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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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 Thursday, August 17, 2023 at 1:30 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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

“THAT:

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**2023 Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for identification purpose, the 2023 Share Option Scheme and the Scheme Mandate Limit (as defined in the circular dated July 31, 2023 issued by the Company) of 10 per cent. of the total number of Shares as at the date of the passing of this resolution be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the 2023 Share Option Scheme, including without limitation:

- (a) administering the 2023 Share Option Scheme in accordance with the rules of the 2023 Share Option Scheme under which options will be granted to participants eligible under the 2023 Share Option Scheme to subscribe for Shares;

- (b) modifying and/or amending the 2023 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
 - (c) granting options to subscribe for Shares under the 2023 Share Option Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options that may be granted under the 2023 Share Option Scheme and subject to the Listing Rules;
 - (d) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for the listing of, and permission to deal in, any new Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the exercise of the options granted under the 2023 Share Option Scheme; and
 - (e) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Scheme.”
2. “**THAT**, conditional upon the passing of resolution numbered 1, the Service Provider Sublimit (as defined in the circular dated July 31, 2023 issued by the Company) of 2 per cent. of the total number of Shares as at the date of the passing of this resolution be and is hereby approved and adopted.”

Proposed resolution numbered 1 is not conditional upon the passing of proposed resolution numbered 2, but proposed resolution numbered 2 is conditional upon the passing of proposed resolution numbered 1. In the event that proposed resolution numbered 1 is passed but proposed resolution numbered 2 is not passed, the Company will adopt the 2023 Share Option Scheme but the Board shall alter the 2023 Share Option Scheme to remove references to the grant of options to service providers. In the event that proposed resolution numbered 2 is passed but proposed resolution numbered 1 is not passed, the 2023 Share Option Scheme will not be adopted.

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

“**THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted in respect of any awards which may be granted under the new share award scheme of the Company (the “**2023 Share Award Scheme**”), the rules of which are contained in the document marked “B” produced to this meeting and signed by the chairman of this meeting for identification purpose, the 2023 Share Award Scheme and the Scheme Mandate Limit (as defined in the circular dated July 31, 2023 issued by the Company) of 10 per cent. of the total number of Shares as at the date of the passing of this resolution be and is hereby approved and adopted and the directors of the Company

be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the 2023 Share Award Scheme, including without limitation:

- (a) administering the 2023 Share Award Scheme in accordance with the rules of the 2023 Share Award Scheme under which awards will be granted to participants eligible under the 2023 Share Award Scheme;
 - (b) modifying and/or amending the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
 - (c) granting awards under the 2023 Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required to be issued in respect of the awards that may be granted under the 2023 Share Award Scheme and subject to the Listing Rules;
 - (d) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for the listing of, and permission to deal in, any new Shares or any part thereof that may hereafter from time to time be allotted and issued in respect of the awards granted under the 2023 Share Award Scheme; and
 - (e) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.”
4. **“THAT**, conditional upon the passing of resolution numbered 3, the Service Provider Sublimit (as defined in the circular dated July 31, 2023 issued by the Company) of 2 per cent. of the total number of Shares as at the date of the passing of this resolution be and is hereby approved and adopted.”

Proposed resolution numbered 3 is not conditional upon the passing of proposed resolution numbered 4, but proposed resolution numbered 4 is conditional upon the passing of proposed resolution numbered 3. In the event that proposed resolution numbered 3 is passed but proposed resolution numbered 4 is not passed, the Company will adopt the 2023 Share Award Scheme but the Board shall alter the 2023 Share Award Scheme to remove references to the grant of awards to service providers. In the event that proposed resolution numbered 4 is passed but proposed resolution numbered 3 is not passed, the 2023 Share Award Scheme will not be adopted.

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

Xi'an, the PRC, July 31, 2023

As of the date of this notice, the Board comprises Mr. Yan Jianya, 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 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 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 this meeting is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A shareholder who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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 notarially certified copy of that power or authority, must be deposited at the Company's 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 (i.e. not later than 1:30 p.m. on Tuesday, August 15, 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. For the purpose of determining the identity of the holders of Shares entitled to attend and vote at the meeting, the register of members of the Company will be closed from Monday, August 14, 2023 to Thursday, August 17, 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 meeting, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 Friday, August 11, 2023 (Hong Kong time), being the last registration date.
5. A circular containing further details concerning items 1 to 4 set out in the above notice will be dispatched to all shareholders.
6. References to time and dates in this notice are to Hong Kong time and dates.