board. The nomination committee has recommended to the Board on re-election of all the retiring Directors, including the aforesaid independent non-executive Directors who shall retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and expertise to the Board for the enhancement of the Company's operational efficiency and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

#### **4. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES**

At the extraordinary general meeting of the Company held on October 11, 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution item 4 contained in the notice of the Annual General Meeting (on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, being 99,500,000 Shares).

An explanatory statement required by the Listing Rules to be sent to the Shareholders is set out in Appendix II to this circular. This explanatory statement contains information reasonably necessary to enable Shareholders to make an informed decision on voting for or against the grant of the Share Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 5. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the extraordinary general meeting of the Company held on October 11, 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of up to 20% in aggregate of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution item 5 contained in the notice of the Annual General Meeting (on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, being 199,000,000 Shares). An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of the Company, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to procedural or administrative matters to be voted on by a show of hands in accordance with the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, June 8, 2023 to Tuesday, June 13, 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, Shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 7, 2023.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xajuzi.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be) (for Annual General Meeting, i.e. not later than Sunday, June 11, 2023 at 1:30 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from



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## LETTER FROM THE BOARD

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attending and voting at the Annual General Meeting if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the grant of the Share Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the Annual General Meeting.

By order of the Board  
**Giant Biogene Holding Co., Ltd**  
**YAN Jianya**  
*Chairman of the Board*

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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

### (1) Ms. Ye Juan

Ms. Ye Juan, aged 52, was appointed as a Director of the Company since November 30, 2021, and is currently an executive Director and a senior vice president of our Company. Ms. Ye has around 20 years of experience in the biotechnology and technical engineering industries. Prior to joining our Group, Ms. Ye worked in the risk management department in China Construction Bank Corporation (a company listed on the Shanghai Stock Exchange (stock code: 601939) and the Hong Kong Stock Exchange (stock code: 939)) from July 1993 to May 2003. She then served as a deputy general manager and subsequently a board secretary in Xi'an Starwave (USA) Communication Equipment Co., Ltd. (西安達威(美國)通信設備有限公司) from July 2003 to February 2010. She then served as a board secretary in Well Logging Energy Technology Xi'an Co., Ltd. (西安威爾羅根能源科技有限公司) from April 2010 to December 2015. She joined our Group in April 2016 as a deputy general manager of Xi'an Giant Biogene and has served as its director since May 2020. Ms. Ye obtained a bachelor's degree in law from Northwestern Polytechnical University (西北工業大學) in the PRC in July 2002.

According to the RSU Scheme adopted by the Company on December 8, 2021, Ms. Ye Juan is entitled to RSUs equivalent to 681,000 Shares (subject to vesting conditions), which are held under a trust pursuant to the RSU Scheme.

Ms. Ye Juan has entered into a service contract with the Company for a term of three years commencing from November 30, 2021 or until the third annual general meeting of the Company from the Listing Date, whichever is earlier, subject always to re-election in accordance with the Articles of Association. Ms. Ye Juan does not receive Director's fee, but will receive a remuneration in accordance with her managerial position of the Company. For the year ended December 31, 2022, Ms. Ye Juan received an annual remuneration of RMB855,900 and certain share-based payment, which was borne by the Group. The remuneration of Ms. Ye Juan is determined based on the factors such as market conditions, the Company's performance and her performance assessment results by the Board.

### (2) Ms. Fang Juan

Ms. Fang Juan, aged 50, was appointed as a Director of the Company since November 30, 2021, and is currently an executive Director, a senior vice president and a member of the Corporate Governance Committee of the Company. Ms. Fang has over 20 years of experience in the biotechnology industry. She joined our Group in December 2000 as a manager of Xi'an Giant Biogene and has served as its deputy general manager and director since December 2003 and May 2020, respectively. Ms. Fang obtained a college degree in international enterprise management from Shaanxi College of Finance and Economics (陝西財經學院) (currently known as School of Economics and Finance of Xi'an Jiaotong University (西安交通大學經濟與金融學院)) in July 1995.

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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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According to the RSU Scheme adopted by the Company on December 8, 2021, Ms. Fang Juan is entitled to RSUs equivalent to 855,333 Shares (subject to vesting conditions), which are held under a trust pursuant to the RSU Scheme.

Ms. Fang Juan has entered into a service contract with the Company for a term of three years commencing from November 30, 2021 or until the third annual general meeting of the Company from the Listing Date, whichever is earlier, subject always to re-election in accordance with the Articles of Association. Ms. Fang Juan does not receive Director's fee, but will receive a remuneration in accordance with her managerial position of the Company. For the year ended December 31, 2022, Ms. Fang Juan received an annual remuneration of RMB858,500 and certain share-based payment, which was borne by the Group. The remuneration of Ms. Fang Juan is determined based on the factors such as market conditions, the Company's performance and her performance assessment results by the Board.

### (3) Mr. Chen Jinhao

Mr. Chen Jinhao, aged 42, was appointed as a Director of the Company on November 30, 2021 and is currently a non-executive Director of the Company. Mr. Chen has over 15 years of experience in the investment and strategic management industry. He worked as a co-director in Guangdong Infore Investment Management Co., Ltd. (廣東盈峰創業投資管理有限公司) from December 2009 to November 2010, an investment general manager in Bank of China Investment Zheshang Industry Fund Management Co., Ltd. (中銀投資浙商產業基金管理有限公司) from November 2010 to February 2013, a senior investment manager in China Life Investment Holdings Company Limited (國壽投資控股有限公司) from May 2014 to September 2016, a managing director from October 2016 to December 2020 in China Life Private Equity Investment Company Limited (國壽股權投資有限公司), an executive director and chief executive officer at Town Health International Medical Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 03886) from December 2019 to March 2021, and concurrently a director at Dareway Software Co., Ltd. (山大地緯軟件股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 688579) from August 2017 to December 2020. Mr. Chen has served as a managing director of Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司) since January 2021, a director of Beijing Shenrui Bolian Technology Co., Ltd. (北京深睿博聯科技有限責任公司) since May 2021, a director of CPE Collagen Investment Limited since August 2021, a limited partner of Tianjin Panmao Corporate Management Limited Partnership (天津磐茂企業管理合夥企業(有限合夥)) since July 2021, and a director of Shenzhen SiBionics Co., Ltd. (深圳矽基仿生科技有限公司) since January 2022. He has also been a representative of the managing partner (執行事務合夥人委派代表) in Shanghai Rongping Enterprise Management Limited Partnership (上海鎔平企業管理合夥企業(有限合夥)) since June 2021, a representative of the managing partner in Tianjin Yuanfeng Ronghe Corporate Management Limited Partnership (天津源峰鎔和企業管理合夥企業(有限合夥)) since April 2021, a representative of the managing partner in Tianjin Rongtai Corporate Management Limited Partnership (天津鎔肽企業管理合夥企業(有限合夥)) since June 2021 and a representative of the managing partner in Tianjin Yuanfeng Rongsheng Corporate Management Limited Partnership (天津源峰鎔笙企業管理合夥企業(有限合夥)) since July 2021. Mr. Chen obtained a bachelor's degree in mathematics from Sun Yat-sen University (中山大學) in the PRC in June 2001 and a master's degree in business administration from University of Wales in the United Kingdom in July 2003.

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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Mr. Chen Jinhao has entered into a letter of appointment for non-executive Director with the Company for a term of three years commencing from November 30, 2021 or until the third annual general meeting of the Company from the Listing Date, whichever is earlier, subject always to re-election in accordance with the Articles of Association. As a non-executive Director, Mr. Chen Jinhao does not receive remuneration or Director's fee from the Company.

#### **(4) Mr. Huang Jin**

Mr. Huang Jin, aged 64, was appointed as an independent non-executive Director on April 21, 2022, with effect on October 6, 2022. Mr. Huang is currently a member of the Audit Committee and Nomination Committee of the Company respectively. Mr. Huang has around 40 years of experience in the field of law. He has held various positions in Wuhan University (武漢大學) from December 1984 to February 2009, including assistant lecturer, lecturer, assistant professor, professor, and vice principal. He then was appointed as a professor and the principal of China University of Political Science and Law (中國政法大學) from February 2009 to April 2019. He has been the president of the China Society of Private International Law (中國國際私法學會) since 2003. He is currently a professor of the Academy of Comprehensive Rule of Law (China University of Political Science and Law) (中國政法大學全面依法治國研究院). He has served as a director of Beijing Baimtec Material Co., Ltd. (北京航空材料研究院股份有限公司) since December 2021. Mr. Huang obtained a bachelor's degree in law from Hubei College of Finance and Economics (湖北財經學院) (currently known as the Zhongnan University of Economics and Law (中南財經政法大學)) in the PRC in January 1982. He obtained a master's degree in December 1984 and a doctoral degree in June 1988, both in international law, from Wuhan University in the PRC.

Mr. Huang Jin has entered into a letter of appointment for independent non-executive Director with the Company for a term of three years commencing from October 6, 2022 or until the third annual general meeting of the Company from the Listing Date, whichever is earlier, subject always to re-election in accordance with the Articles of Association. For the year ended December 31, 2022, Mr. Huang Jin was entitled to a Director's fee of HK\$120,000 (equivalent of RMB105,091.2 at the exchange rate as at the Latest Practicable Date), which was borne by the Group. The Director's fee of Mr. Huang Jin is determined in accordance with the prevailing market terms and based on his duties (including being a member or chairman of the Board committees).

#### **(5) Mr. Shan Wenhua**

Mr. Shan Wenhua, aged 53, was appointed as an independent non-executive Director on April 21, 2022, with effect on October 6, 2022. Mr. Shan is currently the Chairman of the Remuneration Committee and a member of each of the Audit Committee, Nomination Committee and Corporate Governance Committee of the Company. Mr. Shan has extensive experience in the field of law. He was a lecturer and a vice researcher at the School of Law at Xiamen University (廈門大學) from 1996 to 1998. He was a visiting researcher at the Lauterpacht Centre for International Law at the University of Cambridge from 1998 to 1999. He then held various positions including lecturer, senior lecturer, reader, and professor in the Law School of Oxford Brookes University from 2002 to 2013.

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**APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE  
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He was a visiting researcher at the National University of Singapore from 2004 to 2005. From 2005 to 2007, he served as the dean of the School of Humanities and Social Science at Xi'an Jiaotong University (西安交通大學), during which he was appointed as The Distinguished Professor for the Soar Scholar Talent Program (騰飛學者特聘教授). He assisted Xi'an Jiaotong University to found its School of Law in 2008 and was appointed as its first dean. He served as a Senior Fellow at the Lauterpacht Centre for International Law at the University of Cambridge from 2013 to 2020, and the assistant to the principal of Xi'an Jiaotong University from 2016 to 2018. He concurrently served as the dean of the School of International Education at Xi'an Jiaotong University from 2016 to 2021. Mr. Shan obtained the PRC lawyer certificate from the PRC Ministry of Justice in 1994. He was selected as a Special Government Allowance Expert by the PRC State Council in 2009 and as a Changjiang Scholar Chair Professor by the PRC Ministry of Education in 2008. He was then selected as member of two national talent plans. Mr. Shan obtained the Qian Duansheng Award for Legal Research in 2014 from the Fund of Qian Duansheng Award for Legal Research, the First Pioneer Award for Innovative Talents in Chinese Think Tanks from the Chinese Academy of Social Sciences and the Chinese Academy of Social Science Evaluation Studies in 2018, and the Springer-Nature Award for New Developments in China from Springer-Nature in 2019. He was awarded with the First Prize for Outstanding Achievements in Philosophy and Social Sciences of Shaanxi Province by the Shaanxi Provincial People's Government in 2019 and the First-class prize of Excellent Achievements in Scientific Research (Humanities and Social Sciences) of Higher Education Institutions by the PRC Ministry of Education in 2020. Mr. Shan obtained a bachelor's degree in law in July 1991 from the Sun Yet-Sen University in the PRC, a master's degree in corporate management from Jinan University (暨南大學) in the PRC in June 1994, a doctoral degree in international economic law from Xiamen University (廈門大學) in July 1996, and a doctoral degree in international law from the University of Cambridge in the United Kingdom in May 2004.

Mr. Shan Wenhua has entered into a letter of appointment for independent non-executive Director with the Company for a term of three years commencing from October 6, 2022 or until the third annual general meeting of the Company from the Listing Date, whichever is earlier, subject always to re-election in accordance with the Articles of Association. For the year ended December 31, 2022, Mr. Shan Wenhua was entitled to a Director's fee of HK\$120,000 (equivalent of RMB105,091.2 at the exchange rate as at the Latest Practicable Date), which was borne by the Group. The Director's fee of Mr. Shan Wenhua is determined in accordance with the prevailing market terms and based on his duties (including being a member or chairman of the Board committees).

**(6) Ms. Wong Sze Wing**

Ms. Wong Sze Wing, aged 44, was appointed as an independent non-executive Director on April 21, 2022, with effect on October 6, 2022. Ms. Wong is currently the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Ms. Wong has over twenty years of experience in accounting and management. She served as a manager at PricewaterhouseCoopers from September 2001 to October 2006. She then successively served as the chief financial officer of Orange Sky Entertainment Group (International) Holding Company Limited (橙天娛樂集團(國際)控股有限公司) from August 2007 to July 2008. She served as the joint company secretary of



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**APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Yingde Gases Group Company Limited (盈德氣體集團有限公司) from February 2009 to March 2017 and has served as its chief financial officer since July 2010. She has been an independent non-executive director of Orange Sky Golden Harvest Entertainment (Holdings) Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1132) since April 2010, an independent non-executive director of Rici Healthcare Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1526) since June 2016, and an independent non-executive director of Wangsu Science & Technology Co., Ltd. (網宿科技股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 300017) since March 2017, an independent non-executive director of Ganfeng Lithium Group Co., Ltd. (a company listed in Hong Kong Stock Exchange (stock code: 1772) and Shenzhen Stock Exchange (stock code: 002460)) since July 2018. She also served as an independent director of Zhejiang Dahua Technology Co., Ltd. (浙江大華技術股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002236) from April 2017 to August 2020 and an independent non-executive director of Xinjiang La Chapelle Fashion Co., Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 06116) from January 2021 to June 2021. Ms. Wong obtained a bachelor's degree in business administration from the University of Hong Kong (香港大學) in Hong Kong in November 2001. She also obtained an EMBA from the China Europe International Business School (中歐國際工商學院) in the PRC in July 2012. Ms. Wong became a chartered member and then a fellow of the Hong Kong Institute of Certified Public Accountants in February 2004 and July 2016, respectively.

Ms. Wong Sze Wing has entered into a letter of appointment for independent non-executive Director with the Company for a term of three years commencing from 6 October 2022 or until the third annual general meeting of the Company from the Listing Date, whichever is earlier, subject always to re-election in accordance with the Articles of Association. For the year ended December 31, 2022, Ms. Wong Sze Wing was entitled to a Director's fee of HK\$200,000 (equivalent of RMB175,152.0 at the exchange rate as at the Latest Practicable Date), which was borne by the Group. The Director's fee of Ms. Wong Sze Wing is determined in accordance with the prevailing market terms and based on her duties (including being a member or chairman of the Board committees).

Save as disclosed above, as of the Latest Practicable Date, the above candidates for re-election of Directors do not have any other major appointments and professional qualifications, nor do any of them hold any positions within the Company or its subsidiaries or any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Meanwhile, none of them have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, to the best of the knowledge and belief of the Directors, the above candidates for re-election of Directors do not have any interests in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). The above candidates for re-election of Directors confirm that there is no any other matter relating to his/her proposed appointment that needs to be brought to the attention of the Shareholders, nor is there any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on voting for or against the ordinary resolutions to be proposed at the AGM in relation to the grant of the Share Repurchase Mandate.

#### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 995,000,000 Shares.

Subject to the passing of the ordinary resolution item 4 contained in the notice of the AGM in respect of the grant of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, being 995,000,000 Shares, the Directors shall be authorized to repurchase up to 99,500,000 Shares, representing 10% of the total issued Shares as at the date of the AGM, pursuant to the Share Repurchase Mandate during the period in which the Share Repurchase Mandate is in effect.

#### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the grant of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares 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 and will only be made when the Board believes that such a repurchase will benefit the Company and the Shareholders.

#### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

#### **4. IMPACT OF SHARE REPURCHASE**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with its position disclosed in the audited accounts in the annual report of the Company for the year ended December 31, 2022) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent, as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels 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 month since the Listing Date up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
November ( <i>since the Listing Date</i> )	36.00	24.15
December	34.80	26.40
<b>2023</b>		
January	42.60	32.15
February	51.45	40.00
March	58.80	42.65
April ( <i>up to the Latest Practicable Date</i> )	49.40	42.70

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share 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 the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.



To the best knowledge of the Company, as at the Latest Practicable Date, Dr. Fan Daidi and Mr. Yan Jianya were deemed to be interested in 601,004,935 Shares, representing approximately 60.40% of the issued shares of the Company. Juzi Holding Co., Ltd., Refulgence Holding Limited and Trident Trust Company (B.V.I.) Limited were deemed to be interested in 581,104,935 Shares, representing approximately 58.40% of the issued shares of the Company. In the event that the Directors fully exercise the power to repurchase Shares pursuant to the proposed Share Repurchase Mandate, the shareholdings of Dr. Fan Daidi and Mr. Yan Jianya in the Company would be increased to approximately 67.11% of the issued shares of the Company, and the shareholdings of Juzi Holding Co., Ltd., Refulgence Holding Limited and Trident Trust Company (B.V.I.) Limited in the Company would be increased to approximately 64.89% of the issued shares of the Company.

The Directors consider that the increases in shareholdings would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the total number of Shares held by the public falling below the prescribed minimum percentage required by the Stock Exchange.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



**GIANT BIOGENE HOLDING CO., LTD**  
**巨子生物控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2367)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Giant Biogene Holding Co., Ltd (the “**Company**”) will be held at No. 1855, Shanglin Yuan 7th Road, Chang’an District, Xi’an, Shaanxi Province, PRC on Tuesday, June 13, 2023 at 1:30 p.m. for the following purposes:

1. To receive the audited consolidated financial statements, directors’ report and auditor’s report of the Company for the year ended 31 December, 2022.
2.
  - (a) To re-elect Ms. Ye Juan as an executive director;
  - (b) To re-elect Ms. Fang Juan as an executive director;
  - (c) To re-elect Mr. Chen Jinhao as a non-executive director;
  - (d) To re-elect Mr. Huang Jin as an independent non-executive director;
  - (e) To re-elect Mr. Shan Wenhua as an independent non-executive director;
  - (f) To re-elect Ms. Wong Sze Wing as an independent non-executive director; and
  - (g) To authorize the board of directors to fix the respective directors’ remuneration.
3. To re-appoint Ernst & Young as the auditor of the Group and to authorize the board of directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise

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## NOTICE OF ANNUAL GENERAL MEETING

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during the Relevant Period (as defined below) all the powers of the Company to repurchase the shares of the Company in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidations or subdivisions of the shares of the Company after the passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders at general meeting.”

- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers under all applicable laws, rules and regulations during or after the Relevant Period (as defined below);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the issue of shares upon the exercise of options granted under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Articles of the Company;

shall not exceed 20% of the total issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidations or subdivisions of the shares of the Company after the passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders at general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out on items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in resolution set out in item 5 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the total number of shares may be repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidations or subdivisions of the shares of the Company after the passing of this resolution).”

By order of the Board  
**Giant Biogene Holding Co., Ltd**  
**YAN Jianya**  
*Chairman of the Board*

Hong Kong, April 27, 2023

*As of the date of this announcement, the Board comprises Mr. Yan Jianya, Dr. Fan Daidi, Ms. Ye Juan and Ms. Fang Juan as executive Directors, Mr. Chen Jinhao as a non-executive Director, and Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing as independent non-executive Directors.*

*Notes:*

1. All resolutions at the meeting (except those relating to the procedural or administrative matters, which should be taken by a show of hands as the chairman may decide) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend the meeting and vote on a poll on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be) (for annual general meeting, i.e. not later than Sunday, June 11, 2023 at 1:30 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, June 8, 2023 to Tuesday, June 13, 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at annual general meeting, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 7, 2023.
5. A circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be dispatched to all shareholders together with the 2022 Annual Report of the Company.
6. References to time and dates in this notice are to Hong Kong time and dates.