

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

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 registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shandong Boan Biotechnology 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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**Boan Biotech**  
**博安生物**

**Shandong Boan Biotechnology Co., Ltd.**  
**山东博安生物技术股份有限公司**

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

**(Stock Code: 6955)**

- (1) 2023 REPORT OF THE BOARD OF DIRECTORS**
  - (2) 2023 REPORT OF THE BOARD OF SUPERVISORS**
  - (3) 2023 ANNUAL REPORT**
  - (4) PROPOSED RE-ELECTION OF DIRECTORS OF  
THE SECOND SESSION OF THE BOARD**
  - (5) PROPOSED RE-ELECTION OF SHAREHOLDER  
REPRESENTATIVE SUPERVISORS OF THE SECOND SESSION OF  
THE BOARD OF SUPERVISORS**
  - (6) RE-APPOINTMENT OF AUDITOR**
  - (7) REMUNERATION OF DIRECTORS**
  - (8) REMUNERATION OF SUPERVISORS**
  - (9) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES**
  - (10) GENERAL MANDATE TO REPURCHASE SHARES**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at Building 1, No. 39 Keji Avenue, High-Tech Industrial Development Zone, Yantai, Shandong Province, China on Friday, 31 May 2024 at 10:00 a.m. is set out on pages 26 to 30 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.boan-bio.com](http://www.boan-bio.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Thursday, 30 May, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

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

30 April 2024

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## DEFINITIONS

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

|                                 |   |
|---------------------------------|---|
| “Annual General Meeting”        | the annual general meeting of the Company to be held at Building 1, No. 39 Keji Avenue High-Tech Industrial Development Zone, Yantai, Shandong Province, China on Friday, 31 May 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 30 of this circular, or any adjournment thereof |
| “Articles of Association”       | the articles of association of the Company, as amended from time to time  |
| “Board of Directors” or “Board” | the board of directors of the Company   |
| “Board of Supervisors”          | the board of supervisors of the Company   |
| “China” or the “PRC”            | the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan  |
| “Company”                       | Shandong Boan Biotechnology Co., Ltd. (山东博安生物技术股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability, the H Shares of which are listed on the Stock Exchange (Stock code: 6955)  |
| “Company Law”                   | Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time  |
| “Director(s)”                   | the director(s) of the Company  |
| “Group”                         | the Company and its subsidiaries from time to time  |
| “H Shares”                      | overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange   |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the PRC  |

## DEFINITIONS

|                           |  |
|---------------------------|--|
| “Issue Mandate”           | subject to the conditions set out in the proposed resolution approving the Issue Mandate at the Annual General Meeting, the general mandate to be given to the Board to, among others, exercise the power of the Company to allot, issue or deal with additional Shares and to sell or transfer treasury shares of the Company (if any) not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate |
| “Latest Practicable Date” | 24 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time   |
| “Repurchase Mandate”      | subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the Annual General Meeting, the general mandate to be given to the Board to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company in as at the date of passing of the relevant resolution granting such mandate  |
| “RMB”                     | Renminbi, the lawful currency of the PRC   |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time   |
| “Share(s)”                | H shares   |
| “Shareholder(s)”          | holder(s) of the Shares  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Supervisor(s)”           | the supervisor(s) of the Company   |
| “Takeovers Code”          | The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time   |
| “%”                       | per cent   |



**Shandong Boan Biotechnology Co., Ltd.**  
**山东博安生物技术股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6955)**

*Executive Directors:*

Ms. Jiang Hua  
Dr. Dou Changlin

*Non-executive Directors:*

Mr. Liu Yuanchong  
Ms. Li Li

*Independent Non-executive Directors:*

Professor Shi Luwen  
Mr. Dai Jixiong  
Dr. Yu Jialin

*Registered Office and Headquarters  
in the PRC:*

No. 39 Keji Avenue  
High-Tech Industrial  
Development Zone  
Yantai, Shandong Province  
China

*Principal Place of Business  
in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

30 April 2024

*To the Shareholders*

Dear Sir/Madam,

- (1) 2023 REPORT OF THE BOARD OF DIRECTORS**
- (2) 2023 REPORT OF THE BOARD OF SUPERVISORS**
- (3) 2023 ANNUAL REPORT**
- (4) PROPOSED RE-ELECTION OF DIRECTORS OF  
THE SECOND SESSION OF THE BOARD**
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AND  
NOTICE OF ANNUAL GENERAL MEETING**

## LETTER FROM THE BOARD

### I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to consider, (and if thought fit) approve:

- (1) the report of the Board of Directors for the year 2023 (the **“2023 Report of the Board of Directors”**);
- (2) the report of the Board of Supervisors for the year 2023 (the **“2023 Report of the Board of Supervisors”**);
- (3) the annual report of the Company for the year 2023 (the **“2023 Annual Report”**);
- (4) the re-election of Directors of the second session of the Board as follows:
  - (a) the re-election of Ms. Jiang Hua as an executive Director of the second session of the Board;
  - (b) the re-election of Dr. Dou Changlin as an executive Director of the second session of the Board;
  - (c) the re-election of Mr. Liu Yuanchong as a non-executive Director of the second session of the Board;
  - (d) the re-election of Ms. Li Li as a non-executive Director of the second session of the Board;
  - (e) the re-election of Professor Shi Luwen as an independent non-executive Directors of the second session of the Board;
  - (f) the re-election of Mr. Dai Jixiong as an independent non-executive Directors of the second session of the Board; and
  - (g) the re-election of Dr. Yu Jialin as an independent non-executive Directors of the second session of the Board;
- (5) the re-election of shareholder representative Supervisors of the second session of the Board of Supervisors as follows:
  - (a) the re-election of Ms. Zhang Xiaomei as a shareholder representative Supervisor of the second session of the Board of Supervisors; and

## LETTER FROM THE BOARD

- (b) the re-election of Ms. Liu Xiangjie as a shareholder representative Supervisor of the second session of the Board of Supervisors;
- (6) the re-appointment of auditor of the Company for the year 2024;
- (7) the authorisation to the Board to determine the remuneration of the Directors; and
- (8) the authorisation to the Board of Supervisors to determine the remuneration of the Supervisors.

At the Annual General Meeting, special resolutions will be proposed to consider and approve the following:

- (9) the granting of a general mandate to issue additional Shares and to sell or transfer treasury shares of the Company (if any); and
- (10) the granting of a general mandate to repurchase Shares.

## II. DETAILS OF THE RESOLUTIONS

### ORDINARY RESOLUTIONS

#### **(1) 2023 Report of the Board of Directors**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2023 Report of the Board of Directors, the full text of which is set out in the 2023 Annual Report.

#### **(2) 2023 Report of the Board of Supervisors**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2023 Report of the Board of Supervisors, the full text of which is set out in the 2023 Annual Report.

#### **(3) 2023 Annual Report**

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2023 Annual Report. The 2023 Annual Report is set out and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.boan-bio.com](http://www.boan-bio.com)).

## LETTER FROM THE BOARD

### **(4) Proposed Re-election of Directors of the Second Session of the Board**

The Board currently comprises of seven Directors, including two executive Directors, two non-executive Directors, and three independent non-executive Directors. The term of the first session of the Board expired in March 2024, and each Director shall continue to perform his/her duties as Director until the expiry of the term of office (or the term of office shall expire at the conclusion of the Annual General Meeting at which the second session of the Board will be elected).

The Board proposes that the second session of the Board be comprised of seven Directors, including two executive Directors, two non-executive Directors and three independent non-executive Directors. The Board has considered and approved the re-election of the following candidates for Directors of the second session of the Board and proposes:

- (a) the re-election of Ms. Jiang Hua as an executive Director of the second session of the Board;
- (b) the re-election of Dr. Dou Changlin as an executive Director of the second session of the Board;
- (c) the re-election of Mr. Liu Yuanchong as a non-executive Director of the second session of the Board;
- (d) the re-election of Ms. Li Li as a non-executive Director of the second session of the Board;
- (e) the re-election of Professor Shi Luwen as an independent non-executive Directors of the second session of the Board;
- (f) the re-election of Mr. Dai Jixiong as an independent non-executive Directors of the second session of the Board; and
- (g) the re-election of Dr. Yu Jialin as an independent non-executive Directors of the second session of the Board;

The above candidates for Directors meet the qualification requirements to serve as Directors as stipulated in relevant PRC laws, regulations, the Articles of Association and the Listing Rules, and the Board agreed to submit the above list of candidates to be considered and approved at the Annual General Meeting by way of ordinary resolutions. The Annual General Meeting will elect two executive Directors, two non-executive Directors, and three independent non-executive Directors, and these seven Directors will comprise the second session of Board.



## LETTER FROM THE BOARD

In accordance with the requirements of relevant PRC laws, regulations and the Articles of Association, the candidates for Directors of the second session of the Board are subject to the consideration and approval by the Shareholders at the Annual General Meeting. The term of office of candidates for executive Directors, non-executive Directors and independent non-executive Directors will take effect from the date of approval at the Annual General Meeting and will end upon the expiry of the term of service of the second session of the Board (or the term of office shall expire at the conclusion of the forthcoming general meeting at which a new session of the Board will be elected).

The biographical details of the candidates for the Directors of the second session of the Board are set out in Appendix II to this circular.

The Nomination Committee of the Board had identified candidates for Directors pursuant to the criteria set out in the director nomination policy and the board diversity policy adopted by the Company. The Nomination Committee of the Board is of the view that all candidates for Directors would bring to the Board their own perspectives, skills and experience of corporate operations and management, the potential for them to help enhance the operation efficiency of the Board, and their potential commitment to the business of the Company, as further described in their biographical details in Appendix II to this circular, which is also in line with the development strategy of the Company.

The Nomination Committee of the Board has also reviewed and assessed the independence of each of Professor Shi Luwen, Mr. Dai Jixiong and Dr. Yu Jialin based on their confirmations of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Each of Professor Shi Luwen, Mr. Dai Jixiong and Dr. Yu Jialin is not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of his independent judgment. In addition, taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge) and the current public directorships held by the relevant individuals, the Board is satisfied that each of Professor Shi Luwen, Mr. Dai Jixiong and Dr. Yu Jialin remains independent and is of such character, integrity and experience commensurating with the office of independent non-executive Director. The Board believes that they will be able to devote sufficient time to the Board and will continue to provide independent, balanced and objective views to the Company's affairs.

The Nomination Committee of the Board has also reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the candidates for Director with reference to the nomination principles and criteria set out in the board diversity policy, director nomination policy and the corporate strategy of the Company.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, (i) Ms Jiang Hua has an interest in 9,000,000 H Shares within the meaning of Part XV of the SFO (same below); (ii) Dr. Dou Changlin has an interest in 6,800,000 H Shares; (iii) Mr. LIU Yuanchong has an interest in 4,000,000 H Shares; and (iv) Ms. LI Li has an interest in 47,638,668 H Shares.

Save as disclosed in this circular, as at the Latest Practicable Date, each of the candidates for Director: (i) has not held any other positions in the Company or its subsidiaries; (ii) has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (v) does not have any interest in the shares of the Company which are within the meaning of Part XV of the SFO.

The Company will enter into a service contract or letter of appointment with each of the above-mentioned candidates for Director in respect of their positions for a term of office of three years commencing from the date of approval by the Shareholders at the Annual General Meeting until the date of the expiration of the term of office of the second session of the Board of Directors.

For details of the annual basic salaries of Ms. Jiang Hua and Dr. Dou Changlin, please refer to the Company's 2023 Annual Report. All non-executive Directors will not receive any director's salary or fee from the Company during their term. All independent non-executive Directors shall receive an annual allowance of RMB100,000 from the Company. The remuneration arrangement of the Directors is determined with reference to their experience, duties, responsibilities and the Company's remuneration policy. The Company will disclose the remuneration of Directors in its annual report each year.

Pursuant to Article 112 of the Articles of Association of the Company, the Board shall consist of nine Directors. There are currently seven candidates for Directors of the second session of the Board. The Company will implement the procedures for election and appointment of Directors as soon as possible and make timely disclosure.

Save as disclosed in this circular, there is no information in relation to each of the above-mentioned candidates for Director that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. Save as mentioned in this circular, there is no other matter in relation to the appointment of each of the candidates for Director that needs to be brought to the attention of the Shareholders.

## LETTER FROM THE BOARD

### **(5) Proposed Re-election of Shareholder Representative Supervisors of the Second Session of the Board of Supervisors**

The Board of Supervisors currently comprises of three Supervisors including two shareholder representative Supervisors and one employee representative Supervisor. The term of the first session of the Board of Supervisors expired in March 2024, and the Board of Supervisors proposes that the second session of the Board of Supervisors be comprised of three Supervisors, including two shareholder representative Supervisors elected by Shareholders and one employee representative Supervisor elected at the employee representative meeting of the Company.

The Board of Supervisors proposes:

- (a) the re-election of Ms. Zhang Xiaomei as a shareholder representative Supervisor of the second session of the Board of Supervisors; and
- (b) the re-election of Ms. Liu Xiangjie as a shareholder representative Supervisor of the second session of the Board of Supervisors.

The above candidates for shareholder representative Supervisors meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles of Association, and the Board of Supervisors agreed to submit the above candidates for shareholder representative Supervisors to be considered and approved at the Annual General Meeting by way of ordinary resolutions.

The Company will enter into a service contract with Ms. Zhang Xiaomei and Ms. Liu Xiangjie in respect of their positions for a term of office of three years commencing from the date of approval by the Shareholders at the Annual General Meeting until the date of the expiration of the term of office of the second session of the Board of Supervisors.

The biographical details of the candidates for shareholder representative Supervisors of the Board of Supervisors are set out in Appendix II to this circular.

Save as disclosed in this circular, as at the Latest Practicable Date, each of the candidates for Shareholder representative Supervisor: (i) has not held any other positions in the Company or its subsidiaries; (ii) has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (v) does not have any interest in the shares of the Company which are within the meaning of Part XV of the SFO.

## LETTER FROM THE BOARD

Ms. Zhang Xiaomei and Ms. Liu Xiangjie will not receive any remuneration from the Company during their term as Supervisor. The remuneration of Supervisors is determined with reference to their relevant duties and responsibilities and the prevailing market rates.

Save as disclosed in this circular, there is no information in relation to each of the above-mentioned candidates for Shareholder representative Supervisor that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. Save as mentioned in this circular, there is no other matter in relation to the appointment of each of the candidates for Shareholder representative Supervisor that needs to be brought to the attention of the Shareholders.

In addition, Ms. Ning Xia, the employee representative Supervisor of the current term, has been re-elected as the employee representative Supervisor of the second session of the Board of Supervisors at the employee representative meeting of the Company held separately by the employees of the Company on 26 March 2024. Ms. Ning Xia, together with the shareholder representative Supervisors to be elected at the Annual General Meeting, will constitute the second session of the Board of Supervisors. For details of the annual allowance of Ms. Ning Xia, please refer to the Company's 2023 Annual Report.

### **(6) Re-appointment of Auditor for the Year 2024**

In line with the requirements of the Articles of Association and the auditing tasks of the Company, the Company proposes to re-appoint Ernst & Young to be the auditor of the Company for 2024 with a term commencing from the date of approval at the Annual General Meeting until the conclusion of the 2025 annual general meeting of the Company, and authorise the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment.

### **(7) Authorisation to the Board to determine the remuneration of the Directors**

### **(8) Authorisation to the Board of Supervisors to determine the remuneration of the Supervisors**

## SPECIAL RESOLUTIONS

### **(9) Proposed granting of general mandate to issue Shares**

At the Company's annual general meeting held on 29 May 2023, a general mandate was granted to the Directors to issue Shares, and such mandate will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to issue H Shares if and when appropriate, a special resolution will be proposed at the Annual General Meeting to approve the granting of a general mandate to the Directors to exercise all powers of the Company to allot, issue or deal with additional Shares and to sell or transfer treasury shares of the Company (if any) not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing of the proposed special

## LETTER FROM THE BOARD

resolution 9, as well as to authorise the Board to make corresponding amendments to the Articles of Association so as to reflect the increase in registered share capital and changes to the shareholding structure of the Company upon any allotment and issuance of Shares under the Issue Mandate.

As at the Latest Practicable Date, the Company had 509,278,094 H Shares in issue. Subject to the passing of the resolution for the granting of the Issue Mandate, the Company would be entitled to allot, issue, deal with and to sell or transfer treasury shares of the Company (if any) for a maximum of 101,855,618 H Shares on the basis that the issued share capital of the Company remains unchanged prior to the Annual General Meeting.

In addition, subject to a separate approval of special resolutions 10 and 11, the number of Shares repurchased by the Company under special resolution 10 will also be added to extend the 20% limit of the Issue Mandate as mentioned in special resolution 9 provided that such additional amount shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

The Issue Mandate, if approved, shall be effective 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 Association or other applicable laws to be held; or
- (iii) the date of revocation or variation of the Issue Mandate by a special resolution of shareholders of the Company at a general meeting.

The Board will only exercise the above powers in accordance with the Company Law and the Listing Rules and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained.

### **(10) Proposed granting of general mandate to repurchase Shares**

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares except under any of the following circumstances: (a) in order to reduce the registered capital of the company; (b) merger with another company holding shares in the company; (c) the shares are used for employee stock ownership plan or equity incentives; (d) a shareholder requests the company to purchase the shares held by him/her since he/she objects to a resolution of the shareholders' meeting on the combination or division of the company; (e) the shares are used for converting convertible corporate bonds issued by the listed company; or (f) when it is necessary for the listed company to preserve its value and shareholders' rights and interests. The Articles of Association provides that the Company may, subject to procedures of

## LETTER FROM THE BOARD

its articles of association and approval of the relevant competent authorities of the PRC, repurchase its issued shares under the following circumstances: (a) when cancelling shares to decrease the registered capital of the Company; (b) when merging with other companies holding the shares of the Company; (c) when shares are being used in employee stock ownership plans or as equity incentive; (d) when shareholders objecting to resolutions of a general meeting concerning merger or division of the Company require the Company to buy their shares; (e) when shares are being used to satisfy the conversion of corporate bonds convertible into shares issued by the Company; (f) when safeguarding corporate value and shareholders' equity as the Company deems necessary; or (g) other circumstances permitted by relevant regulations such as laws, administrative regulations, department rules, normative documents and the listing rules of the place where the Company's shares are listed. Where the Company repurchases its shares in the circumstances set out in paragraphs (a) or (b) above, it shall be subject to approval at a general meeting; where the Company repurchases its shares in the circumstances set out in paragraphs (c), (e) or (f) above, it may be resolved by more than two-thirds of Directors present at a meeting of the Board in accordance with the authorization of a general meeting.

The Listing Rules permits shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange.

As H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares shall, therefore, be paid in Hong Kong dollars, the payment of the repurchase price is subject to the approval of the State Administration of Foreign Exchange of the PRC or entities authorised by it or filing in accordance with the requirements of regulatory authorities. Besides, the Company shall file with the China Securities Regulatory Commission (if required), seek approval of the Ministry of Commerce of the PRC (if required) and register the changes with company registration authorities after the Company has repurchased its H Shares.

In order to provide more flexibility to the Directors to repurchase Shares, a special resolution 10 will be proposed at the Annual General Meeting to approve the granting of a general mandate to the Directors to exercise all powers of the Company to repurchase Shares representing not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing of the proposed special resolution 10.

The Repurchase Mandate, if approved at the Annual General Meeting, shall be effective 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 Association or other applicable laws to be held; or
- (iii) the date of revocation or variation of the Repurchase Mandate by a special resolution of shareholders of the Company at a general meeting.

## LETTER FROM THE BOARD

On 12 April 2024, the Stock Exchange announced that the Listing Rules will be amended with effect from 11 June 2024 to allow issuers to hold shares repurchased in treasury. The Company will not hold any shares it may repurchase under the Repurchase Mandate in treasury until the amendments to the Listing Rules become effective.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix III to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### III. THE ANNUAL GENERAL MEETING

The Annual General Meeting will be held at Building 1, No. 39 Keji Avenue, High-Tech Industrial Development Zone, Yantai, Shandong Province, China on Friday, 31 May 2024 at 10:00 a.m. Notice convening the Annual General Meeting is set out on pages 26 to 30 of this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.boan-bio.com](http://www.boan-bio.com)).

### IV. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no share transfers will be registered, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the forthcoming Annual General Meeting to be held on Friday, 31 May 2024.

To be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 27 May 2024.

### V. PROXY ARRANGEMENT

The form of proxy of the Annual General Meeting is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the Annual General Meeting, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by personal delivery or by post, not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on

## LETTER FROM THE BOARD

Thursday, 30 May 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any other adjourned meeting should you so wish.

### VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the Annual General Meeting must be taken by poll except where the chairman of the Annual General Meeting, 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 Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the Annual General Meeting will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the Annual General Meeting.

### VII. RECOMMENDATION

The Board considers that all the resolutions proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these proposed resolutions.

### VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By Order of the Board

**Shandong Boan Biotechnology Co., Ltd.**

**Jiang Hua**

*Chairlady, Chief Executive Officer and Executive Director*



## APPENDIX I    DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED

*The following are the particulars of the Directors and Supervisors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

### DIRECTORS

#### Executive Directors

**Ms. JIANG Hua (姜華) (“Ms. JIANG”)**, aged 46, was appointed as our Director on 22 June 2020 and re-designated as our executive Director on 25 March 2022. She is the Chairlady and Chief Executive Officer of our Company and the sole director of Nanjing Boan Biotechnology Co., Ltd. (南京博安生物技術有限公司) (“**Boan Nanjing**”). She is responsible for overseeing the corporate management, strategic and business development of our Group and overseeing our Board. Ms. JIANG has over 25 years of experience in the pharmaceutical industry in the PRC. Prior to joining our Group, from September 1998 to September 2020, she worked at Luye Pharma Group Ltd. (綠葉制藥集團有限公司) (“**Luye Group**”) with her last position as vice president, where she was primarily responsible for Luye Group’s investment, strategy and business development and investor relations management. Ms. JIANG obtained a bachelor’s degree in economics from Fudan University in the PRC in July 1998. She also obtained a master’s degree in business administration from KEDGE Business School (formerly known as Euromed Marseille Ecole de Management) in France in May 2007 and a doctor’s degree in business administration from United Business Institutes in Belgium in June 2012. She also obtained a qualification of economist (經濟師) issued by the Ministry of Human Resources and Social Security of the PRC (formerly known as the Ministry of Personnel of the PRC) in November 2003.

**Dr. DOU Changlin (竇昌林) (“Dr. DOU”)**, aged 61, was appointed as our Director on 16 November 2019 and re-designated as our executive Director on 25 March 2022. Dr. DOU joined our Company in December 2013 and was responsible for the preliminary set up of our Company and its technological platforms. He is currently our president of R&D, chief operating officer and the sole director of Boan Boston LLC (“**Boan Boston**”). He is responsible for formulating the R&D and product line development strategies, implementing the R&D activities and overseeing the management of drug development processes of our Group. Dr. DOU has over 25 years of experience in the pharmaceutical industry, including biopharmaceutical R&D, manufacturing and quality management in various multinational companies. Prior to joining our Group, from September 1995 to November 1999, he worked at Memorial Sloan Kettering Cancer Center, a leading cancer research and treatment centre in the U.S., where he was primarily responsible for research in neuroscience and developmental biology. From November 1999 to December 2005, he worked at Regeneron Pharmaceuticals, Inc., a biotechnology company principally engaged in life-transforming medicines in the U.S., where he was primarily responsible for R&D in antibody and recombinant protein drugs including key products such as Eylea<sup>®</sup>, leading high expression technology development and was the inventor for two patents granted in the U.S. From February 2006 to November 2007, he served as a group leader at Genentech, a biotechnology company that is now a subsidiary of the Roche Group in the U.S., where he was primarily engaged in the R&D of antibody drugs and innovative antibody production technologies. From December 2007 to March 2009, he

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served as a group leader at Invitrogen Corporation, a biotechnology company in the U.S., where he was primarily responsible for the R&D of stable cell line technology and early stage development of therapeutic protein products. He also served as a group leader at Cellular Dynamics International, a leading developer and manufacturer of human cells used in drug discovery, toxicity testing, stem cell banking and cell therapy development in the U.S., where he was primarily responsible for leading the R&D of cell technologies. From July 2011 to June 2012, he last served as a chief technical officer at A-Bio Pharma Pte. Ltd, a biologic contract manufacturing organization (CMO) principally engaged in research, process development and manufacturing service contracting in Singapore, where he was primarily responsible for formulating and implementing the R&D activities and strategic development of the company. From July 2012 to December 2013, he served as a director of biotechnology at Luye Group, where he was primarily responsible for the strategic development and product planning of Luye Group’s R&D in biopharmaceutical drugs. Dr. DOU obtained a bachelor’s degree in biology from Peking University in the PRC in July 1984. He also obtained a master’s degree from the Institute of Neuroscience of the Chinese Academy of Sciences (中國科學院神經科學研究所) (formerly known as Shanghai Brain Research Institute of the Chinese Academy of Sciences (中國科學院上海腦研究所)) in the PRC in March 1988 and a doctor’s degree from the State University of New York at Stony Brook in the U.S. in December 1995.

Dr. DOU is the inventor of 29 invention patents for innovative antibody drug candidates and ADC candidates and production methods as well as CAR-T therapy, of which 17 of them have been successfully granted and the remainder are under review. He has also co-authored a number of scientific publications in journals and the following table is a summary of Dr. DOU’s selected publications as the corresponding author from 2021 to April 2024:

| Article  | Journal  | Date             |
|--|--|------------------|
| Identification of a highly conserved neutralizing epitope within the RBD region of diverse SARS-CoV-2 variants <sup>1</sup>        | Nature Communications journal published by Nature Portfolio  | 29 January 2024  |
| Biparatopic antibody BA7208/7125 effectively neutralizes SARS-CoV-2 variants including Omicron BA.1-BA.5 <sup>2</sup>              | Cell Discovery journal published by Nature Portfolio         | 7 January 2023   |
| Two novel human antiCD25 antibodies with antitumor activity inversely related to their affinity and in vitro activity <sup>3</sup> | Scientific Reports journal published by Nature Portfolio     | 25 November 2021 |
| Structure and function analysis of a potent human neutralizing antibody CA521FALA against SARS-CoV-2 <sup>4</sup>                  | Communications Biology journal published by Nature Portfolio | 23 April 2021    |

## APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED

### Notes:

1. Wang Y, Yan A, Song D, et al. Identification of a highly conserved neutralizing epitope within the RBD region of diverse SARS-CoV-2 variants. *Nat Commun.* 15(1):842 (2024).
2. Wang Y, Yan A, Song D, et al. Biparatopic antibody BA7208/7125 effectively neutralizes SARS-CoV-2 variants including Omicron BA.1-BA.5. *Cell Discov.* 9(1):3 (2023).
3. Song, D., Liu, X., Song, C. et al. Two novel human anti-CD25 antibodies with antitumor activity inversely related to their affinity and invitro activity. *Sci Rep* 11.22986 (2021).
4. Song, D., Wang, w., Dong, C. et al. Structure and function analysis of a potent human neutralizing antibody CA521F against SARS. CoV-2. *Commun Biol* 4,500 (2021).

### Non-executive Directors

**Mr. LIU Yuanchong (劉元冲) (“Mr. LIU”)**, aged 60, was appointed as our Director on 22 June 2020 and re-designated as our non-executive Director on 25 March 2022. He joined our Group in December 2013 and is responsible for providing strategic advice and recommendations on the operations and management of our Group. Mr. LIU has over 35 years of experience in accounting and audit. Prior to joining our Group, from 1980 to 1983, he worked at Shandong Laiyang Biochemical Pharmaceutical Factory (山東萊陽生物製藥廠). From September 1983 to September 1986, he served as a teacher at Yantai Business Vocational Secondary School (煙台商業中專), a secondary school in the PRC. He also served as the head of accounting at Yantai Alternator Plant (煙台家電交電總公司). Since March 1997, he has served in various positions in Luye Group, with his latest position as the chief financial officer of Luye Group, where he is primarily responsible for the overall financial management of Luye Group. Since November 2010, he has served as a director of Beijing Peking University WBL Biotech Co., Ltd (北京北大維信生物科技有限公司), a joint-venture company set up by Luye Group and Peking University principally engaged in R&D, production and sale of modern Chinese medicine, where he is primarily responsible for advising on the company’s business and investment plans. Since February 2020, he has served as a director of Shandong Asj Biotechnology Co., Ltd. (山東愛士津生物技術有限公司), a company principally engaged in manufacturing biological products in the PRC, where he is primarily responsible for advising on the company’s business and investment plans. Mr. LIU obtained an associate degree in commercial economics from Shandong Institute of Commerce and Technology (山東商業職業技術學院) (formerly known as Shandong Vocational University of Commerce (山東省商業職工大學)) in the PRC in September 1989. He also obtained a postgraduate certificate in financial management from Peking University in the PRC in October 2006. He obtained an accountant qualification issued by the Ministry of Human Resources and Social Security of the PRC (formerly known as the Ministry of Personnel of the PRC) and the Ministry of Finance of the PRC in November 1993.

## APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED

**Ms. LI Li (李莉) (“Ms. LI”)**, aged 49, was appointed as our Director on 22 June 2020 and re-designated as our non-executive Director on 25 March 2022. She is responsible for providing strategic advice and recommendations on the operations and management of our Group. Ms. LI has over 26 years of experience in the pharmaceutical industry. Prior to joining our Group, since July 1997, she has served in various positions in Luye Group, with her latest position as a vice president of Luye Group, where she takes full responsibility for sales and marketing management in China. Since February 2020, she has been serving as a director at Shandong Asj Biotechnology Co., Ltd. (山東愛士津生物技術有限公司), a company principally engaged in the production of biological products in the PRC, where she is primarily responsible for providing strategic development advice, selecting and overseeing the performance of directors and senior management. Since November 2020, she has been serving as a director at Guangzhou Patronus Biotechnology Co., Ltd. (廣州派諾生物技術有限公司), a scientific research company in the PRC, where she is primarily responsible for providing strategic development advice, selecting and overseeing the performance of directors and senior management. Ms. LI obtained a bachelor’s degree in biochemistry from Yantai University in the PRC in July 1997. She also completed a postgraduate course in applied psychology and human resources management and development at Institute of Psychology of Chinese Academy of Sciences (中國科學院心理研究所) in the PRC in February 2009 and obtained a master’s degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in August 2021.

### Independent Non-executive Directors

**Professor SHI Luwen (史錄文) (“Professor SHI”)**, aged 60, was appointed as our independent Director on 23 March 2021 and re-designated as our independent non-executive Director on 25 March 2022. He is responsible for supervising and providing independent advice on the operations and management of our Group. Professor SHI has over 36 years of experience in the pharmaceutical industry. Prior to joining our Group, since July 1987, he has been working at the School of Pharmaceutical Sciences of Peking University (北京大學藥學院) with his latest position as a professor in pharmaceutical administration and clinical pharmacy. Since 2002, he has been serving as a director of the International Research Centre for Medical Administration of Peking University (北京大學醫藥管理國際研究中心). In November 2010, he was awarded the Xue Muqiao Price Research Award (薛暮橋價格研究獎) by the Price Association of China (中國價格協會). In June 2012, he was awarded the Scientific Chinese Person (2011) (科學中國人(2011)年度人物) by Scientific Chinese Magazine. In December 2018, he was awarded the Most Concerned Medical Reform Experts (2018年度最受關注醫改專家) by Health News (健康報). Professor SHI obtained a bachelor’s degree in chemistry from Peking University Health Science Centre (北京大學醫學部) (formerly known as Peking Medical University (北京醫科大學)) in the PRC in July 1987. He also obtained a master’s degree in health professions education from the University of Illinois in the U.S. in July 1992. He obtained an independent director qualification certificate from the Shanghai Stock Exchange (“SSE”) in January 2016.

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| <b>APPENDIX I    DETAILS OF THE DIRECTORS AND SUPERVISORS<br/>PROPOSED TO BE RE-ELECTED</b> |
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As at the date of this circular, Professor SHI holds or held directorships in the following listed companies in the past three years:

| Name of listed company  | Term                              | Position                                 |
|---|-----------------------------------|--|
| Hospital Corporation of China Limited<br>(弘和仁愛醫療集團有限公司),<br>a company listed on the Main Board of<br>the Stock Exchange (stock code: 3869)                      | December 2016 to<br>present       | Independent<br>non-executive<br>director |
| China Meheco Group Co., Ltd<br>(中國醫藥健康產業股份有限公司),<br>a company listed on the SSE<br>(stock code: 600056)   | December 2015 to<br>December 2021 | Independent<br>director                  |
| Beijing Centergate Technologies<br>(Holding) Co., Ltd.<br>(北京中關村科技發展(控股)股份<br>有限公司), a company listed on<br>the Shenzhen Stock Exchange<br>(Stock code: 000931) | February 2022 to<br>present       | Independent<br>director                  |

Since June 2020, he has been serving as an independent non-executive director of Dragon Laboratory Instruments Limited (大龍興創實驗儀器(北京)股份公司), a company principally engaged in manufacturing laboratory instruments in the PRC, where he is primarily responsible for providing independent advice to the company.

**Mr. DAI Jixiong (戴繼雄) (“Mr. DAI”)**, aged 65, was appointed as our independent Director on 23 March 2021 and re-designated as our independent non-executive Director on 25 March 2022. He is responsible for supervising and providing independent advice on the operations and management of our Group. Mr. DAI has over 32 years of experience in accounting and audit. Prior to joining our Group, from January 1986 to October 2004, he served in various positions such as deputy supervisor of the research office, associate professor and postgraduate tutor at Shanghai University of Finance and Economics. From May 2006 to December 2013, he last served as the deputy financial controller and general manager of the finance department at Donghao Lansheng (Group) Co., Ltd. (東浩蘭生(集團)有限公司) (formerly known as Shanghai Lansheng (Group) Corporation (上海蘭生(集團)有限公司)), a state-owned company mainly engaged in international trade in the PRC, where he was primarily responsible for financial and accounting management. From December 2013 to June 2019, he served in various positions such as deputy general manager and chief financial officer at Shanghai Minmetals Development Ltd (上海五金礦產發展有限公司), a company principally engaged in import and export trade in the PRC, where he was primarily responsible for formulating the Company’s accounting, audit, financial management and risk management and controls. Mr. DAI obtained a bachelor’s degree in economics from Shanghai University of Finance and Economics (previously known as Shanghai Institute of Finance and Economics) in the PRC in July 1983. He also obtained a master’s degree in economics from Shanghai University of Finance and

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Economics in the PRC in March 1986. He has been a member of Shanghai Institute of Certified Public Accountants since December 2009. He obtained an independent director qualification certificate from the SSE in October 2014. He has obtained a senior accountant (正高級會計師) qualification issued by Shanghai Municipal Human Resources and Social Security Bureau (上海市人力資源和社會保障局) since September 2017. He was awarded as a Shanghai Outstanding Accountant (上海市先進會計工作者) by Shanghai Municipal Finance Bureau (上海市財政局) in August 2009.

As at the date of this circular, Mr. DAI holds or held directorships in the following listed companies in the past three years:

| Name of listed company   | Term                        | Position                |
|--|-----------------------------|-------------------------|
| Jinzhou Yongshan Lithium Co., Ltd<br>(錦州永杉鋰業股份有限公司),<br>a company listed on the SSE<br>(stock code: 603399)    | February 2022 to<br>present | Independent<br>director |
| Shanghai Anlogic Infotech Co., Ltd<br>(上海安路信息科技股份有限公司),<br>a company listed on the SSE<br>(stock code: 688107) | December 2020 to<br>present | Independent<br>director |
| Bestechnic (shanghai) Co., Ltd<br>(恒玄科技(上海)股份有限公司),<br>a company listed on the SSE<br>(stock code: 688608)     | October 2019 to<br>present  | Independent<br>director |

**Dr. YU Jialin (余家林) (“Dr. YU”)**, aged 47, was appointed as our independent non-executive Director on 2 December 2022. He is responsible for supervising and providing independent advice on operations and management of our Group. Dr. YU has over 19 years of experience in the finance industry. Prior to joining our Group, from July 2004 to 2012, he held teaching positions at the Graduate School of Business at Columbia University in the U.S., with his last position being an associate professor in finance. From February 2015 to June 2015, he served as a visiting associate professor at Princeton University in the U.S. Since October 2012, he has served/been serving in various roles at Hong Kong University of Science and Technology (“HKUST”). Since October 2012 and January 2019, he has been serving as an associate professor of Department of Finance and the academic director of the HKUST-NYU Stern Master of Science in Global Finance Program, respectively, at HKUST. From January 2017 to June 2018, he also served as the academic director of Master of Science in Investment Management/Financial Analysis Program.

Dr. YU obtained a bachelor’s degree in economics from Fudan University (復旦大學) in the PRC in July 1998. He also obtained a master’s degree in economics from University of Iowa in the U.S. in July 2000 and a doctor’s degree in economics from Princeton University in the U.S. in April 2005.

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In October 2013, Dr. YU's research article "The Chinese Warrants Bubble"<sup>1</sup> was cited by the Scientific Background of the Nobel Prize in Economic Sciences compiled by the Economic Sciences Prize Committee of the Royal Swedish Academy of Sciences. In November 2014, he was awarded the Best Paper Award for The 2014 International Conference on Corporate Finance and Capital Market by the Academy of Financial Research of Zhejiang University. In August 2014, he was awarded the honour in MBA teaching by HKUST. In May 2015, he was awarded the 1st Sun Yefang Financial Innovation Paper Award by the Sun Yefang Fiscal Science Foundation. In 2016 and May 2022, he was recognized as a finalist of HKUST Franklin Prize for Teaching Excellence and the Recognition of Excellent Teaching Performance, respectively, by HKUST.

*Note:*

1. Xiong, W., and J. Yu (2011), "The Chinese Warrants Bubble," *American Economic Review* 101, 2723-2753.

### SUPERVISORS

**Ms. ZHANG Xiaomei (張曉玫) ("Ms. ZHANG")**, aged 53, was appointed as our Supervisor and chairlady of our supervisory committee on 23 March 2021. She is responsible for supervising the overall operation of the supervisory committee, our Board, senior management and the financial management of our Group. Ms. ZHANG has over 29 years of experience in the accounting and audit industry. Prior to joining our Group, from April 1994 to June 2009, she last served as the chief accountant of a subsidiary of Yantai Yuancheng Enterprise Co., Ltd (煙台園城企業股份有限公司) (formerly known as Yantai Hualian Development Group (煙台華聯發展集團)), a company principally engaged in the retail industry in the PRC and whose shares are listed on the SSE (stock code: 600766), where she was primarily responsible for overseeing the Company's auditing and financial management. Since July 2009, Ms. ZHANG has served as a financial controller of Luye Investment Group Co., Ltd. (綠葉投資集團有限公司), where she is primarily responsible for formulating and implementing the Company's auditing and financial management. Ms. ZHANG graduated with a bachelor's qualification in accounting from Shandong University of Finance and Economics (山東財經大學) (formerly known as Shandong Institute of Economics (山東經濟學院)) in July 2004. She obtained an accountant (會計師) qualification issued by the Ministry of Finance of the PRC (中華人民共和國財政部) in May 1997, chief financial officer certificate (財務總監證書) issued by China Enterprise Confederation (中國企業聯合會) in March 2006 and chief financial officer certificate (財務總監(CFO)崗位證書) from China Certification Centre of University of Cambridge Vocational/Professional Qualification (劍橋大學職業/專業資格中國認證中心) in September 2010. She has also obtained the Certified Tax Planner (註冊高級納稅籌劃師) qualification issued by The Educational Specialist Committee of China Science and Technology Institute Centre (中國科學技術協會教育專家委員會) in October 2012, senior financial management technician of CIE professional leadership (CIE職業領導之財務管理高級技師) from the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) in November 2013 and senior management accountant (管理會計師) qualification certified by Beijing National Accounting Institute (北京國家會計學院) in August 2018.

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**Ms. LIU Xiangjie (劉祥杰) (“Ms. LIU”)**, aged 51, was appointed as our Supervisor on 23 March 2021. She is responsible for supervising and providing independent advice to the Board. Ms. LIU has over 29 years of experience in the finance and accounting industry. Prior to joining our Group, since August 1994, she served in various positions in Luye Group with her latest position as the financial director of Shandong Luye Pharmaceutical Co., Ltd. (山東綠葉製藥有限公司) (“**Shandong Luye**”), where she is primarily responsible for overseeing and supervising the financial management of the Company. Ms. LIU obtained a vocational secondary school degree in industrial enterprise management from Yantai Industrial School (山東省煙台工業學校) in the PRC in July 1994. She also graduated from Shandong Cadres Correspondence University (山東幹部函授大學) in the PRC with a junior college diploma in finance and accounting in June 1997. She has obtained an Intermediate Accountant (中級會計師) certification issued by the Human Resources and Social Security Department of Shandong Province (山東省人力資源和社會保障廳) since December 2015 and a certified management accountant (註冊管理會計師) certification by the Institute of Management Accountants since July 2018. She has also obtained an International Certified Public Accountants qualification certified by American Association of Chartered Accountants since September 2020 and a Senior Management Accountant (高級管理會計師) qualification certified by Beijing National Accounting Institute (北京國家會計學院) since October 2020.



*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

On 12 April 2024, the Stock Exchange announced that the Listing Rules will be amended (the “**Listing Rules Amendments**”) with effect from 11 June 2024 to allow issuers to hold shares repurchased in treasury. The Listing Rules Amendments have been taken into account for the purpose of this Explanatory Statement. The Company will not hold any shares it may repurchase under the Repurchase Mandate in treasury until the Listing Rules Amendments become effective.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 509,278,094 H Shares with a nominal value of RMB1.00 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 50,927,809 Shares which represent 10% of the total number of issued shares of the Company, during the period ending on the earlier 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 Association or other applicable laws to be held; or (iii) the date on which such authority is revoked or varied by a special resolution of the Shareholders at a general meeting.

## **REASONS FOR REPURCHASES**

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net asset value and/or earnings per Share. The Directors sought the grant of a general authority from the Shareholder to give the Company the flexibility to repurchase Shares if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and any repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **FUNDING OF REPURCHASES**

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules, the laws of the PRC and any other applicable laws. In accordance with the requirements of the PRC applicable laws or administrative regulations, the Company is empowered by its Articles of Association to purchase its H Shares. The Company may not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **DIRECTORS AND CORE CONNECTED PERSONS**

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and applicable laws of the PRC.

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has any present intention to sell any Shares to the Company, and none of them have undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

The Directors confirm that neither the Explanatory Statement nor the proposed Repurchase Mandate has any unusual features.

#### **STATUS OF REPURCHASED SHARES**

The Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

#### **EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Liu Dian Bo had deemed interests in 360,596,456 Shares under Part XV of the SFO, representing an approximate total of 70.81% of the existing issued share capital of the Company. The 360,596,456 Shares were held through his controlled corporations, namely

Shorea LBG, Ginkgo (PTC) Limited, Nelumbo Investments Limited, Luye Life Sciences Group Ltd., Luye Pharma Holdings Limited, LuYe Pharma International Co., Ltd., LuYe Pharma Investment Co., Ltd., Luye Pharma Group Ltd., AsiaPharm Investments Ltd., Luye Pharma Hong Kong Limited, Yantai Luye Pharmaceutical Holdings Co., Ltd and Shandong Luye Pharmaceutical Co., Ltd. (the “**Controlled Corporations**”).

In the event that the Repurchase Mandate should be exercised in full, the aggregate interests of Mr. Liu Dian Bo (through the Controlled Corporations) will be increased to approximately 78.67% of the issued share capital of the Company.

However, the Directors currently have no intention to repurchase Shares which would trigger a mandatory general offer obligation on the part of the above persons. Save as disclosed above, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases to be made under the Repurchase Mandate.

#### SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately prior to the Latest Practicable Date, the Company had not repurchased any of its shares.

#### SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months preceding the Latest Practicable Date were as follows:

| Month                       | Highest prices | Lowest prices |
|-----------------------------|----------------|---------------|
|                             | HK\$           | HK\$          |
| <b>2023</b>                 |                |               |
| April                       | 19.34          | 15.88         |
| May                         | 17.10          | 15.18         |
| June                        | 16.34          | 13.50         |
| July                        | 16.40          | 15.30         |
| August                      | 15.72          | 14.56         |
| September                   | 19.00          | 13.76         |
| October                     | 18.38          | 14.88         |
| November                    | 16.52          | 14.84         |
| December                    | 18.28          | 14.18         |
| <b>2024</b>                 |                |               |
| January                     | 13.58          | 10.00         |
| February                    | 12.30          | 9.50          |
| March                       | 12.04          | 9.98          |
| April (up to 24 April 2024) | 11.86          | 9.90          |

# NOTICE OF ANNUAL GENERAL MEETING



## Shandong Boan Biotechnology Co., Ltd. 山东博安生物技术股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6955)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Shandong Boan Biotechnology Co., Ltd. (the “**Company**”) will be held at Building 1, No. 39 Keji Avenue, High-Tech Industrial Development Zone, Yantai, Shandong Province, China on Friday, 31 May 2024 at 10:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year 2023.
2. To consider and approve the report of the board of supervisors of the Company for the year 2023.
3. To consider and approve the annual report of the Company for the year 2023.
4. To consider and approve the re-election of the following directors of the Board:
  - (a) the re-election of Ms. Jiang Hua as an executive Director of the second session of the Board;
  - (b) the re-election of Dr. Dou Changlin as an executive Director of the second session of the Board;
  - (c) the re-election of Mr. Liu Yuanchong as a non-executive Director of the second session of the Board;
  - (d) the re-election of Ms. Li Li as a non-executive Director of the second session of the Board;
  - (e) the re-election of Professor Shi Luwen as an independent non-executive Director of the second session of the Board;
  - (f) the re-election of Mr. Dai Jixiong as an independent non-executive Director of the second session of the Board; and

## NOTICE OF ANNUAL GENERAL MEETING

- (g) the re-election of Dr. Yu Jialin as an independent non-executive Director of the second session of the Board.
5. To consider and approve the re-election of the following shareholder representative supervisors of the board of supervisors:
    - (a) the re-election of Ms. Zhang Xiaomei as a shareholder representative Supervisor of the second session of the Board of Supervisors; and
    - (b) the re-election of Ms. Liu Xiangjie as a shareholder representative Supervisor of the second session of the Board of Supervisors.
  6. To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for the year 2024 and authorise the Board to determine its remuneration.
  7. To authorise the Board to determine the remuneration of the Directors.
  8. To authorise the Board of Supervisors to determine the remuneration of the Supervisors.

### SPECIAL RESOLUTIONS

9. To consider and approve the proposed granting of general mandate to the Board to allot, issue and deal with additional H Shares (“**Shares**”) and to sell and transfer treasury shares of the Company not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing of the related resolution, and to authorise the Board to make amendments to the articles of association (“**Articles of Association**”) of the Company as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional shares of the Company pursuant to such mandate.

**“THAT:**

- (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time (the “**Listing Rules**”), the Articles of Association and relevant laws and regulations of the Peoples’ Republic of China (the “**PRC**”), the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional Shares of the Company, to sell and transfer treasury shares of the Company and to make or grant offers, agreements, options, awards and rights of exchange or conversion which might be required for the exercise of such powers be hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options, awards and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the total number of Shares allotted, issued, sold, transferred or dealt with or agreed conditionally or unconditionally to be allotted, issued, sold, transferred or dealt with (whether by an option and awards or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed the aggregate of:
  - (i) 20% of the total number of issued Shares of the Company as at the date of passing this resolution; and
  - (ii) (if the Board is so authorised by special resolution 11) the aggregate number of Shares repurchased by the Company pursuant to the authority given under special resolution 10 (if the Board is so authorised);
- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained; and
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until 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 Association or other applicable laws to be held; or
  - (iii) the date of revocation or variation of the authority given under this resolution by a special resolution of shareholders of the Company at a general meeting.”
10. To consider and approve the proposed granting of general mandate to the Board to repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing the related resolution, and to authorise the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the repurchase of Shares of the Company pursuant to such mandate.

## NOTICE OF ANNUAL GENERAL MEETING

“THAT:

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the Shares of the Company on the Stock Exchange during the Relevant Period (as hereinafter defined), subject to and in accordance with the Articles of Association and all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies;
- (b) the total number of Shares of the Company authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued Shares of the Company as at the date of the passing of this resolution;
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until 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 Association or other applicable laws to be held; or
- (iii) the date of revocation or variation of the authority given under this resolution by a special resolution of shareholders of the Company at a general meeting.”

11. Conditional upon special resolutions 9 and 10 set out in this notice being passed, to consider and approve the adding of the aggregate number of Shares which are repurchased by the Company after the date of passing of special resolution 10 (up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing of special resolution 10), to the aggregate number of Shares that may be (or agreed conditionally or unconditionally to be) allotted, issued, sold, transferred or otherwise dealt with by the Directors pursuant to special resolution 9.

By Order of the Board  
**Shandong Boan Biotechnology Co., Ltd.**  
**Jiang Hua**

*Chairlady, Chief Executive Officer and Executive Director*

Hong Kong, 30 April 2024

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. All resolutions at the Annual General 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.boan-bio.com](http://www.boan-bio.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the Annual General Meeting.
2. Any shareholder entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), at least 24 hours before the Annual General Meeting (i.e. before 10:00 a.m. on Thursday, 30 May 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the Annual General Meeting or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of shareholders who are entitled to attend the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days 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, unregistered holders of the shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2024 for registration.
5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his/her proxy should produce proof of identity when attending the Annual General Meeting.
8. References to date and time in this notice are to Hong Kong dates and time.

*As at the date of this notice, the executive directors of the Company are Ms. Jiang Hua and Dr. Dou Changlin; the non-executive directors of the Company are Mr. Liu Yuanchong and Ms. Li Li; and the independent non-executive directors of the Company are Professor Shi Luwen, Mr. Dai Jixiong and Dr. Yu Jialin.*