
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 Beijing Biostar Pharmaceuticals Co., Ltd., you should at once hand this circular, together with the enclosed 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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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)

- (i) PROPOSED BY-ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;**
- (ii) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR;**
- (iii) PROPOSED APPLICATION FOR FULL CIRCULATION OF
UNLISTED SHARES OF THE COMPANY;**
- (iv) 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;**
- (v) PROPOSED APPOINTMENT OF NEW AUDITORS;**
- (vi) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND**
- (vii) NOTICE OF THE EGM**

Capitalised terms used in this cover page have the same meanings as those defined in this circular.

The notice convening the EGM of the Company to be held virtually using online platform at <http://meetings.computershare.com/biostar20250523> (the “Online Platform”) on Friday, 23 May 2025 at 10:00 a.m. is set out on pages 15 to 16 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.biostar-pharm.com).

Whether or not you are able to attend the EGM, 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on 22, May 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

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

2 May 2025

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to “China” and the “PRC” do not apply to Hong Kong SAR, Macau Special Administrative Region and Taiwan Region
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange (Stock Code: 2563)
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held virtually using online platform on Friday, 23 May 2025 at 10:00 a.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 April 2025, being the latest practicable date prior to the date of this circular for the purpose of ascertaining certain information contained in this circular
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“H Share Full Circulation” or “Full Circulation”	The proposed conversion of domestic shares held by the Participating Shareholders into H Shares and the listing and circulation of such Shares on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time

DEFINITIONS

“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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)

Executive Directors:

Dr. Tang Li (Tang Li博士)
*(Chairperson, Executive Director,
Chief Scientific Officer and
Chief Marketing Officer)*
Dr. Qiu Rongguo (Qiu Rongguo博士)
Mr. Zhang Cheng (張成先生)
Dr. Guan Jin (關津博士)

Non-executive Director:

Mr. Tang Jin (唐進先生)
Mr. Zhu Pai (朱湃先生)

Independent Non-executive Directors:

Dr. Meng Songdong (孟頌東博士)

Registered Office:

Room 310, 3/F, Building 3
No. 88 Courtyard, Kechuang Sixth Street,
Beijing Economic-Technological
Development Area,
Beijing,
PRC

*Head Office and Principal Place
of Business in the PRC:*

1202, Tower B
Yicheng Fortune Center
Beijing Economic-Technological
Development Area
Beijing, PRC

*Principal Place of Business
in Hong Kong:*

Unit 02, 8/F,
Tung Che Commercial Centre
246 Des Voeux Road West
Hong Kong

To the Shareholders

Dear Sir or Madam,

- (i) PROPOSED BY-ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;**
(ii) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR;
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(vii) NOTICE OF THE EGM

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information in relation to, among others, (i) the proposed by-election of independent non-executive Director; (ii) the proposed election of non-executive Director; (iii) the proposed application for Full Circulation of unlisted shares of the Company; (iv) the 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; (v) the proposed appointment of new auditors; (vi) the proposed amendments to the Articles of Association and (vii) the notice of the EGM.

(i) PROPOSED BY-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 3 April 2025 in relation to, among others, the nomination of Mr. Manfred Shiu Shu Ming (“**Mr. Shiu**”) and Dr. Ye Chengang (“**Dr. Ye**”) as the independent non-executive Directors of the second session (the “**Second Session**”) of the Board (“**Proposed Appointments**”). Pursuant to the requirements of the Company Law, the Listing Rules, the Articles of Association and other relevant laws and regulations, an ordinary resolution will be proposed at the EGM to approve the proposed appointment of Mr. Shiu and Dr. Ye as the independent non-executive Directors of the Second Session of the Board.

Set out below are the biographical details of Mr. Shiu and Dr. Ye:

Dr. Ye Chengang (葉陳剛), aged 62, a professor and Ph.D. advisor at the University of International Business and Economics. He is a member of the State Council Academic Committee and one of the most authoritative experts in Certified Public Accountant (“**CPA**”) training in China. Dr. Ye serves as a special advisor and chief instructor for Hao Accounting Education, and is a senior visiting scholar at the National Accounting Institute. He has been engaged in teaching, research, and CPA exam preparation and research for many years.

Dr. Ye is an expert in the study of business ethics and accounting professional ethics in China. His research areas include accounting, auditing and corporate governance, business ethics, and accounting professional ethics. He has led nearly twenty key research projects funded by the State Education Commission, Ministry of Education, National Natural Science Foundation, and Ministry of Finance. He has authored numerous academic works, translations, and textbooks, including “Corporate Ethics and Accounting Professional Ethics” and has guided nearly ten thousand CPA exam candidates.

Mr. Manfred Shiu Shu Ming (蕭恕明), aged 55, graduated from the City University of Hong Kong with a bachelor’s degree in accountancy. Mr. Shiu served as an independent non-executive director of Tianyun International Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 6836) from April 2022 to January 2025. Mr. Shiu also held positions as an executive director and a non-executive director at Town Health International Medical Group Limited (Stock Code: 3886), a company listed on the Main Board of the Hong Kong Stock Exchange and Kingkey Intelligence Culture Holdings Limited (Stock Code: 0550), a company listed on the Main Board of the Hong Kong Stock

LETTER FROM THE BOARD

Exchange from November 2022 to June 2023 and from January 2023 to September 2023, respectively. Mr. Shiu served as a non-executive director of Orient Securities International Holdings Limited (Stock Code: 8001), a company listed on the GEM of the Hong Kong Stock Exchange from June 2022 to July 2022 and was subsequently re-designated as an executive director in July 2022. Mr. Shiu has been appointed as a non-executive director of Oriental Payment Group Holdings Limited (Stock Code: 8613), a company listed on the GEM of the Hong Kong Stock Exchange since December 2021, and has been appointed as an independent non-executive director of Tianjin Construction Development Group Co., Ltd. (Stock Code: 2515), a company listed on the Main Board of the Hong Kong Stock Exchange since April 2024.

He completed his professional training at PricewaterhouseCoopers and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Shiu has over 25 years of experience in corporate finance, specializing in mergers and acquisitions, investments, initial public offerings, and fundraising activities across various ventures and projects. His transaction portfolio spans private entities, China state-owned enterprises, and publicly listed companies in Hong Kong, Mainland China, Malaysia, Singapore, and Indonesia.

In addition to his corporate finance expertise, Mr. Shiu is actively involved in the medical and healthcare sectors as an investor and operator. He is one of the co-founders of Hong Kong Medical Consultants Limited, an integrated medical specialist group established in 2017.

Each of Mr. Shiu and Dr. Ye has also confirmed that (i) he meets the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which might affect his independence at the time of his appointment and as at the date of this announcement.

Mr. Shiu and Dr. Ye will enter into an independent non-executive director appointment letter with the Company, respectively. It is proposed that the term of office of Mr. Shiu and Dr. Ye will start from the day upon which his appointment as an independent non-executive Director is approved at the general meeting and end on the expiry date of the Second Session, and can be re-appointed after the expiry of his initial term of office. It is proposed that Mr. Shiu and Dr. Ye will each receive a remuneration of RMB\$150,000 per annum (tax inclusive), which is determined by the remuneration and appraisal committee of the Board (the “**Remuneration and Appraisal Committee**”) with reference to his experience, responsibilities in the Company and general market conditions.

Save as disclosed in this announcement, as at the date of this announcement, Mr. Shiu and Dr. Ye (i) did not hold any directorships in other Hong Kong or overseas listed companies in the last three years, or hold any other positions in the Company or any of its subsidiaries; (ii) did not have any relationship with any Director, supervisor, senior management or substantial shareholders of the Company; and (iii) did not have or were deemed to have any

LETTER FROM THE BOARD

interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinances (Chapter 571 of the Laws of Hong Kong)). Save as disclosed in this announcement, as at the date of this announcement, the Board is not aware of any other matters in relation to the Proposed Appointments that need to be brought to the attention of the shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(ii) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

According to laws and regulations such as the Company Law of the People's Republic of China and the relevant provisions of the Articles of Association, it is hereby proposed at the EGM to elect Ms. Dai Xuefen (“**Ms. Dai**”) as a non-executive Director of the second session of the Board of the Company.

Brief Biographical Particulars of Ms. Dai:

Ms. Dai Xuefen (戴雪芬), aged 48, is 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.

LETTER FROM THE BOARD

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 Latest Practicable Date, 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 Latest Practicable Date, 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.

(iii) 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 the 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.

LETTER FROM THE BOARD

In view of the Guidelines, the Board considered and approved the proposed H Share 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, such 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
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 Xijun 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

LETTER FROM THE BOARD

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 (%)
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
Total				<u>127,875,035</u>	<u>35.0738</u>

Conditions for the H Share Full Circulation

The H Share Full Circulation is subject to the fulfilment of the following conditions precedent:

- (1) the approval of the proposed H Share Full Circulation having been obtained at the EGM;
- (2) the grant of authorization to the Board and its delegated persons to handle matters related to the H Share Full Circulation having been obtained at the EGM;
- (3) the approval of the proposed H Share Full Circulation by the relevant PRC administrative and regulatory authority (i.e. the CSRC) having been obtained; and
- (4) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, all the H shares converted from the H Share Full Circulation.

As of the Latest Practicable Date, none of the aforesaid conditions have been satisfied. The Company has not submitted the filing application to the CSRC and the details of the implementation plan of the H Share Full Circulation and the Conversion and Listing have not been finalized. The Company will make further announcement(s) on the progress of the H Share Full Circulation in accordance with the Inside Information Provisions and/or the requirements of the Listing Rules.

LETTER FROM THE BOARD

(iv) 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 Board proposes to seek approval from the Shareholders at the EGM to grant authorization to the Board and its delegated persons to handle all matters in relation to the H Share Full Circulation at their sole discretion. The specific scope of authorization includes but is not limited to:

- (1) adjusting the specific plan for the H Share Full Circulation in accordance with the implementation rules, new regulations, guidance opinions, national policies formulated by the competent authorities and the review opinions or requirements of the relevant regulatory authorities on the matters relating to the H Share Full Circulation on the basis of the full circulation plan determined by the Company;
- (2) handling the application for the H Share Full Circulation on behalf of relevant Shareholders, including but not limited to preparing, modifying, signing, supplementing, submitting, reporting and executing relevant application documents and other legal documents in accordance with the requirements of authorized securities regulatory authorities, and signing, modifying, supplementing, submitting, reporting and executing various legal documents in connection with the H Share Full Circulation application on behalf of relevant Shareholders;
- (3) handling various matters relating to the listing of relevant Shares on the Main Board of the Stock Exchange on behalf of relevant Shareholders after the approval or filing notice on application of the H Share Full Circulation has been obtained from authorized securities regulatory authorities;
- (4) as permitted by applicable laws and regulations, taking all necessary actions on behalf of relevant Shareholders to determine and handle all other matters relating to the H Share Full Circulation application.

The proposed grant of authorization to the Board and its delegated persons to handle matters relating to the H Share Full Circulation shall be valid and effective within the validity period of the power of attorney issued by the relevant shareholders applying for Full Circulation. If the abovementioned relevant shareholders reissue the power of attorney to extend the authorization period, the validity period of the grant of authorization to the Board and its delegated persons to handle H Share Full Circulation shall be extended accordingly.

LETTER FROM THE BOARD

On the basis that the proposed grant of authorization was considered and approved at the EGM, the Board shall determine Dr. Tang Li, the Chairperson of the Company, as the delegated person (may be delegated).

(v) PROPOSED APPOINTMENT OF NEW AUDITORS

Reference is made to the announcement of the Company dated 25 April 2025 in relation to the proposed appointment of new auditors.

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 to the Shareholders at the EGM to approve, among other things: (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; (ii) the auditors' fee for the new auditor shall be RMB1.65 million; and (iii) 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 auditors is subject to the approval of the Shareholders at the EGM.

Save as disclosed in the abovementioned announcement, the Company has communicated with KPMG Certified Public Accountants ("KPMG"), the original auditor of the Company, and is not aware of any existing disagreements between the Company and KPMG. Save as disclosed in the abovementioned announcement, the Board and the Audit Committee have confirmed that there is no disagreement between KPMG and the Company, and there are no other matters in connection with KPMG's resignation that should be brought to the attention of the Shareholders.

(vi) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the (i) change in the registered address; and (ii) 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:

Article No.	Before amendment	After amendment
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

LETTER FROM THE BOARD

Article No.	Before amendment	After amendment
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 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>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 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>The conversion of unlisted shares into overseas listed shares and their listing and trading on overseas stock exchanges does not require a shareholders' general meeting and shall be voted on by the Board of Directors.</p>

LETTER FROM THE BOARD

The above amendments are subject to the final business registration and filing. Except for the above amendments, other contents of the Articles of Association remain unchanged.

The amendments to the Articles of Association were prepared in Chinese without an official English version. As such, the English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

EGM

The EGM will be held at virtually using online platform at <http://meetings.computershare.com/biostar20250523> (the “**Online Platform**”) on Friday, 23 May 2025 at 10:00 a.m., at which resolution will be proposed for the Shareholders to consider and, where appropriate, approve the proposed matters set out in the notice of the EGM.

The register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the EGM to be held on Friday, 23 May 2025. Shareholders whose name appear on the register of members of the Company on Friday, 23 May 2025 will be entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, all transfers accompanied by relevant share certificates and transfer forms 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 before 4:30 p.m. on Monday, 19 May 2025.

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, 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 EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

To the best of the Directors’ knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the resolution proposed at the EGM is 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 resolution.

Yours faithfully,

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 extraordinary general meeting of Beijing Biostar Pharmaceuticals Co., Ltd. (the “**Company**”) will be convened and held at virtually using online platform at <http://meetings.computershare.com/biostar20250523> (the “**Online Platform**”) on Friday, 23 May 2025 at 10:00 a.m. (the “**EGM**”) to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on by-election of Independent Non-executive Director;
2. To consider and approve the resolution on election of non-executive Director;
3. To consider and approve the resolution on the application for Full Circulation of unlisted shares of the Company;
4. To consider and approve the resolution on 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;
5. To consider and approve the resolution on appointment of new auditors;

SPECIAL RESOLUTION

6. To consider and approve the resolution on amendments to the Articles of Association.

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, 2 May 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity and form of proxy. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.
2. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be on Friday, 23 May 2025. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms 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 before 4:30 p.m. on Monday, 19 May 2025.
3. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the shareholder holds two or more issued shares of the Company (the "Share(s)")), whether (each of) such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorised in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

If the power of attorney of the proxy is signed by the authorised person of the appointer under a power of attorney or other authorisation document(s) given by the appointer, such power of attorney or other authorisation document(s) shall be notarised and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorisation document(s), must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the designated time for the holding of the EGM (i.e. not later than 10:00 a.m. on Thursday, 22 May 2025) or any adjournment thereof (as the case may be).

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

4. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.biostar-pharm.com) upon the conclusion of the EGM.
5. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

As at the date of this circular, 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.