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Beijing Luzhu Biotechnology Co., Ltd.
北京綠竹生物技術股份有限公司

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

(Stock Code: 2480)

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Beijing Luzhu Biotechnology Co., Ltd. (the “**Company**”) will be held at Conference Room 323, No. 3 Guangtong Street, Industrial Development Zone, Tongzhou District, Beijing, China on Wednesday, June 12, 2024 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular dated May 16, 2024 issued by the Company (the “**Circular**”):

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, approve the 2023 annual report.
2. To consider and, if thought fit, approve the work report of the Board for 2023.
3. To consider and, if thought fit, approve the work report of the Supervisory Board for 2023.
4. To consider and, if thought fit, approve the work report of the independent non-executive Directors for 2023.
5. To consider and, if thought fit, approve the profit distribution plan for 2023.
6. To consider and, if thought fit, approve the audited account for 2023.
7. To consider and, if thought fit, approve the financial budgets for 2024.
8. To consider and, if thought fit, approve the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company for 2024 and its remuneration.

SPECIAL RESOLUTIONS

9. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) subject to compliance with the prevailing 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 (including securities convertible into Shares and any sale or transfer of treasury Shares out of treasury) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of Shares (including securities convertible into Shares) allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury Shares out of treasury) by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company (if applicable) ; and
 - (iii) 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 of the Company in accordance with the articles of association of the Company,

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

- (c) 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 by the articles of association of the Company or any 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 in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to 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).”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) subject to compliance with the prevailing 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 its H Shares and to deal with the same and other related matters in accordance with all applicable laws, rules and regulations;
- (b) the total number of H Shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued H Shares (excluding any treasury Shares) of the Company as of the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) 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 by the articles of association of the Company or any 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 in general meeting.”

11. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT conditional upon resolutions numbered 9 and 10 set out in the notice convening this meeting (the **“Notice”**) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to resolution numbered 9 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased under the authority granted pursuant to resolution numbered 10 set out in the Notice, provided that such amount shall not exceed 10% of the total number of issued H Shares (excluding any treasure Shares) of the Company as of the date of passing this resolution.”

12. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the Application for Credit Facilities and Provision of Guarantees as set out in the circular of the Company dated May 16, 2024 be and is hereby approved;
 - (b) subject to paragraph (c) below, the Board (and any person(s) authorized by the Board) be and is hereby authorized to consider, approve, handle, and take all such actions and execute all such documents or instruments for and on behalf of the Company (and/or any of its subsidiaries) as necessary or expedient or desirable and make arrangements for all specific matters within the scope of, relating to, in connection with, or to effect, the Application for Credit Facilities and Provision of Guarantees, so far as permitted by applicable laws and regulations; and
 - (c) the authorizations granted in paragraphs (a) and (b) above shall be valid from the date of passing of this resolution until the conclusion of the next annual general meeting of the Company.”
13. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments (“**Proposed Amendments**”) to the existing Articles of Association as presented in the circular of the Company dated May 16, 2024 and the adoption of the amended Articles of Association incorporating the Proposed Amendments (the “**Proposed Adoption**”) be and are hereby approved, and shall take effect on the later of (i) the passing of this resolution, or (ii) July 1, 2024, being the effective date of the New PRC Company Law (新《中華人民共和國公司法》); and
- (b) the Board (and any person(s) authorized by the Board) be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements (including but not limited to filling in the page numbers in the table of contents of the Articles of Association) that he/she shall, in his/her absolute discretion, deem necessary or expedient or desirable to give effect to, or in connection with, or arising from the Proposed Amendments and the Proposed Adoption, and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the PRC and Hong Kong.”

Yours faithfully,
For and on behalf of the Board
Beijing Luzhu Biotechnology Co., Ltd.
Mr. KONG Jian
Chairman and Executive Director

Hong Kong, May 16, 2024

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 Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 certified copy of that power of attorney or authority, must be deposited at the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Tuesday, June 11, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy 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 Thursday, June 6, 2024 to Wednesday, June 12, 2024, both dates 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, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 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 Wednesday, June 5, 2024.
5. Holders of Shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Annual General Meeting. If corporate Shareholders appoints authorized representative to attend the Annual General Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the Annual General Meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. KONG Jian, Ms. JIANG Xianmin and Ms. ZHANG Yanping as executive Directors; Mr. MA Biao and Mr. KONG Shuangquan as non-executive Directors; and Mr. LEUNG Wai Yip, Mr. LIANG Yeshe and Ms. HOU Aijun as independent non-executive Directors.