
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in LongBio Pharma (Suzhou) Co., Ltd. (天辰生物醫藥(蘇州)股份有限公司), 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

天 辰 生 物
LongBio Pharma (Suzhou) Co., Ltd.
天辰生物醫藥（蘇州）股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 1779)

**(1) ACCOUNTANT'S REPORT FOR THE YEAR ENDED
DECEMBER 31, 2025;**
**(2) PROFIT DISTRIBUTION PLAN FOR THE YEAR ENDED
DECEMBER 31, 2025;**
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
(4) PROPOSED GRANT OF ISSUE GENERAL MANDATE;
(5) PROPOSED GRANT OF REPURCHASE GENERAL MANDATE;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening and holding the AGM of LongBio Pharma (Suzhou) Co., Ltd. (天辰生物醫藥(蘇州)股份有限公司) to be held at the 5th Floor, Building F, Area A, No. 128 Yinhe Road, Dongnan Subdistrict, Changshu City, Suzhou City, Jiangsu Province, PRC on Tuesday, June 30, 2026 at 4:00 p.m. is set out on pages 14 to 15 of this circular. A form of proxy for use at the AGM is enclosed. The form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.longbio.com).

Whether or not you are able to attend the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. by 4:00 p.m. on Monday, June 29, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. If you attend and vote in person at the AGM, your form of proxy will be revoked.

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

June 9, 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I EXPLANATORY STATEMENT	10
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

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

“AGM”	the 2025 annual general meeting of the Company, or any adjournment thereof, to be convened and held at 5th Floor, Building F, Area A, No. 128 Yinhe Road, Dongnan Subdistrict, Changshu City, Suzhou City, Jiangsu Province, PRC on Tuesday, June 30, 2026 at 4:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions set out in the notice of meeting on pages 14 to 15 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or the “PRC”	the People’s Republic of China
“Company”	LongBio Pharma (Suzhou) Co., Ltd. (天辰生物醫藥(蘇州)股份有限公司), a joint stock company with limited liability incorporated in the PRC, the predecessor of which was LongBio Pharma (Suzhou) Co., Ltd. (天辰生物醫藥(蘇州)有限公司), a limited liability company established in the PRC on October 26, 2020, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 1779)
“Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the context may require)
“H Share(s)”	ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Issue General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and/or deal with (including any sale or transfer of treasury shares, if permitted under the Listing Rules) Shares not exceeding 20% of the total number of Shares in issue (excluding any treasury shares) as at the date on which the Issue General Mandate is approved by the Shareholders
“Latest Practicable Date”	June 8, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Repurchase General Mandate”	a general mandate proposed to be granted to the Directors to repurchase H Shares not exceeding 10% of the total number of H Shares (excluding any treasury shares) as at the date on which the Repurchase General Mandate is approved by the Shareholders
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the H Shares and the Unlisted Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks of Hong Kong

DEFINITIONS

“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“Unlisted Share(s)”	ordinary share(s) issued by our Company, which is/are not listed on any stock exchange, with a nominal value of RMB1.00 each
“%”	percent

LETTER FROM THE BOARD

longbio

天 辰 生 物

LongBio Pharma (Suzhou) Co., Ltd.
天辰生物醫藥（蘇州）股份有限公司

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

(Stock code: 1779)

Executive Directors:

Dr. Liu Heng (劉恒博士) (*Chairman*)
Dr. Sun Bill Nai-chau (孫乃超博士)
Mr. Xie Ming (謝鳴先生)

Non-executive Directors:

Mr. Lin Jian (蔺劍先生)
Ms. Gu Qin (顧勤女士)
Dr. Xue Di (薛滌博士)
Dr. Chen Kan (陳侃博士)

Independent Non-executive Directors:

Mr. Siu Paul Yu Hay (蕭耀熙先生)
Mr. Ruan Tim (阮添士先生)
Mr. Yang Chun (楊春先生)
Mr. Zhou Guofang (周國防先生)

Registered Office:

5th Floor, Building F, Area A
No. 128 Yinhe Road, Dongnan Subdistrict
Changshu City
Suzhou City
Jiangsu Province
PRC

Principal Place of Business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

June 9, 2026

To the Shareholders

Dear Sir/Madam,

- (1) ACCOUNTANT'S REPORT FOR THE YEAR ENDED
DECEMBER 31, 2025;
(2) PROFIT DISTRIBUTION PLAN FOR THE YEAR ENDED
DECEMBER 31, 2025;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
(4) PROPOSED GRANT OF ISSUE GENERAL MANDATE;
(5) PROPOSED GRANT OF REPURCHASE GENERAL MANDATE;
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

LETTER FROM THE BOARD

The following resolutions will be proposed at the AGM for consideration and, if thought fit, approval:

Ordinary Resolutions

- (1) To receive, consider and adopt the accountant's report for the year ended December 31, 2025;
- (2) To consider and approve the profit distribution plan of the Company for the year ended December 31, 2025;
- (3) To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for the year ending December 31, 2026 and that will hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration;

Special Resolutions

- (4) To consider and approve the proposal regarding the grant of a general mandate to the Board to issue Shares; and
- (5) To consider and approve the proposal regarding the grant of a general mandate to the Board to repurchase H Shares.

II. DETAILS OF THE RESOLUTIONS

Ordinary Resolutions

1. Accountant's Report for the Year Ended December 31, 2025

An ordinary resolution will be proposed at the AGM for Shareholders to consider and adopt the accountant's report for the year ended December 31, 2025 as disclosed in the prospectus of the Company dated May 28, 2026.

2. Profit Distribution Plan for the Year Ended December 31, 2025

Taking into account the Company's overall operating results, financial position and future development, and considering that the Company does not have any distributable profits for the year ended December 31, 2025, the Board recommended not to make any profit distribution for the year ended December 31, 2025.

LETTER FROM THE BOARD

3. Re-appointment of Auditor

In view of Ernst & Young's professional competence and practicing qualifications, its adherence to the principle of independent audit in the course of its past cooperation with the Company, and its ability to objectively and independently conduct audits of the Company's financial position and internal control to meet the requirements of the Company's financial audit and internal control audit, the Board has proposed to re-appoint Ernst & Young as the Company's auditor for the year ending December 31, 2026, to hold the office until the conclusion of the next annual general meeting of the Company, and proposed that the general meeting to authorize the Board to determine the audit fee at its discretion based on the actual audit workload.

The estimated remuneration of Ernst & Young for the year 2026 ranges from RMB2.6 million to RMB3.3 million, which was agreed between the Company and Ernst & Young and determined based on the Group's business scale and complexity, the expected audit scope and timeline, and the required resources and professional expertise. The estimated remuneration is a fair and reasonable assessment based on assumptions regarding facts and circumstances known at the relevant time and is provided for illustrative purposes only. The amount is subject to adjustment until the audit fee is finally determined.

Special Resolutions

4. Proposal to be Proposed to the General Meeting Regarding the Grant of a General Mandate to the Board to Issue Shares

In order to meet the Company's capital requirements for its continuous business development, the Board proposes that, subject to compliance with the relevant securities regulatory requirements of the place in which the Shares of the Company are listed and other applicable laws and regulations, a general mandate be granted to the Board and its authorized persons to decide to separately or concurrently allot, issue and/or deal with (including any sale or transfer of treasury shares, if permitted under the Listing Rules) new Shares not exceeding 20% of the total number of Shares in issue of the Company (excluding any treasury shares) as at the date of passing the relevant resolution at the AGM.

As at the Latest Practicable Date, the registered capital of the Company comprised 74,193,150 Shares and the Company did not hold any treasury shares. Subject to the passing of the resolution regarding the grant of the Issue General Mandate to the Board and on the assumption that no new Shares will be issued by the Company prior to the AGM, the Board may allot, issue and/or deal with (including any sale or transfer of treasury shares, if permitted under the Listing Rules) up to a maximum of 14,838,630 Shares, either separately or concurrently, under the Issue General Mandate to be granted by the Shareholders.

LETTER FROM THE BOARD

The Issue General Mandate will expire on the earliest of (i) the passing of the relevant resolution at the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or (iii) the date on which the authorization set out in this resolution is revoked or varied by a special resolution passed by the Shareholders at a general meeting.

5. Proposal to be Proposed to the General Meeting Regarding the Grant of a General Mandate to the Board to Repurchase H Shares

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the grant of the Repurchase General Mandate to the Directors. At the AGM, a special resolution will be proposed to grant to the Directors the Repurchase General Mandate, being a conditional general mandate to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the approval by the Shareholders of the Repurchase General Mandate.

The Repurchase General Mandate will be conditional upon the special resolution(s) for approving the grant of the Repurchase General Mandate being passed at the AGM. Such Repurchase General Mandate, if approved, will lapse at the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution(s) at the AGM; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or (iii) the date on which the authority conferred by the relevant special resolution(s) is revoked or varied by a resolution of the Shareholders at any general meeting of the Company.

If the Company repurchases any H Shares pursuant to the Repurchase General Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital in compliance with the applicable laws and regulations; and/or (ii) hold such H Shares in treasury, subject to the situation including market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares in treasury, any sale or transfer of H Shares in treasury will be made pursuant to the terms of the general mandate to issue Shares of the Company as set out in resolution (4) above and in accordance with the Listing Rules and applicable laws and regulations of the PRC.

An explanatory statement containing certain information relating to the Repurchase General Mandate is set out in Appendix I to this circular. The information contained in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase General Mandate.

LETTER FROM THE BOARD

III. THE AGM

The AGM will be convened and held at 5th Floor, Building F, Area A, No. 128 Yinhe Road, Dongnan Subdistrict, Changshu City, Suzhou City, Jiangsu Province, PRC on Tuesday, June 30, 2026 at 4:00 p.m.. A notice convening the AGM is set out on pages 14 to 15 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.longbio.com).

IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, June 25, 2026 to Tuesday, June 30, 2026, both days inclusive, for the purpose of ascertaining the entitlement of Shareholders to attend and vote at the AGM to be convened and held on Tuesday, June 30, 2026. Shareholders whose names appear on the register of members of the Company on Tuesday, June 30, 2026 will be entitled to attend and vote at the AGM.

In order to qualify for attending and voting at the AGM, all instruments of transfer accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on Wednesday, June 24, 2026.

V. PROXY ARRANGEMENT

The form of proxy for the AGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.longbio.com).

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy must be deposited at the Company's Hong Kong H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the scheduled time of the AGM or any adjournment thereof (i.e. before 4:00 p.m. on Monday, June 29, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any other adjourned meeting should you so wish.

If you attend and vote in person at the AGM, the authority of your proxy will be deemed to be revoked.

LETTER FROM THE BOARD

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of the Shareholders at the AGM shall be taken by poll except where the chairman of the meeting may, in good faith and in accordance with the Listing Rules, allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.longbio.com) after the AGM in accordance with the Listing Rules.

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

VII. 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.

VIII. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these proposed resolutions.

By order of the Board

LongBio Pharma (Suzhou) Co., Ltd.

Dr. Liu Heng

Chairman of the Board and Executive Director

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

The following is the explanatory statement which is required to be sent to you under the Listing Rules in connection with the proposed Repurchase General Mandate:

REASONS FOR REPURCHASE OF H SHARES

The Directors believe that seeking Shareholders' authorization to enable the Company to repurchase H Shares in the market is in the best interests of the Company and its Shareholders. Such Share repurchases may result in an increase in the Company's earnings per Share, subject to the prevailing market conditions and funding arrangements. On the other hand, the Shares repurchased by the Company and held as treasury shares may be resold in the market at the market price to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association and applicable PRC laws, regulations and rules. The Company will only repurchase Shares when the Directors deem it beneficial to the Company and its Shareholders.

FUNDS REQUIRED FOR THE REPURCHASE

In repurchasing the H Shares, the Company intends to utilize the Company's internal resources (which may include the proceeds from the listing of the H Shares on the Stock Exchange to the extent permissible by the Listing Rules) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company is not permitted to repurchase securities on the Stock Exchange for non-cash consideration or to settle them from time to time in a manner inconsistent with the trading rules of the Stock Exchange.

GENERAL INFORMATION

An exercise of the Repurchase General Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company in its prospectus for the year ended December 31, 2025) at any time during the proposed repurchase period. However, the Directors do not propose to exercise the H Share Repurchase General Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements or gearing level of the Company as a result of the repurchase of Shares. The Directors will determine the number of H Shares to be repurchased, the price and other terms upon which the H Shares are to be repurchased, taking into account the then prevailing market conditions and in the best interests of the Company, as and when appropriate.

The Directors undertake that they will exercise the power of the Company to repurchase Shares under the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC to the extent that such laws, rules and regulations are applicable.

As at the Latest Practicable Date, the registered capital of the Company comprised 72,930,268 H Shares with a nominal value of RMB1.00 each and 1,262,882 Unlisted Shares with a nominal value of RMB1.00 each, and the Company did not hold any treasury shares. Subject to the passing of the resolution regarding the Repurchase General Mandate and on the assumption that no Shares will be allotted and issued or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 7,293,026 H Shares under the Repurchase General Mandate, being the maximum of 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the passing of the relevant resolution.

The Repurchase General Mandate will expire on the earliest of (i) the conclusion of the next annual general meeting following the passing of the relevant resolution; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or (iii) the date on which the authorization set out in this resolution is revoked or varied by a special resolution passed by the Shareholders at a general meeting.

The Repurchase General Mandate is conditional upon (i) the passing of the special resolution on approving the granting of the Repurchase General Mandate at the AGM; and (ii) the Company obtaining the approval of the State Administration of Foreign Exchange (or its successor) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC, as appropriate. If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

Pursuant to the Listing Rules, the Company will not repurchase its shares on the Stock Exchange if the purchase price is 5% or more above the average closing price of the Company's shares for the five trading days immediately preceding trading on the Stock Exchange.

STATUS OF THE H SHARE REPURCHASE

In the event that the Company repurchases any H Shares pursuant to the Repurchase General Mandate, the Company will (i) cancel the repurchased H Shares and reduce the registered capital of the Company by an amount equal to the aggregate nominal value of the H Shares cancelled and/or (ii) hold such H Shares in treasury, subject to the then prevailing market conditions and the Company's capital management needs to repurchase any of the H Shares. In the event that the Company holds any treasury H Shares, any sale or transfer of the treasury H Shares will be effected pursuant to the terms of the Issue General Mandate and in accordance with the Listing Rules and the applicable laws and regulations of the PRC.

For any treasury shares of the Company held in CCASS for resale on the Stock Exchange, the Company shall take appropriate measures necessary to ensure that such treasury shares are appropriately identified and segregated.

H SHARE PRICES

The highest and lowest monthly trading prices of the H Shares recorded on the Stock Exchange for the period from June 5, 2026 (the date on which the H Shares are listed on the Hong Kong Stock Exchange) to the Latest Practicable Date (both dates inclusive) were as follows:

Month	Highest prices HK\$	Lowest prices HK\$
2026		
June (from the listing date on June 5, 2026 and up to and including the Latest Practicable Date)	158.0	116.1

H SHARES REPURCHASED BY THE COMPANY

During the period from June 5, 2026 (the date on which the H Shares are listed on the Hong Kong Stock Exchange) to (and including) the Latest Practicable Date, no repurchase of Shares has been made by the Company (whether on Hong Kong Stock Exchange or otherwise).

IMPACT OF H SHARE REPURCHASE

If as a result of a share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase is treated as an acquisition in terms of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or lose control of the Company or become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, the Company's controlling shareholders, being Dr. Liu Heng, Dr. Sun Bill Nai-chau, Ms. Sun Cecily Rou-yun, Suzhou Taiwu Enterprise Management Partnership (Limited Partnership) (蘇州泰悟企業管理合夥企業(有限合夥)), Shanghai Rising Suns Biomedical Inc. (上海九日生物醫藥有限公司) and PharMab, Inc. (旭華(上海)生物研發中心有限公司), together controlled approximately 35.71% of the total issued Shares. In the event that the Directors exercise the Repurchase General Mandate in full, the interests of Company's controlling shareholders will increase to approximately 39.61% of the total issued Shares and thus they would be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code as a result if such increase. However, the Directors have no intention to exercise the Repurchase General Mandate to such an extent that would trigger an obligation for the Company's controlling shareholders to make a mandatory offer under the Takeovers Code. Further, the Directors have no intention to exercise the Repurchase General Mandate to such

an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

To the best of their knowledge, after making all reasonable inquiries, neither the Directors nor any of their close associates (as defined in the Listing Rules) intend to sell Shares to the Company if the granting of the Repurchase General Mandate to the Directors is approved at the AGM.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of a present intention to sell, or an undertaking not to sell, any of the H Shares held by it to the Company in the event that the Repurchase General Mandate is approved by the Shareholders and the conditions, if any, of the Repurchase General Mandate are fulfilled.

To the best of the Directors' knowledge and belief, neither this Explanatory Statement nor the proposed repurchase of H Shares of the Company has any unusual features.

NOTICE OF ANNUAL GENERAL MEETING

longbio

天 辰 生 物

LongBio Pharma (Suzhou) Co., Ltd.
天辰生物醫藥（蘇州）股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 1779)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “**AGM**”) of LongBio Pharma (Suzhou) Co., Ltd. (the “**Company**”) will be convened and held at 5th Floor, Building F, Area A, No. 128 Yinhe Road, Dongnan Subdistrict, Changshu City, Suzhou City, Jiangsu Province, PRC, on Tuesday, June 30, 2026 at 4:00 p.m. to consider and, if thought fit, to approve the following matters. Unless the context otherwise requires, the terms and expressions used herein shall have same meanings as those defined in the circular of the Company dated June 9, 2026 (the “**Circular**”).

ORDINARY RESOLUTIONS

- (1) To receive, consider and adopt the accountant’s report for the year ended December 31, 2025;
- (2) To consider and approve the profit distribution plan of the Company for the year ended December 31, 2025;
- (3) To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for the year ending December 31, 2026 and that will hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration;

SPECIAL RESOLUTIONS

- (4) To consider and approve the proposal regarding the grant of a general mandate to the Board to issue Shares; and
- (5) To consider and approve the proposal regarding the grant of a general mandate to the Board to repurchase H Shares.

By order of the Board
LongBio Pharma (Suzhou) Co., Ltd.
Dr. Liu Heng
Chairman of the Board and Executive Director

June 9, 2026

As of the date of this notice, the Board comprises (i) Dr. LIU Heng, Dr. SUN Bill Nai-chau and Mr. XIE Ming as executive Directors; (ii) Mr. LIN Jian, Ms. GU Qin, Dr. XUE Di and Dr. CHEN Kan as non-executive Directors; and (iii) Mr. SIU Paul Yu Hay, Mr. RUAN Tim, Mr. YANG Chun and Mr. ZHOU Guofang as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the AGM will be voted on by way of a poll in accordance with the Listing Rules (except for the Chairman's decision to vote by a show of hands for resolutions relating to administrative matters). The poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.longbio.com) after the AGM in accordance with the Listing Rules.
2. For the purpose of ascertaining the right to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 25, 2026 to Tuesday, June 30, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Company's H Shares must ensure that all instruments of transfer, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, June 24, 2026. Shareholders whose names appear on the register of members of the Company on Tuesday, June 30, 2026 will be entitled to attend and vote at the AGM.
3. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote in his/her stead provided that each proxy so appointed represents the respective number of shares held by the shareholder as specified in the relevant form of proxy. A proxy need not be a shareholder of the Company.
4. Individual Shareholders who wish to attend the AGM in person should present their identity cards or other valid identification or proof of identity and shareholding account cards. Proxies of individual Shareholders should present their valid identification documents and forms of proxy. A corporate Shareholder shall be represented at the meeting by its legally authorized person or by a proxy appointed by the legally authorized person. The legally authorized person intending to attend the meeting should produce his/her identity card or other valid proof of legally authorized person status. If appointed to attend the meeting, the proxy shall present his/her identity card and an authorization duly signed by the legally authorized person of the corporate Shareholder.
5. The instrument appointing a proxy shall be signed by the Shareholder or by his/her attorney duly authorized in writing. In the case of a Shareholder which is a corporation, the instrument appointing a proxy shall be under its common seal or shall be signed by its director or by its duly authorized representative in writing. In the case of an instrument of proxy purporting to be signed by a person authorized by the appointor, the power of attorney or other authority under which it is signed shall be notarially certified and shall be delivered at the same time as the instrument of proxy.

To be valid, the form of proxy together with a notarially certified copy of the power of attorney or other 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 later than 24 hours prior to the time appointed for the holding of the AGM or any adjournment thereof (i.e. before 4:00 p.m. on Monday, June 29, 2026).

Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share, either personally or by proxy, shall alone be accepted as representing the joint holder.

Completion and return of the form of proxy and the instrument of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In such event, the instrument of proxy shall be deemed to be revoked.

6. Shareholders attending the AGM are responsible for their own travelling and accommodation expenses.