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GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED

大成生化科技集團有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00809)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the physical extraordinary general meeting (the “**Meeting**”) of Global Bio-chem Technology Group Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Room 901-905, 9th Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong at 10:30 a.m. on Thursday, 3 August 2023 for the following purposes:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as ordinary resolution (with or without modifications):

1. (a) “**THAT** the entering into of the second supplemental agreement dated 2 June 2023 (the “**Second Supplemental Agreement**”, a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) between the Company and Modern Agricultural Industry Investment Limited (the “**Bondholder**”) in respect of the extension of the maturity date of the convertible bonds issued by the Company to the Bondholder on 15 October 2015 (the “**Convertible Bonds**”) from 15 June 2023 to 30 September 2025 subject to fulfillment of certain conditions precedent contained in the Second Supplemental Agreement together with the transaction contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the directors (the “**Directors**”) of the Company be and are hereby granted the specific mandate to allot and issue the conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as amended by the Second Supplemental Agreement; and

* for identification purposes only

- (c) all other matters thereof and incidental thereto or in connection therewith be and are hereby generally and unconditionally ratified, confirmed and approved in all respects and that any one or more Directors (or a duly authorised committee thereof) be and are hereby generally and unconditionally authorised to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which, in the opinion of the Directors (or a duly authorised committee thereof), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Second Supplemental Agreement and the transaction contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.”

SPECIAL RESOLUTION

and, to consider and, if thought fit, pass the following resolution as special resolution (with or without modification):

2. **“THAT**, subject to and conditional upon the passing of resolution numbered 1 above, the waiver (the **“Whitewash Waiver”**) granted or to be granted by the Executive Director (or any delegate of the Executive Director) of the Corporate Finance Division of the Securities and Futures Commission (the **“Executive”**) granting to the Bondholder pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the **“Takeovers Code”**) waiving any obligation on the part of the Bondholder to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Bondholder and parties acting in concert with it, which would otherwise arise as a result of Bondholder being allotted and issued new shares (**“Shares”**) of the Company upon the exercise of the conversion rights of the convertible bonds pursuant to the Convertible Bonds referred to in resolution numbered 1 above, be and is hereby approved, and that any one or more of the Directors be and he/she is/are hereby authorised to do all such acts and things and execute all such documents as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

By order of the board of Directors
Global Bio-chem Technology Group Company Limited
Yang Jian
Chairman

Hong Kong, 15 July 2023

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business
in Hong Kong:*
Suite 1002, 10th Floor
Tower A, Cheung Kei Center
18 Hung Luen Road
Hung Hom, Kowloon
Hong Kong

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a Shareholder. Shareholders are strongly encouraged to appoint the chairman of the Meeting as proxy to attend and vote on his/her behalf at the Meeting or any adjourned meeting.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with a power of attorney or other authority (under which it is signed or notarially certified thereof), if any, must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the Meeting (i.e. at or before 10:30 a.m. on Tuesday, 1 August 2023 (Hong Kong time)) or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Friday, 28 July 2023 to Thursday, 3 August 2023, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the attendance at the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong at the address stated in note 3 above no later than 4:30 p.m. on Thursday, 27 July 2023 for registration.
6. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Stock Exchange and the Company to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
7. The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situation.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Yang Jian and Mr. Wang Guicheng; one non-executive Director, namely, Mr. Gao Dongsheng; and three independent non-executive Directors, namely, Ms. Dong Hongxia, Mr. Ng Kwok Pong and Mr. Yeung Kit Lam.