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**Beijing Biostar Pharmaceuticals Co., Ltd.**

**北京華昊中天生物醫藥股份有限公司**

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

**(Stock code: 2563)**

**PROPOSED FOR**

- (I) APPLICATION FOR FULL CIRCULATION OF UNLISTED SHARES OF THE COMPANY;**  
**(II) GRANT OF AUTHORIZATION TO THE BOARD OF DIRECTORS AND ITS DELEGATED PERSONS TO HANDLE MATTERS RELATED TO THE APPLICATION FOR FULL CIRCULATION OF UNLISTED SHARES OF THE COMPANY;**  
**(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**  
**(IV) APPOINTMENT OF MS. DAI XUEFEN AS A NON-EXECUTIVE DIRECTOR;**  
**(V) APPOINTMENT OF AUDITOR;**  
**FORMULATION OF "MEASURES FOR THE ADMINISTRATION OF RAISED FUNDS";**  
**CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND**  
**THE FIRST EGM IN 2025**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Beijing Biostar Pharmaceuticals Co., Ltd. (the “**Company**”) pursuant to Rule 13.09(2)(a) and Rule 13.51 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## (I) PROPOSED APPLICATION FOR FULL CIRCULATION OF UNLISTED SHARES OF THE COMPANY

Reference is made to the Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請“全流通”業務指引》) issued by China Securities Regulatory Commission (中國證券監督管理委員會) (“CSRC”) on November 14, 2019 and further amended on August 10, 2023 (the “Guidelines”), and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) issued by the CSRC on February 17, 2023 regarding the procedures to apply for full circulation of shares by companies whose H shares are listed on the Stock Exchange.

In view of the Guidelines, the Board considered and approved the conversion of domestic shares held by the Participating Shareholders (as defined below) into H Shares and the listing and circulation of such Shares on the Main Board of the Stock Exchange (the “H Share Full Circulation” or “Full Circulation”). Upon obtaining all relevant approvals (including the filing notice by the CSRC and the approval of the Stock Exchange) and having complied with all applicable laws, rules and regulations, 127,875,035 domestic shares will be converted into H Shares and the Company will apply to the Stock Exchange for the listing of, and permission to deal in, such H Shares on the Main Board of the Stock Exchange. The details of the participating shareholders in the Full Circulation (the “Participating Shareholders”) and the respective domestic shares held by them to be converted into H Shares are as follows:

No.	Name of shareholder	Current number of shares held in the Company (share)	Shareholding percentage of the total share capital (%)	Number of shares proposed for full circulation (share)	Percentage of full circulation in the total share capital (%)
1	Baygen QT Inc.	40,505,885	11.1100	20,252,942	5.5550
2	SDIC VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership)* (國投(上海)科技成果轉化創業投資基金企業(有限合夥))	29,426,685	8.0712	29,426,685	8.0712
3	Zhuhai Jingrong Haoyuan Investment Partnership (Limited Partnership)* (珠海京蓉昊緣投資合夥企業(有限合夥))	20,392,815	5.5934	12,235,689	3.3560
4	Zhuhai Huajin Haoyuan Enterprise Management Partnership (Limited Partnership)* (珠海華錦昊緣企業管理合夥企業(有限合夥))	19,220,863	5.2719	11,532,518	3.1632
5	Zhuhai Huaxin Haoyuan Business Management Partnership (Limited Partnership)* (珠海華欣昊緣商業管理合夥企業(有限合夥))	14,002,034	3.8405	8,401,220	2.3043
6	Beijing Chongde Hongxin Venture Capital Centre (Limited Partnership)* (北京崇德弘信創業投資中心(有限合夥))	15,529,256	4.2594	15,529,256	4.2594

No.	Name of shareholder	Current number of shares held in the Company (share)	Shareholding percentage of the total share capital (%)	Number of shares proposed for full circulation (share)	Percentage of full circulation in the total share capital (%)
7	Betta Beida Pharmaceuticals Co., Ltd.* (貝達藥業股份有限公司)	11,118,045	3.0495	11,118,045	3.0495
8	Beijing Zhongling Yanyuan Venture Capital Center (Limited Partnership)* (北京中嶺燕園創業投資中心(有限合夥))	6,670,829	1.8297	3,335,415	0.9148
9	Nanjing Gaoke Xinjun Growth Phase I Equity Investment Partnership (Limited Partnership)* (南京高科新浚成長一期股權投資合夥企業(有限合夥))	6,372,316	1.7478	3,186,158	0.8739
10	Zhuhai Huarong Haoyuan Enterprise Management Partnership (Limited Partnership)* (珠海華蓉昊緣企業管理合夥企業(有限合夥))	5,000,724	1.3716	3,000,434	0.8230
11	Tianjin Tianchuang Yongxin Enterprise Management Partnership (Limited Partnership)* (天津天創湧鑫企業管理合夥企業(有限合夥))	3,897,726	1.0691	1,948,863	0.5345
12	Tang Li (唐莉)	3,592,932	0.9855	2,155,759	0.5913
13	Chengdu Venture Capital Co., Ltd.* (成都創新風險投資有限公司)	3,122,434	0.8564	3,122,434	0.8564
14	Foshan Hongtao Tongxuan Equity Investment Partnership (Limited Partnership)* (佛山弘陶同選股權投資合夥企業(有限合夥))	2,079,392	0.5703	1,039,696	0.2852
15	Chengdu Jingrong Venture Capital Co., Ltd.* (成都菁融創業投資有限公司)	1,274,465	0.3496	1,274,465	0.3496
16	Beijing Baygen Technologies Ltd.* (北京北進緣科技有限公司)	419,561	0.1151	251,737	0.0690
17	Chengdu Chengchuang Zhilian Technology Partnership (Limited Partnership)* (成都成創智聯科技合夥企業(有限合夥))	63,719	0.0175	63,719	0.0175
<b>Total</b>				<b><u>127,875,035</u></b>	<b><u>35.0738</u></b>

The proposed application for Full Circulation of unlisted shares of the Company is subject to consideration and approval by the Shareholders at the first extraordinary general meeting of the Company in 2025 (the “EGM”).

## **(II) PROPOSED GRANT OF AUTHORIZATION TO THE BOARD OF DIRECTORS AND ITS DELEGATED PERSONS TO HANDLE MATTERS RELATED TO THE APPLICATION FOR FULL CIRCULATION OF UNLISTED SHARES OF THE COMPANY**

The Participating Shareholders have agreed to authorize the Board and its delegated persons to apply to the CSRC, the Stock Exchange and other relevant regulatory authorities for the H Share Full Circulation and be responsible for dealing with matters related to the H Share Full Circulation.

The proposed grant of authorization to the Board and its delegated persons to handle matters related to the application for Full Circulation of unlisted shares of the Company is subject to consideration and approval by the Shareholders at the forthcoming EGM.

## **(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In view of the (1) change in the registered address; and (2) grant of authorization to the Board and its delegated persons to handle matters related to the application for Full Circulation of unlisted shares of the Company, the Board proposed to make certain amendments to the Articles of Association. Details are as follows:

<b>Article No.</b>	<b>Before amendment</b>	<b>After amendment</b>
Article 5	Domicile of the Company: Room 310, 3/F, Building 3 No. 88 Courtyard, Kechuang Sixth Street, Beijing Economic-Technological Development Area, Beijing	Domicile of the Company: 1202A, 1202B, 12/F, Building 3 No. 22 Ronghua Middle Road (Street/Road), Beijing Economic-Technological Development Area, Beijing, PRC
Article 16	<p>The Shares of the Company shall be issued following the principles of open, fairness and justice, and each share in the same class shall have the same rights.</p> <p>Shares issued at the same time and within the same class must be issued on the same conditions and at the same price, and the same price shall be paid for each share subscribed for by any entity or individual.</p>	<p>The Shares of the Company shall be issued following the principles of open, fairness and justice, and each share in the same class shall have the same rights.</p> <p>Shares issued at the same time and within the same class must be issued on the same conditions and at the same price, and the same price shall be paid for each share subscribed for by any entity or individual.</p>

<b>Article No.</b>	<b>Before amendment</b>	<b>After amendment</b>
	<p>The unlisted domestic shares issued by the Company shall rank <i>pari passu</i> with the overseas listed shares in respect of any distribution by way of dividend (including distributions in cash and in specie) or otherwise. No powers shall be exercised to freeze or otherwise prejudice any of the rights attaching to any share by reason only that any person who is interested directly or indirectly therein has failed to disclose his/her interests to the Company.</p>	<p>The unlisted domestic shares issued by the Company shall rank <i>pari passu</i> with the overseas listed shares in respect of any distribution by way of dividend (including distributions in cash and in specie) or otherwise. No powers shall be exercised to freeze or otherwise prejudice any of the rights attaching to any share by reason only that any person who is interested directly or indirectly therein has failed to disclose his/her interests to the Company.</p>
	<p>After being filed with the securities regulatory authority of the State Council and approved by the Hong Kong Stock Exchange, all or part of the Company’s unlisted domestic shares may be converted into overseas listed shares, and the overseas listed shares so converted may be listed and traded on an overseas stock exchange. The listing and trading of such converted shares on the overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock market.</p>	<p>After being filed with the securities regulatory authority of the State Council and approved by the Hong Kong Stock Exchange, all or part of the Company’s unlisted domestic shares may be converted into overseas listed shares, and the overseas listed shares so converted may be listed and traded on an overseas stock exchange. The listing and trading of such converted shares on the overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock market.</p>
		<p>The conversion of unlisted shares into overseas listed shares and their listing and trading on overseas stock exchanges do not require a shareholders’ general meeting and shall be voted on by the Board of Directors.</p>

Except for the above amendments, other contents of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to consideration and approval by the Shareholders at the forthcoming EGM.

#### **(IV) FORMULATION OF “MEASURES FOR THE ADMINISTRATION OF RAISED FUNDS”**

In accordance with the Company Law of the PRC, the Listing Rules and other relevant laws and regulations and in light of the Company’s actual circumstances, the Board has formulated “Measures for the Administration of Raised Funds of Beijing Biostar Pharmaceuticals Co., Ltd.” 《北京華昊中天生物醫藥股份有限公司募集資金管理辦法》 (the “**Measures**”). The Measures has been approved by the Board and has taken effect.

## (V) PROPOSED APPOINTMENT OF MS. DAI XUEFEN AS A NON-EXECUTIVE DIRECTOR

The Board of the Company announces that after due consideration and the receipt of the recommendation of the nomination committee of the Board (the “**Nomination Committee**”), the Board has resolved to propose to appoint Ms. Dai Xuefen (“**Ms. Dai**”) as the non-executive Director of the second session (the “**Second Session**”) of the Board (“**Proposed Appointment**”).

The biographical details of Ms. Dai are set out below:

**Ms. Dai Xuefen** (戴雪芬), aged 48, is the internal audit director and security director of the Company. Ms. Dai has a Master’s degree in Finance from Peking University and holds the qualifications of Senior Accountant of China, Certified Management Accountant in the United States, and is a fellow member of the Institute of Management Accountants Australia (澳大利亞資深公共會計會計師) and a fellow member of the Institute of Management Accountants in the United Kingdom\* (英國資深公共會計師).

From July 2001 to July 2004, Ms. Dai served as the investment banking project manager of Beijing Changxing Investment Management Co.\* (北京長興投資管理有限公司); from August 2004 to December 2006, she successively served as the investment project manager of Beijing Liandong Investment (Group) Co., Ltd.\* (北京聯東投資(集團)有限公司), and the assistant to the chief financial officer of the subsidiary after acquisition; from January 2007 to June 2019, she served successively as chief financial officer, secretary of the board of directors, and deputy general manager of the board of directors of Beijing Yueji Co.,\* (北京約基股份有限公司); from July 2019 to present, she has been working in the Company.

Ms. Dai holds the qualification certificates of secretary for directorate issued by the Shenzhen Stock Exchange and the Shanghai Stock Exchange, respectively, also with a securities practitioner qualification certificate issued by the Securities Association of China. She was awarded the title of “Yicheng Outstanding Talent”\* (亦城優秀人才) in Beijing Economic and Technological Development Zone in 2024.

If appointed, Ms. Dai will enter into a Director’s service agreement with the Company, with her term of office commencing on the date when the resolution regarding her election as a non-executive Director is approved at the EGM and ending on the expiry date of the term of the Second Session of the Board, and she shall be eligible for re-election and re-appointment upon the expiry of the term of office. During her term of office as a non-executive Director of the Company, Ms. Dai will not receive any remuneration from the Company.

Save as disclosed above, Ms. Dai did not hold any directorships in other listed companies in the past three years, nor had any other major appointments and professional qualifications, nor held any other positions at the Company or any subsidiaries of the Company, nor had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the date of this announcement, Ms. Dai is not interested in any securities of the Company (which shall have the meaning as defined in Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)). She has not been subject to any disciplinary actions by the CSRC and other relevant authorities, and any stock exchanges.

Ms. Dai has confirmed that, as at the date of this announcement, there were no other matters relating to her appointment that need to be brought to the attention of the Shareholders of the Company, nor is there any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

The proposed appointment of Dai Xuefen as a non-executive Director is subject to consideration and approval by the Shareholders at the forthcoming EGM.

#### **(VI) PROPOSED APPOINTMENT OF DAXIN GLOBAL (HONG KONG) CERTIFIED PUBLIC ACCOUNTANTS LTD. AS THE AUDITOR OF THE COMPANY**

In consideration of the Company's needs for audit services and in accordance with the relevant requirements for the selection and appointment of accounting firms, as recommended by the audit committee of the Company (the "**Audit Committee**"), the Board has resolved to propose: (i) the appointment of Daxin Global (Hong Kong) Certified Public Accountants Ltd. ("**Daxin**") (大信國際(香港)會計師事務所有限公司) as the new auditor of the Company; and (ii) authorise the Directors to execute all such documents, instruments and agreements and do all such acts or things to give effect to the above appointment of new auditors and matters connected therewith.

The proposed appointment of Daxin as the auditor of the Company is subject to consideration and approval by the Shareholders at the forthcoming EGM.

#### **(VII) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board has further resolved that subject to the passing of the relevant resolution(s) by the Shareholders at the EGM, the compositions of the Audit Committee and Nomination Committee be changed upon the conclusion of the EGM as follows:

Audit Committee: Mr. Manfred Shiu Shu Ming (Chairman), Dr. Meng Songdong and Mr. Tang Jin

Nomination Committee: Dr. Meng Songdong (Chairman), Mr. Manfred Shiu Shu Ming and Dr. Tang Li

## EGM

The Company will convene and hold the EGM on Friday, 23 May 2025 for the Shareholders to consider and, if thought fit, approve, among other things, the proposed election of independent non-executive Director, the proposed application for Full Circulation of unlisted shares of the Company; the proposed grant of authorization to the Board and its delegated persons to handle matters related to the application for Full Circulation of unlisted shares of the Company; the proposed amendments to the Articles of Association; the proposed appointment of Ms. Dai Xuefen as a non-executive Director; and the proposed appointment of Daxin Global (Hong Kong) Certified Public Accountants Ltd. as the auditor of the Company.

A circular containing, among other matters, details of the proposed application for Full Circulation of unlisted shares of the Company; the proposed grant of authorization to the Board and its delegated persons to handle matters related to the application for Full Circulation of unlisted shares of the Company; the proposed amendments to the Articles of Association; the proposed appointment of Ms. Dai Xuefen as a non-executive Director; and the proposed appointment of Daxin Global (Hong Kong) Certified Public Accountants Ltd. as the auditor of the Company, together with the notice of the EGM, will be despatched to the Shareholders in due course.

By order of the Board  
**Beijing Biostar Pharmaceuticals Co., Ltd.**  
北京華昊中天生物醫藥股份有限公司  
**Dr. Tang Li**  
*Chairperson and Executive Director*

Beijing, the PRC, 25 April 2025

*As at the date of this announcement, the Board comprises (i) Dr. Tang Li, Dr. Qiu Rongguo, Mr. Zhang Cheng and Dr. Guan Jin as executive Directors; (ii) Mr. Tang Jin and Mr. Zhu Pai as non-executive Directors; and (iii) Dr. Meng Songdong as independent non-executive Director.*