
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 your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in LongBio Pharma (Suzhou) Co., Ltd., you should at once hand this circular, together with the 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.



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of LongBio Pharma (Suzhou) Co., Ltd. to be held at Room 302, Building 88, No. 887 Zuchongzhi Road, Zhangjiang High-Tech Park, Pudong New District, Shanghai, PRC on Friday, October 30, 2026 at 4:00 p.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM 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 EGM, 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 EGM or any adjournment thereof (i.e. by 4:00 p.m. on Thursday, October 29, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. If you attend and vote in person at the EGM, your form of proxy will be revoked.

October 9, 2026

CONTENTS

	<i>Page</i>
DEFINITIONS.....	1
LETTER FROM THE BOARD.....	2
APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	6
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	8

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	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, whose H Shares are listed on the Stock Exchange (Stock Code: 1779)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 4:00 p.m. on Friday, October 30, 2026 at Room 302, Building 88, No. 887 Zuchongzhi Road, Zhangjiang High-Tech Park, Pudong New District, Shanghai, PRC, or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares issued by the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	The People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in the Appendix I to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Unlisted Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Mr. Xue Kailu (薛凱路先生)

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

October 9, 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and further information on the Proposed Amendments, so as to enable you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated October 9, 2026 in relation to the Proposed Amendments.

On October 9, 2026, the Board proposed to amend the Articles of Association for the purposes of, among others, (i) reflecting the changes in the registered share capital and the structure of the share capital of the Company following the full exercise of the over-allotment option (articles 3, 6, 20); and (ii) aligning the provisions of the Articles of Association more closely with the applicable domestic laws and regulations (article 69). Details of the Proposed Amendments are set out in Appendix I to this circular.

Save as the aforesaid Proposed Amendments, the other provisions of the existing Articles of Association shall remain unchanged. The Proposed Amendments are prepared in Chinese, and the English translation is for reference only. In the event of any discrepancy between the Chinese and the English versions of the Proposed Amendments and/or the Articles of Association, the Chinese version shall prevail.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the forthcoming EGM and will become effective upon such approval.

III. NOTICE OF EGM

The EGM will be convened and held at 4:00 p.m. on Friday, October 30, 2026 at Room 302, Building 88, No. 887 Zuchongzhi Road, Zhangjiang High-Tech Park, Pudong New District, Shanghai, PRC. The notice convening the EGM is set out on pages 8 to 9 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 Tuesday, October 27, 2026 to Friday, October 30, 2026, both days inclusive, for the purpose of ascertaining the entitlement of Shareholders to attend and vote at the EGM. Shareholders whose names appear on the register of members of the Company on Friday, October 30, 2026 will be entitled to attend and vote at the EGM.

In order to qualify for attending and voting at the EGM, 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 Monday, October 26, 2026.

LETTER FROM THE BOARD

V. PROXY ARRANGEMENTS

The form of proxy for the EGM 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 EGM, 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 EGM or any adjournment thereof (i.e. before 4:00 p.m. on Thursday, October 29, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any other adjourned meeting should you so wish.

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

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 EGM 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 EGM 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 EGM.

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.

LETTER FROM THE BOARD

VIII.RECOMMENDATION

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

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

Details of the Proposed Amendments are set out below:

Original Articles	Amended Articles
<p>Article 3</p> <p>Upon filing with the China Securities Regulatory Commission (the “CSRC”) on April 15, 2026 and obtaining the approval of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the Company conducted an initial public offering of 14,193,150 overseas listed foreign shares (with an over-allotment option to issue up to 2,128,950 H Shares), which were listed on the Main Board of the Hong Kong Stock Exchange on June 5, 2026.</p>	<p>Article 3</p> <p>Upon filing with the China Securities Regulatory Commission (the “CSRC”) on April 15, 2026 and obtaining the approval of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the Company conducted an initial public offering of 14,193,150 overseas listed foreign shares (with an over-allotment option to issue up to 2,128,950 H Shares); <u>such over-allotment option was exercised in full, and a total of 2,128,950 H Shares were issued. The initially issued shares,</u> which were listed on the Main Board of the Hong Kong Stock Exchange on June 5, 2026, <u>and the over-allotment shares were listed on July 6, 2026.</u></p>
<p>Article 6</p> <p>The registered capital of the Company is RMB74,193,150.</p>	<p>Article 6</p> <p>The registered capital of the Company is RMB74,193,150<u>76,322,100.</u></p>
<p>Article 20</p> <p>The total number of shares of the Company is 74,193,150, all of which are ordinary shares. Upon completion of the initial public offering of H Shares, the share capital structure of the Company as at the listing date shall be: 74,193,150 ordinary shares, including 1,262,882 domestic unlisted shares and 72,930,268 H Shares. If at any time the shares of the Company are divided into different classes, any variation of the rights attached to any class of shares shall be subject to approval by a special resolution passed by the Shareholders of that affected class.</p>	<p>Article 20</p> <p>The total number of shares of the Company is 74,193,150<u>76,322,100</u>, all of which are ordinary shares. Upon completion of the initial public offering of H Shares <u>and the full exercise of the over-allotment option,</u> the share capital structure of the Company as at the listing date shall be: 74,193,150<u>76,322,100</u> ordinary shares, including 1,262,882 domestic unlisted shares and 72,930,268<u>75,059,218</u> H Shares. If at any time the shares of the Company are divided into different classes, any variation of the rights attached to any class of shares shall be subject to approval by a special resolution passed by the Shareholders of that affected class.</p>

Original Articles	Amended Articles
<p>Article 69</p> <p>When the Company convenes a general meeting, all Directors shall attend the meeting, and the general manager and other senior management shall attend the meeting as non-voting participants.</p>	<p>Article 69</p> <p>When the Company convenes a general meeting, all Directors shall attend the meeting, <u>if any Directors and senior management are required to attend the meeting, such Directors</u> and the general manager and other senior management shall attend the meeting as non-voting participants <u>and respond to the enquiries from the Shareholders.</u></p>

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of LongBio Pharma (Suzhou) Co., Ltd. (the “Company”) will be convened and held at Room 302, Building 88, No. 887 Zuchongzhi Road, Zhangjiang High-Tech Park, Pudong New District, Shanghai, PRC, on Friday, October 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 October 9, 2026 (the “Circular”).

SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Amendments to Articles 3, 6 and 20 of the Articles of Association for the purpose of reflecting the changes in the registered share capital and the structure of the share capital of the Company following the full exercise of the Over-allotment Option.
2. To consider and approve the Proposed Amendments to Article 69 of the Articles of Association for the purpose of aligning the provisions of the Articles of Association more closely with the applicable domestic laws and regulations.

By order of the Board

LongBio Pharma (Suzhou) Co., Ltd.

Dr. Liu Heng

Chairman of the Board and Executive Director

Hong Kong, October 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 Mr. XUE Kailu 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 EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the EGM 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 EGM in accordance with the Listing Rules.
2. For the purpose of ascertaining the right to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, October 27, 2026 to Friday, October 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 EGM, 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 Monday, October 26, 2026. Shareholders whose names appear on the register of members of the Company on Friday, October 30, 2026 will be entitled to attend and vote at the EGM.
3. Any shareholder of the Company entitled to attend and vote at the EGM 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 EGM 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 EGM or any adjournment thereof (i.e. before 4:00 p.m. on Thursday, October 29, 2026).

Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, 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 EGM 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 EGM 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 EGM are responsible for their own travelling and accommodation expenses.