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

If you have sold or transferred all your shares in Giant Biogene Holding 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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GIANT BIOGENE HOLDING CO., LTD
巨子生物控股有限公司

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock code: 2367)

PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED CHANGE OF AUDITORS
PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES
PROPOSED DECLARATION AND DISTRIBUTION OF FINAL
DIVIDENDS AND SPECIAL DIVIDENDS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Giant Biogene Holding Co., Ltd to be held at No. 1855, Shanglin Yuan 7th Road, Chang'an District, Xi'an, Shaanxi Province, the PRC on Thursday, 28 May 2026 at 1:30 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, to be valid, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case maybe) (for Annual General Meeting, i.e. not later than Tuesday, 26 May 2026 at 1:30 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Meeting if they so wish, and in such event, the form of proxy previously submitted will be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xajuzi.com>).

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

6 May 2026

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at No. 1855, Shanglin Yuan 7th Road, Chang’an District, Xi’an, Shaanxi Province, the PRC on Thursday, 28 May 2026 at 1:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles”/“Articles of Association”	the articles of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	Giant Biogene Holding Co., Ltd (巨子生物控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 02367)
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Share(s)”	the ordinary share(s) in the issued share capital of the Company with a par value of US\$0.00001 each or, if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares of up to 20% in aggregate of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the ordinary resolution item 5 contained in the notice of the Annual General Meeting
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the ordinary resolution item 4 contained in the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	Percent



GIANT BIOGENE HOLDING CO., LTD
巨子生物控股有限公司

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock code: 2367)

Executive Directors:

Mr. Yan Jianya

(Chairman and chief executive officer)

Ms. Ye Juan

Ms. Fang Juan

Ms. Zhang Huijuan

Ms. Yan Yubo

Independent Non-executive Directors:

Mr. Huang Jin

Mr. Shan Wenhua

Ms. Wong Sze Wing

Registered Office:

PO Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Head Office and Principal Place of Business in China:

No. 1855, Shanglin Yuan 7th Road

Chang'an District, Xi'an

Shaanxi Province, the PRC

Principal Place of Business in Hong Kong:

Room 1922, 19/F, Lee Garden One

33 Hysan Avenue, Causeway Bay, Hong Kong

6 May 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED CHANGE OF AUDITORS
PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES
PROPOSED DECLARATION AND DISTRIBUTION OF FINAL
DIVIDENDS AND SPECIAL DIVIDENDS
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 28 May 2026.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 26.4 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. In accordance with the Article, Ms. Fang Juan, Ms. Zhang Huijuan and Ms. Yan Yubo shall retire as Directors at the Annual General Meeting. All the aforesaid Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

Ms. Fang Juan, Ms. Zhang Huijuan and Ms. Yan Yubo have attended all meetings of the Board and the Board committees (which they serve) held during this financial year and up to the Latest Practicable Date. Details of the attendance records have been set out in the 2025 annual report of the Company. Ms. Fang Juan, Ms. Zhang Huijuan and Ms. Yan Yubo have performed their functions and responsibilities through active participation in the affairs of the Board and introducing balanced views as well as knowledge, experience and expertise to the Board.

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures provided by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the review of the nomination principles and criteria as set out in the Company's Board diversity policy and Director nomination policy, as well as the Company's corporate strategy, and the independence of all independent non-executive Directors. Pursuant to the Board diversity policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge, length of service and other related factors. The Company will also consider its own business model and special needs. The ultimate selection of Director candidates will be based on expertise of the candidates and contribution that the candidates will bring to the Board. The nomination committee has recommended to the Board on re-election of all the retiring Directors.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 30 April 2026 in relation to, amongst others, the proposed change of auditors.

As disclosed in the abovementioned announcement, in order to maintain good corporate governance practices, the Company should review auditors' engagement arrangement from time to time, which is in the interests of the Company and the Shareholders as a whole. Having considered Ernst & Young ("EY") has audited the consolidated financial statements of the Group for seven consecutive financial years up to and including the year ended 31 December 2025, the Board has reviewed the need for a change of auditors.

The Board, with the recommendation of the Audit Committee, resolved to propose a resolution at the AGM to approve the appointment of KPMG ("KPMG"), Certified Public Accountants in Hong Kong, as the new auditors of the Company, to hold office from the conclusion of the AGM until the conclusion of the next AGM of the Company. Such proposed appointment is subject to the approval of the Shareholders at the AGM.

The Audit Committee has considered a number of factors in assessing the appointment of KPMG as the auditors of the Company, including but not limited to: (i) the scale of the Group's business; (ii) KPMG's governance and leadership; (iii) its extensive experience, industry knowledge and technical competence in providing audit work to companies listed on the Stock Exchange; (iv) its independence from the Group and objectivity; (v) its resources and capabilities including but not limited to the size and structure of the audit team; (vi) its audit proposal and fee proposal with regard to the scope of audit services required by the Group and the current business size of the Group; and (vii) the relevant guidance issued by the Accounting and Financial Reporting Council ("AFRC"), including Part 2 of the Guidelines for Effective Audit Committees Selection, Appointment and Reappointment of Auditors published by the AFRC.

Details of the assessment of the suitability of KPMG are summarized as follows:

i. Governance and leadership

KPMG is registered with the AFRC as a public interest entity auditor. KPMG has established and maintains a sound system of quality management in accordance with Hong Kong Standard on Quality Management 1 (HKSQM 1) and Hong Kong Standard on Quality Management 2 (HKSQM 2). The system covers key areas including governance and leadership, relevant ethical requirements, acceptance and continuance of client relationships, engagement performance, and monitoring and remediation procedures. Based on public inquiries conducted on the websites of the relevant regulatory authorities, no disciplinary actions involving the key audit engagement partner or the engagement quality reviewer were found.

LETTER FROM THE BOARD

The Audit Committee has reviewed KPMG's leadership profile, organizational structure and relevant policies in quality management regarding governance and leadership and is satisfied that KPMG is committed to performing the audit in the interests of the Company's stakeholders and in the wider public interest.

ii. Experience, industry knowledge and technical competence

In terms of extensive experience, industry knowledge and technical competence, KPMG is a registered public interest entity auditor and is one of the global Big Four accounting firms. It has extensive experience in handling audits of large conglomerates and Hong Kong listed companies. KPMG possesses profound industry knowledge, particularly with extensive audit technical capabilities in areas highly relevant to the Group's business.

KPMG has demonstrated its technical competence with its credentials as a public interest entity auditor, along with its track record in Hong Kong. KPMG has also provided a detailed outline for the Company as part of its submitted audit proposal, demonstrating its comprehensive knowledge of the recent business development, size, complexity and risk profile of the Group. The Audit Committee has also reviewed the proposed audit plan, which sets out the audit coverage, procedures and timetable that is sufficient to perform high-quality audits.

iii. Independence from the Group and objectivity

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the audit engagement team and other persons in the audit firm (as applicable) are independent of the Group in accordance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants. In addition, as advised by KPMG, based on an understanding of its firm policies, no circumstances have been identified that may pose a threat to the independence and objectivity of the new auditor.

The Audit Committees has obtained a description of KPMG's policies and procedures for monitoring and complying with relevant ethical requirements to which KPMG and the audit engagement are subject, including integrity, objectivity, and independence requirements, and is satisfied with the effectiveness of such policies and procedures. KPMG is responsible for ensuring compliance with the relevant ethical requirements in accordance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, in particular provisions related to audits of financial statements of public interest entities, and has confirmed its compliance with the aforementioned Code.

LETTER FROM THE BOARD

iv. Resources and capabilities

KPMG's overall audit approach sets out a clear scope and tailored direction for the audit. KPMG's audit team will be led by a lead engagement audit partner with over 30 years of experience in auditing a wide variety of businesses, including multiple large-scale enterprises. He will lead the project management office to centrally coordinate and schedule the subsequent financial statement review and audit work, and provide unified direction to all service departments and audit teams. KPMG has also established an industry and technical support team comprising professional partners and technical experts from tax and business advisory and information systems, to ensure that the audit service team receives the necessary industry and technical support.

Having reviewed its audit approach and profiles of the engagement partner and team members, the Audit Committee is satisfied that the audit team has sufficient resources, expertise and time to perform high-quality audits.

v. Audit proposal and audit fee

According to KPMG's audit proposal, the fees, audit methodology, scope of work, audit resource allocation and transparency of the fee breakdown have been set out in detail.

The estimated audit fee payable to KPMG for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be not exceeding RMB2.2 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

vi. Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors issued by the AFRC

The relevant sections of the AFRC's guidance provide specific and practical guidance for audit committees on establishing a robust process for the selection, appointment and reappointment of auditors, which is a primary step in achieving audit quality. The Audit Committee has considered the following as part of its

LETTER FROM THE BOARD

assessment of KPMG's independence, competence and capability to perform high quality audits as set out in paragraph 2.2.4 of the aforementioned AFRC's guideline:

- (a) Governance and leadership — Details are laid out in section 3(i) headed "Governance and leadership" above;
- (b) Compliance and relevant ethical requirements — Details are laid out in section 3(iii) headed "Independence from the Group and objectivity" above;
- (c) Industry knowledge and technical competence Details are laid out in section 3(ii) headed "Experience, industry knowledge and technical competence" above;
- (d) Engagement performance — Details are laid out in section 3(iv) headed "Resources and capabilities" above;
- (e) Communication and interaction with the Audit Committee — the Audit Committee is satisfied with the communication plan between KPMG and the Audit Committee, which takes into account the requirements as set out under HKSA 260 (Revised). The Audit Committee believes that such communication plan will facilitate and maintain effective two-way communication between the Audit Committee and KPMG on significant financial reporting and audit matters in a timely manner, and to host meetings in compliance with the Corporate Governance Code; and
- (f) Monitoring process — The Audit Committee has noted that KPMG complies with the requirements of the Hong Kong Standard of Quality Management 1 and 2 ("HKSQM 1 & 2") published by the Hong Kong institute of Certified Public Accountants and conducts annual monitoring. The monitoring covers an evaluation of the system of quality management, which includes a review of the quality management manual, an annual quality risk assessment and a review of compliance with relevant standards such as the HKSQM 1 & 2. In addition, the Audit Committee has reviewed public searches conducted on the websites of the relevant authorities, which did not identify any disciplinary actions concerning the relevant audit engagement partner and other key engagement team members of KPMG. To the best knowledge of the Audit Committee, the Audit Committee is not aware of any behavior or activities from KPMG that would threaten the integrity, objectivity and independence, or adversely affect its quality of audit, to the Company. Further details are laid out in section 3(iii) headed "Independence from the Group and objectivity" above.

LETTER FROM THE BOARD

Based on the above, the Board and the Audit Committee have assessed and considered KPMG to be eligible and suitable to act as the auditor of the Company. The Board and the Audit Committee are of the view that (i) by reference to the scale of the Group's business operations and assets, the audit fee agreed with KPMG is commensurate with the scope of audit work required by the Group; (ii) the change of auditors would maintain audit quality and is in the interest of the Company and the Shareholders as a whole; and (iii) KPMG is independent, competent and capable (including manpower, expertise, time and other resources) to perform high quality audit as required under paragraph 2.2.4 of the aforementioned AFRC's guideline to the Company.

The Company has received a confirmation letter from EY confirming that there are no matters in connection with their retirement as the auditors of the Company upon the conclusion of the AGM that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between the Company and EY or other circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

As at the Latest Practicable Date, EY has not commenced any audit work on the consolidated financial statements of the Group for the financial year ending 31 December 2026. The Board believes that the retirement of EY will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ending 31 December 2026.

4. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the 2024 annual general meeting of the Company held on 13 June 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse upon the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the ordinary resolution item 4 contained in the notice of the Annual General Meeting (on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, being 106,170,400 Shares).

An explanatory statement required by the Listing Rules to be sent to the Shareholders is set out in Appendix II to this circular. This explanatory statement contains information reasonably necessary to enable Shareholders to make an informed decision on voting for or against the grant of the Share Repurchase Mandate.

LETTER FROM THE BOARD

5. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the 2024 annual general meeting of the Company held on 13 June 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse upon the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of up to 20% in aggregate of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the ordinary resolution item 5 contained in the notice of the Annual General Meeting (on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, being 212,340,800 Shares). An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

6. PROPOSED DECLARATION AND DISTRIBUTION OF FINAL DIVIDENDS AND SPECIAL DIVIDENDS

In accordance with the annual results announcement for the year ended 31 December 2025 released by the Company on 19 March 2026, the Board proposed to distribute a final dividend of RMB0.5390 per ordinary share and a special dividend of RMB0.6714 per ordinary share, which are subject to the approval by Shareholders at the Annual General Meeting. The final dividends and special dividends will be paid in HK dollars, the exchange rate of which is based on the official exchange rate of HK dollars against Renminbi as announced by the People's Bank of China on the day when the Annual General Meeting is convened.

The final dividends and special dividends are expected to be paid on or around 25 June 2026 to the Shareholders whose names appear on the register of members of the Company at the close of business hours on 8 June 2026 if the dividends are approved by Shareholders at the Annual General Meeting.

The record date for determining the entitlement to the proposed final dividends and the special dividends is Monday, 8 June 2026. To determine the Shareholders entitled to the proposed final dividends and the special dividends, the register of members of the Company will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be qualified for the proposed final dividends and the special dividends, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 2 June 2026.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular.

Pursuant to the Listing Rules and the Articles, any vote of shareholders at a general meeting must 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 in accordance with the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

The Annual General Meeting is scheduled to be held on 28 May 2026. The record date for determining the entitlement of Shareholders to attend and vote at the Annual General Meeting is 28 May 2026.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, 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, Shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2026.

A form of proxy for use at the Annual General Meeting is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xajuzi.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be) (for Annual General Meeting, i.e. not later than Tuesday, 26 May 2026 at 1:30 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

8. 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.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors are of the opinion that the proposed re-election of retiring Directors, the grant of the Share Repurchase Mandate, the grant of the Share Issue Mandate, and the declaration and distribution of final dividends and special dividends are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of such resolutions to be proposed at the Annual General Meeting.

10. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices of this circular. The English text of this circular shall prevail over its respective Chinese text for the purpose of interpretation.

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

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Ms. Fang Juan

Ms. Fang Juan, aged 53, was appointed as a Director of the Company on 30 November 2021 and is currently an executive Director and a senior vice president and a member of the Corporate Governance Committee of the Company. Ms. Fang has over 23 years of experience in the biotechnology industry. She joined our Group in December 2000 as a manager of Xi'an Giant Biogene and has served as its deputy general manager and director since December 2003 and May 2020, respectively. Ms. Fang obtained a college degree in international enterprise management from Shaanxi College of Finance and Economics (陝西財經學院) (currently known as School of Economics and Finance of Xi'an Jiaotong University (西安交通大學經濟與金融學院)) in July 1995.

According to the RSU Scheme adopted by the Company on 8 December 2021, Ms. Fang Juan is entitled to RSUs equivalent to 557,601 Shares (subject to vesting conditions), which are held under a trust pursuant to the RSU Scheme. On 28 December 2023, Ms. Fang Juan was granted 600,000 Share Options under the share option scheme of the Company adopted on 17 August 2023 (subject to vesting conditions).

Ms. Fang Juan has entered into a service contract with the Company for a term of three years commencing from 13 June 2023, subject always to re-election in accordance with the Articles of Association. Ms. Fang Juan does not receive Director's fee, but receives a remuneration in accordance with her managerial position of the Company. For the year ended 31 December 2025, Ms. Fang Juan received a remuneration of RMB898,000 and certain share-based payments, which were borne by the Group and covered by her service contract. The remuneration of Ms. Fang Juan is determined based on the factors such as market conditions, the Company's performance and her performance assessment results by the Board.

(2) Ms. Zhang Huijuan

Ms. Zhang Huijuan, aged 39, was appointed as a Director of the Company with effect from 3 October 2023, and is currently an executive Director and the chief financial officer of our Company. Ms. Zhang has approximately 17 years of experience in accounting and financial management. Prior to joining the Group, she was a senior auditor in Tianjin Branch of Deloitte Touche Tohmatsu Certified Public Accountants LLP (德勤華永會計師事務所(特殊普通合夥)) from July 2008 to December 2010. She then joined Xi'an Branch of PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)) as an audit manager from January 2011 to September 2018. She served as the director of financial department at Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司) from April 2019 to January 2022. Ms. Zhang obtained the certificate of certified public accountant from the PRC Ministry of Finance in December 2017, the certificate of certified internal auditor from the Institute of Internal Auditors in March 2015, and the certificate of intermediate accountant from the PRC Ministry of

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Human Resources and Social Security and the PRC Ministry of Finance in October 2013. Ms. Zhang obtained a bachelor's degree in Japanese (international business) from Tianjin Foreign Studies University (天津外國語大學) in July 2008.

According to the RSU Scheme adopted by the Company on 8 December 2021, Ms. Zhang Huijuan is entitled to RSUs equivalent to 640,000 Shares (subject to vesting conditions), which are held under a trust pursuant to the RSU Scheme. On 28 December 2023, Ms. Zhang Huijuan was granted 600,000 options under the share option scheme of the Company adopted on 17 August 2023 (subject to vesting conditions).

Ms. Zhang Huijuan has entered into a service contract with the Company for a term of three years commencing from 3 October 2023, subject always to re-election in accordance with the Articles of Association. Ms. Zhang Huijuan does not receive Director's fee, but receives a remuneration in accordance with her managerial position of the Company. For the year ended 31 December 2025, Ms. Zhang Huijuan received a remuneration of RMB894,000 and certain share-based payments, which were borne by the Group and covered by her service contract. The remuneration of Ms. Zhang Huijuan is determined based on the factors such as market conditions, the Company's performance and her performance assessment results by the Board.

(3) Ms. Yan Yubo

Ms. Yan Yubo, aged 30, was appointed as a Director of the Company with effect from 3 October 2023, and is currently an executive Director and a joint company secretary and the Board secretary and the chief product officer of the Company. Ms. Yan joined Xi'an Giant Biogene Technology Co., Ltd. in October 2018 as the board secretary and has been responsible for the affairs related to the Group's financing, investor relationship management and corporate governance since then. Ms. Yan obtained the certificate of Financial Risk Manager (FRM) from the Global Association of Risk Professionals in March 2021, the securities qualification certificate from the Securities Association of China in April 2021, the certificate of board secretary from Shanghai Stock Exchange in September 2020, the certificate of board secretary from Shenzhen Stock Exchange in July 2020, and the qualification certificate of fund practitioner from the Asset Management Association of China in November 2019. Ms. Yan obtained a bachelor's degree from the University of Toronto in Canada in June 2017, double majoring in financial economics and statistics, and obtained a master's degree in applied economics from the University of California, Los Angeles in the United States in June 2018.

Ms. Yan Yubo is (i) the daughter of Mr. Yan Jianya, the chairman of the Board, an executive Director and the chief executive officer, and Dr. Fan Daidi, the controlling Shareholder; and (ii) a niece of Ms. Yan Yajuan, a senior vice president of the Company.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Ms. Yan Yubo has entered into a service contract with the Company for a term of three years commencing from 3 October 2023, subject always to re-election in accordance with the Articles of Association. Ms. Yan Yubo does not receive Director's fee, but receives a remuneration in accordance with her managerial position of the Company. For the year ended 31 December 2025, Ms. Yan Yubo received a remuneration of RMB346,000, which was borne by the Group and covered by her service contract. The remuneration of Ms. Yan Yubo is determined based on the factors such as market conditions, the Company's performance and her performance assessment results by the Board.

Save as disclosed above, as of the Latest Practicable Date, the above candidates for re-election of Directors do not have other major appointments and professional qualifications, nor do any of them hold any positions within the Company or its subsidiaries or any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Meanwhile, none of them have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, to the best of the knowledge and belief of the Directors, the above candidates for re-election of Directors do not have any interests in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). The above candidates for re-election of Directors confirm that there are no other matters relating to his/her proposed appointment that needs to be brought to the attention of the Shareholders, nor is there any other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on voting for or against the ordinary resolutions to be proposed at the AGM in relation to the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 1,061,704,000 Shares.

Subject to the passing of the ordinary resolution item 4 contained in the notice of the AGM in respect of the grant of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, being 1,061,704,000 Shares, the Directors shall be authorized to repurchase up to 106,170,400 Shares, representing 10% of the total issued Shares (excluding treasury shares) as at the date of the AGM, pursuant to the Share Repurchase Mandate during the period in which the Share Repurchase Mandate is in effect.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the grant of the Share Repurchase Mandate is in the best interests of the Company and its Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be an adverse impact on the working capital or gearing position of the Company (as compared with its position disclosed in the audited accounts in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent, as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company. In the event the Company conducts a repurchase of Shares, the Company may cancel such repurchased Shares and/or hold them as treasury shares subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. All Shares held as treasury shares retain their listing status.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange for the 12 calendar months ended on the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	81.800	60.300
May	87.100	65.400
June	70.207	48.600
July	62.900	53.300
August	60.650	51.250
September	65.700	52.300
October	56.550	36.920
November	40.900	35.140
December	41.320	33.000
2026		
January	38.000	32.880
February	34.780	31.380
March	32.480	27.200
April (<i>up to the Latest Practicable Date</i>)	33.360	27.500

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither this explanatory statement nor the proposed Share Repurchase Mandate has any unusual features.

For Shares held in the Central Clearing and Settlement System (CCASS) as treasury shares pending resale on the Stock Exchange, the Company will take appropriate measures to ensure that no Shareholder's rights are exercised or any entitlements are received (if such Shares are registered in the name of the Company as treasury shares, such rights or entitlements will be suspended in accordance with relevant laws). The Company has implemented the following measures: (i) the Company will instruct its brokers not to issue any voting instructions to Hong Kong Securities Clearing Company Limited for treasury shares held in CCASS at general meetings; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS and re-register them in the name of the Company as treasury shares or cancel them before the record date for the dividend or distribution, or take any other measures to ensure that no Shareholder's rights are exercised or any entitlements are received (if such Shares are registered in its name as treasury shares, such rights or entitlements will be suspended under applicable laws).

7. IMPACT OF TAKEOVERS CODE

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

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Yan Jianya was deemed to be interested in 593,577,572 Shares, representing approximately 55.91% of the issued shares of the Company. Juzi Holding Co., Ltd, Refulgence Holding Limited and Trident Trust Company (B.V.I.) Limited were deemed to control of exercise of 585,331,535 Shares, representing approximately 55.13% of the issued shares of the Company. In the event that the Directors fully exercise the power to repurchase Shares pursuant to the proposed Share Repurchase Mandate, the shareholdings of Dr. Fan Daidi and Mr. Yan Jianya in the Company would be increased to approximately 62.12% of the issued shares of the Company, and the shareholdings of Juzi Holding Co., Ltd, Refulgence Holding Limited and Trident Trust Company (B.V.I.) Limited in the Company would be increased to approximately 61.26% of the issued shares of the Company.

The Directors consider that the increases in shareholdings would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the total number of Shares held by the public falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had repurchased an aggregate of 9,200,000 Shares on the Stock Exchange as follows:

Repurchase date	Number of Shares repurchased	Price paid per Share	
		Lowest price paid (HK\$)	Highest price paid (HK\$)
9 December 2025	400,000	35.72	36.18
10 December 2025	400,000	35.62	36.22
11 December 2025	400,000	34.20	35.36
12 December 2025	400,000	35.00	35.22
15 December 2025	400,000	34.44	35.24
16 December 2025	400,000	34.68	35.40
17 December 2025	400,000	34.62	35.22
18 December 2025	400,000	34.42	35.04
19 December 2025	400,000	34.54	35.52
22 December 2025	400,000	35.86	36.34
23 December 2025	400,000	35.74	36.48
29 December 2025	400,000	34.28	34.76
30 December 2025	400,000	33.48	33.76
5 January 2026	400,000	33.74	34.28
6 January 2026	400,000	33.84	34.48
7 January 2026	400,000	34.30	34.68
8 January 2026	400,000	34.12	34.44
9 January 2026	400,000	34.24	34.58
12 January 2026	400,000	34.50	35.50
13 January 2026	400,000	35.64	36.20
14 January 2026	400,000	35.10	35.80
15 January 2026	400,000	35.44	36.10
16 January 2026	400,000	35.58	36.32

Save as disclosed above, during the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



GIANT BIOGENE HOLDING CO., LTD
巨子生物控股有限公司

(An exempted company incorporated in the Cayman Islands with limited liability)
(Stock code: 2367)

NOTICE IS HEREBY GIVEN that an annual general meeting of Giant Biogene Holding Co., Ltd (the “**Company**”) will be held at No. 1855, Shanglin Yuan 7th Road, Chang’an District, Xi’an, Shaanxi Province, the PRC on Thursday, 28 May 2026 at 1:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements, directors’ report and auditor’s report of the Company for the year ended 31 December 2025.
2.
 - (a) To re-elect Ms. Fang Juan as an executive director;
 - (b) To re-elect Ms. Zhang Huijuan as an executive director;
 - (c) To re-elect Ms. Yan Yubo as an executive director; and
 - (d) To authorize the board of directors to fix the respective directors’ remuneration.
3. To appoint KPMG as the independent auditors of the Company, following the retirement of Ernst & Young, to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board of Directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase the shares of the Company in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares approved to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidations or subdivisions of the shares of the Company after the passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution 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 the Company or other applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.”

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

“**THAT:**

(a) subject to the compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers under all applicable laws, rules and regulations during or after the Relevant Period (as defined below);

(b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the issue of shares upon the exercise of options granted under a share option scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Articles of the Company;

shall not exceed 20% of the total issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidations or subdivisions of the shares of the Company after the passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution 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 the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in resolution set out in item 5 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the total number of shares may be repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the

NOTICE OF ANNUAL GENERAL MEETING

Notice, provided that such number of shares shall not exceed 10% of the total issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidations or subdivisions of the shares of the Company after the passing of this resolution).”

7. (a) To declare and distribute a final dividend of RMB0.5390 per ordinary share for the year ended 31 December 2025 to the shareholders of the Company;
- (b) To declare and distribute a special dividend of RMB0.6714 per ordinary share for the year ended 31 December 2025 to the shareholders of the Company.

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

Xi'an, the PRC, 6 May 2026

As of the date of this announcement, the Board comprises Mr. Yan Jianya, Ms. Ye Juan, Ms. Fang Juan, Ms. Zhang Huijuan and Ms. Yan Yubo as executive directors, and Mr. Huang Jin, Mr. Shan Wenhua and Ms. Wong Sze Wing as independent non-executive directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the requirements under the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend the meeting and vote on a poll on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting (as the case may be) (for annual general meeting, i.e. not later than 1:30 p.m. on Tuesday, 26 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy previously submitted shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at annual general meeting, unregistered shareholders of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2026.
5. The record date for determining the entitlement to the proposed final dividends and the special dividends will be Monday, 8 June 2026. To determine the entitlement of shareholders to the proposed final dividends and the special dividends, the register of the Company will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be qualified for the proposed final dividends and the special dividends, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 2 June 2026.
6. A circular containing further details concerning items 2 to 7 set out in the above notice will be published on the website of The Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company’s website (<http://www.xajuzi.com>). It will also be dispatched to the Company’s shareholders in accordance with the method of receiving corporate communications selected by them.
7. References to time and dates in this notice are to Hong Kong time and dates.