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CHINA BIOTECH SERVICES HOLDINGS LIMITED

中國生物科技服務控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8037)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of China Biotech Services Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 16 May 2023 at Suites 1904-05A, 19/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong, for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”, each a “**Director**”) and the auditors of the Company for the year ended 31 December 2022;
2. To declare a final dividend of HK\$0.01 per Share for the year ended 31 December 2022;
3. To pass the following resolutions, each as a separate resolution:
 - (a) To re-elect Ms. Chui Hoi Yam as an executive Director;
 - (b) To re-elect Mr. Yan Guoxiang as an independent non-executive Director;
 - (c) To re-elect Mr. Qian Hongji as an independent non-executive Director; and
 - (d) To authorise the board of Directors (“**Board**”) to fix the Directors’ respective remuneration.
4. To re-appoint RSM Hong Kong, Certified Public Accountants, as the auditors of the Company and to authorize the Board to fix its remuneration;

To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase (or agree to repurchase) its shares (the “**Shares**”, each, a “**Share**”) in the issued Share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and otherwise in accordance with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) or of any other stock exchange (as applicable) as amended from time to time, and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be purchased or agreed to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of the issued Shares at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the maximum number of Shares that may be repurchased subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from 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 to be held under the bye-laws of the Company or any applicable laws; or
 - (iii) the date on which the approval in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “THAT:

- (a) subject to compliance with the prevailing requirements of GEM Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional Shares and to grant rights to subscribe for, or convert any security into Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time;
 - (iii) an issue of Shares pursuant to the exercise of any options or award which may be granted under any option or award scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed 20 per cent of the total number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly;

- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the maximum number of Shares that may be issued subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 to be held under the bye-laws of the Company or any applicable laws; or
- (iii) the date on which the approval in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

“**Rights Issue**” means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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, or the requirements of any recognized regulatory body or any stock exchange outside Hong Kong).”

7. “**THAT** conditional upon the passing of the resolutions numbered 5 and 6 above, the general mandate to the Directors referred to in the resolution numbered 6 in the Notice be and is hereby extended by the addition to the number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above, provided that such amount shall not exceed 10 per cent of the aggregate number of issued shares as at the date of passing of the resolutions.”

On behalf of the Board
China Biotech Services Holdings Limited
Liu Xiaolin
Chairman and Executive Director

Hong Kong, 21 April 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suites 1904-05A, 19/F, Sino Plaza
255-257 Gloucester Road
Causeway Bay, Hong Kong

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr. LIU Xiaolin (*Chairman*)
Mr. HE Xun
Mr. HUANG Song
Ms. CHUI Hoi Yam

Independent non-executive Directors:

Mr. YAN Guoxiang
Dr. HO Ivan Chun Kit
Mr. QIAN Hongji

Notes:

1. A member of the Company who is entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend the Meeting and vote on his/her/its behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and to attend and vote in his/her/its stead at the Meeting.
2. A proxy need not be a member of the Company but must attend the Meeting in person to represent the member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting. The completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof if he/she/it so wishes. In that event, his/her/its form of proxy previously submitted will be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. In compliance with the GEM Listing Rules and the bye-laws of the Company (as amended from time to time), resolutions to be proposed at the Meeting convened by this notice will be voted on by way of a poll.

6. For determining the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 11 May 2023 to Tuesday, 16 May 2023 (both days inclusive) during which period no transfer of Shares will be effected. Shareholders whose names appeared on the register of members of the Company at the close of business on Tuesday, 16 May 2023 will be entitled to attend and vote at the AGM. In order to be entitled to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates and the appropriate transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Wednesday, 10 May 2023.

For determining the entitlement of the shareholders of the Company to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 23 May 2023 to Thursday, 25 May 2023 (both days inclusive) during which period no transfer of Shares will be effected. Shareholders whose names appeared on the register of members of the Company at the close of business on Thursday, 25 May 2023 will be entitled to the final dividend. In order to be entitled to the final dividend, all transfers of shares, accompanied by the relevant share certificates and the appropriate transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 22 May 2023.

7. If tropical cyclone warning signal number 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the Meeting on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.cbshhk.com and the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.
8. If shareholders have any particular access request or special needs for participating in the Meeting, he/she will have to leave his/her contact information, including name, telephone number and email address to the Company by email to info@chinabioservices.com or by calling the Company's hotline at (852) 3188 3333 during business hours from 9:30 a.m. to 5:30 p.m. from Monday to Friday, excluding Hong Kong public holidays.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of the Hong Kong Limited 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.cbshhk.com.