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GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED

大成生化科技集團有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00809)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the physical extraordinary general meeting (the “**Meeting**”) of Global Bio-chem Technology Group Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Room 901-905, 9th Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong at 8:00 a.m. on Sunday, 31 December 2023 to consider and, if though fit, pass (with or without amendments) the following resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the subscription agreement dated 30 November 2023 (the “**Subscription Agreement**”) (a copy of which is marked “**A**” and initialed by the chairman of the Meeting is now produced to the Meeting for the purpose of identification) entered into between the Company, as issuer, and (i) 吉林省利亨股權投資合夥企業(有限合夥) (Jilin Province Liheng Equity Investment Partnership (Limited Partnership)*) (“**Jilin Liheng**”) and (ii) 吉林省元亨股權投資合夥企業(有限合夥) (Jilin Province Yuanheng Equity Investment Partnership (Limited Partnership)*) (“**Jilin Yuanheng**”) (collectively, the “**Subscribers**”), as Subscribers, in respect of the issuance by the Company of, and the subscription by (i) Jilin Liheng, at a subscription amount of RMB1,330,000,000, and (ii) Jilin Yuanheng, at a subscription amount of RMB250,000,000, for such number of non-voting convertible preference shares of HK\$0.10 each in the capital of the Company (“**Subscription CPS**”) at a subscription price of HK\$0.1 per Subscription CPS and all the transactions contemplated thereunder (including the issue of the Subscription CPS, allotment and issue of the new shares of the Company upon exercise by the holder(s) of the Subscription CPS of the conversion rights attached thereto (the “**Conversion Shares**”)) be and are hereby ratified, confirmed and approved;

* for identification purposes only

- (b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) having granted the listing of, and permission to deal in, the Conversion Shares to be allotted and issued, the directors of the Company (the “**Directors**” and each a “**Director**”) be and are hereby granted a specific mandate to exercise the power of the Company to allot and issue the Conversion Shares; and
- (c) any one or more of the Directors be and are hereby authorised for and on behalf of the Company to do all such act and things, to sign, execute and deliver all such documents and agreements (including the affixation of the common seal of the Company where required) on behalf of the Company and to do all such other things and to take all such actions as he may, in his absolute discretion, consider necessary, desirable, appropriate and expedient for the purpose of giving effect to or in connection with the Subscription Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Subscription Agreement) as are, in the opinion of such Director(s), in the interest of the Company and its shareholders as a whole.”

(2) “**THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$2,000,000,000 divided into 20,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 each to HK\$6,000,000,000 divided into 30,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 and 30,000,000,000 non-voting convertible preference shares of a nominal or par value of HK\$0.10 each, by the creation of additional 10,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 and 30,000,000,000 non-voting convertible preference shares of a nominal or par value of HK\$0.10 each (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more Directors be and are hereby authorised to do all such acts and things, to sign and execute all such documents (including the affixation of the common seal of the Company where required), and to take all such steps as the Director(s) consider necessary, desirable, appropriate or expedient in connection with the implementation of and giving effect to or in connection with the Increase in Authorised Share Capital.”

SPECIAL RESOLUTION

- (3) “**THAT** subject to and conditional upon the passing of the ordinary resolution no.2 in this notice, the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing M&A**”) to as set forth in Appendix II to the circular of the Company dated 14 December 2023 (the “**Circular**”) be and are hereby approved; and the second amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”), a form of which is produced to the Meeting marked “**B**” and initialed by the chairman of the Meeting for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing M&A with immediate effect and that any one or more Directors be and are hereby authorised to do all acts and things necessary, appropriate, desirable or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including but not limited to, attending to any necessary registration and/or filing of the Amended M&A and all requisition documents for and on behalf of the Company.”

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

Hong Kong, 14 December 2023

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Suites 1002, 10th Floor
Tower A, Cheung Kei Center
18 Hung Luen Road
Hung Hom, Kowloon
Hong Kong

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be Shareholder.
2. In the case of joint holders of shares of the Company (“**Shares**”), any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof

3. To be valid, the form of proxy together with a power of attorney or other authority (under which it is signed or a certified copy thereof), if any, must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the Meeting (i.e. at or before 8:00 a.m. on Friday, 29 December 2023 (Hong Kong time)) or any adjournment or postponement thereof.
4. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the above Meeting or any adjournment or postponement thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed on Sunday, 31 December 2023, during which no transfer of Shares will be effected. In order to qualify for the attendance at the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch registrars in Hong Kong at the address stated in note 3 above no later than 4:30 p.m. on Saturday, 30 December 2023 for registration.
6. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be adjourned, changed or postponed in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Stock Exchange and the Company to notify Shareholders of the date, time and place of the rescheduled meeting.
7. The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situation.

As at the date of this notice, the board of Directors comprises two executive Directors, namely, Mr. Wang Cheng and Mr. Wang Guicheng; one non-executive Director, namely, Mr. Li Yuwen; and three independent non-executive Directors, namely, Ms. Jiang Fangfang, Mr. Tan Chao and Ms. Xie Liangqiu.