
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 Ab&B Bio-Tech CO., LTD. JS, 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.



Ab&B Bio-Tech CO., LTD. JS

江蘇中慧元通生物科技股份有限公司

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

(Stock Code: 2627)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(2) RE-APPOINTMENT OF AUDITORS
AND
(3) NOTICE OF EGM

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice convening the EGM to be held at No. 32, Xinglin Road, Medical High-tech Zone, Taizhou, Jiangsu, PRC, on Tuesday, December 23, 2025 at 10 a.m. by the Company with attendance and participation both on-site and online via the eVoting Portal is set out in this circular. A form of proxy for use at the EGM is enclosed herewith and also published on both the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.abbbio.com).

If you intend to appoint a proxy to attend the meeting, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the meeting (i.e. not later than 10 a.m. on Monday, December 22, 2025) or any adjournment thereof (as the case may be). Completion, signing and return of the form of proxy will not preclude you from attending and voting in person or online through the eVoting Portal at the EGM or any adjournment thereof.

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

December 4, 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EGM	8

DEFINITIONS

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

“Articles of Association”	the articles of association of our Company, as amended, supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“Company”	Ab&B Bio-Tech CO., LTD. JS (江蘇中慧元通生物科技股份有限公司), a limited liability company established in the PRC with on October 28, 2015, and converted into a joint stock limited liability company in the PRC on March 10, 2022, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2627);
“Director(s)”	the director(s) of the Company;
“EGM”	the second extraordinary general meeting of 2025 of the Company or any adjournment thereof to be held at No. 32, Xinglin Road, Medical High-tech Zone, Taizhou, Jiangsu, PRC, on Tuesday, December 23, 2025 at 10 a.m. with attendance and participation both on-site and online via the eVoting Portal;
“Group”, “we”, or “our”	the Company and its subsidiary;
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and 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 of Hong Kong Limited;
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) of RMB1.00 each in the capital of the Company comprising the Unlisted Shares and the H Shares;

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules; and
“Unlisted Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are not listed or traded on any stock exchange.

LETTER FROM THE BOARD



Ab&B Bio-Tech CO., LTD. JS

江蘇中慧元通生物科技股份有限公司

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

(Stock Code: 2627)

Executive Directors:

Mr. An Youcai (*Chairman*)

Ms. Li Runxiang

Mr. He Yiming

Non-executive Directors:

Mr. Cheng Qianwen

Mr. Yu Jianlin

Mr. Du Mu

Independent Non-executive Directors:

Mr. Li Xiangming

Ms. Li Xiaoqing

Mr. Chen Chengbei

Registered office and headquarter

in the PRC:

No. 32, Xinglin Road

Medical High-tech Zone

Taizhou, Jiangsu

PRC

Principal Place of Business

in Hong Kong:

40th Floor, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

To the Shareholders

Dear Sir/Madam,

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

(2) RE-APPOINTMENT OF AUDITORS

AND

(3) NOTICE OF EGM

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and information in respect of the resolutions to be proposed at the EGM, so as to enable you to make an informed decision as to whether to vote in favor of or against such resolutions at the EGM.

At the EGM, two ordinary resolutions will be proposed to consider and approve (i) the appointment of independent non-executive Director, and (ii) the re-appointment of the auditors of the Company.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision in the circumstances where sufficient and necessary information is available, we have provided detailed information in this circular to the Shareholders.

LETTER FROM THE BOARD

II. MATTERS TO BE RESOLVED AT THE EGM

1. Appointment of Independent Non-Executive Director

Reference is made to the announcement of the Company dated December 4, 2025 in relation to the nomination of an independent non-executive Director candidate. An ordinary resolution will be proposed at the EGM to consider and approve the election of an independent non-executive Director.

The Board has considered and approved the nomination of Mr. LI Jianjun (“**Mr. Li**”) as a candidate for independent non-executive Director of the second session of the Board. The term of office of Mr. Li shall commence from the date of approval by the EGM and shall expire upon the expiration of the term of office of the second session of the Board, subject to re-election upon the expiration of his term of office.

The biography of Mr. Li is set out below:

Mr. LI Jianjun, aged 57, has over 30 years of experience in accounting and tax services. He worked as a tax officer at Changzhi Tax Bureau, Shanxi Province from September 1991 to April 1995. He then worked as a financial accountant at Great China International Enterprises (Shenzhen) Limited (大中華國際實業(深圳)有限公司) from May 1995 to December 2001. From January 2002 to December 2005, he served as an audit manager at Shenzhen Yongming Certified Public Accountants Co., Ltd. (深圳永明會計師事務所有限責任公司). He then served as an executive director at Shenzhen Hengrun United Tax Firm Co., Ltd. (深圳衡潤聯合稅務師事務所有限公司) and as a senior audit manager at Zhongtianyuan Certified Public Accountants Firm Co., Ltd. Shenzhen Branch (中天運會計師事務所有限公司深圳分所) from January 2006 to December 2012. Mr. Li held the position of general manager at Shenzhen Deai Tax Firm Co., Ltd. (深圳德愛稅務師事務所有限責任公司) from December 2011 to August 2014. Mr. Li has been a partner at BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合伙)) since February 2014. He served as an independent director of Tianjin Jinrong Tianyu Precision Machinery Co., Ltd. (天津津榮天宇精密機械股份有限公司), a Company listed on the Shenzhen Stock Exchange (stock code: 300988) from November 2017 to November 2023. Mr. Li is currently an independent director of Shenzhen Dongzhou Collective Investment Development Co., Ltd. (深圳市東周集體投資發展股份有限公司), Shenzhen Biyan Investment Development Co., Ltd. (深圳市碧眼投資發展股份有限公司), and Shenzhen Guangming Huizhi Investment Development Co., Ltd. (深圳市光明匯智投資發展股份有限公司).

Mr. Li graduated from Shanxi Finance and Taxation College (山西省財政稅務專科學校) in the PRC in July 1991, majoring in tax. Mr. Li also obtained MBA degree certificates from the Tsinghua University – Bangor University joint program in January 2015 and from the China Europe International Business School (中歐國際工商學院) in the PRC in February 2023. He qualified as a Certified Tax Advisor by the Chinese Certified Tax Agents Association (中國註冊稅務師協會) in June 1999 and qualified as a Certified Public Accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in June 2005.

LETTER FROM THE BOARD

As at the date of this circular and save as disclosed above, Mr. Li confirmed that (1) he has not held any other directorships in other listed public companies in the past three years, and does not hold any other major appointments or professional qualifications; (2) he does not hold any other position in the Company or of its subsidiary; (3) he does not have any relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or of its subsidiary; (4) he does not hold any interest in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance; and (5) there is no any other information that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company. Mr. Li further confirmed that (1) he complies with each of the independence criteria referred to in Rule 3.13(1) to (8) of the Listing Rules; (2) he has no past or present financial or other interest in the business of the Company or its subsidiary or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (3) there are no other factors that may affect his independence at the time of his nomination of independent non-executive director. The Board considers that he meets the requirements of independence as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee of the Board has reviewed and assessed the background, professional skills and experience of Mr. Li and taken into account such factors including but not limited to age, culture, educational background and other relevant factors, in respect of the board diversity policy. The Nomination Committee of the Board considers that, as set out in Mr. Li's biographical details, he possesses accounting and other working experiences necessary to perform the duties of independent non-executive director, has the ability to provide independent, balanced and objective advice on corporate matters, and to bring his personal views, skills and experiences to the Board, while complying with the board diversity policy adopted by the Company. Therefore, his election as an independent non-executive director is in the best interests of the Company and its shareholders as a whole.

The Company will enter into a director service contract with Mr. Li. During his term of office, Mr. Li will receive allowance from the Company in the amount of RMB120,000 per annum in accordance with the Remuneration Plan for the Second Session of the Board, which has been approved at the general meeting of the Company.

LETTER FROM THE BOARD

2. Re-Appointment of Auditors

An ordinary resolution will be proposed at the EGM to consider and approve the re-appointment of auditors of the Company for the year 2025.

The Board, upon the recommendation of the Audit Committee of the Board of Directors, has considered and proposed to appoint Deloitte Touche Tohmatsu as the auditors of the Company for the year 2025, to hold office until the conclusion of the next annual general meeting of the Company. The auditors' remuneration will be determined through good faith negotiation between both parties, based on industry standards and market prices, taking into account the Company's de facto status and comprehensively considering factors such as the responsibilities borne in professional services, the level of professional expertise required, the rank, experience, and time commitment of the staff involved in the audit work.

III. THE EGM

The EGM will be held at 10 a.m. on Tuesday, December 23, 2025 at No. 32, Xinglin Road, Medical High-tech Zone, Taizhou, Jiangsu, PRC, by the Company with attendance and participation both on-site and online via the eVoting Portal. The notice convening the EGM is set out on pages 8 to 10 and published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (www.abbbio.com).

Shareholders may attend the EGM (or any adjournment thereof) online through the eVoting Portal using the personalized login credentials provided by the Company's share registrar, Tricor Investor Services Limited, by post. Shareholders attending the EGM through the eVoting Portal will be able to vote and submit questions relevant to the proposed resolution online. Shareholders participating in the EGM virtually will also be counted towards the quorum. For beneficial owners or non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians or HKSCC Nominees Limited who wish to virtually attend the EGM, vote and submit questions relevant to the proposed resolution online, they should (i) contact and instruct their banks, brokers, custodians or HKSCC Nominees Limited that they want to attend the EGM, vote and submit questions online; and (ii) provide their email address to their banks, brokers, custodians or HKSCC Nominees Limited before the time limit required by the relevant banks, brokers, custodians or HKSCC Nominees Limited for the necessary arrangements and the personalized login credentials will be sent to the email address provided by the banks, brokers, custodians or HKSCC Nominees Limited.

IV. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from December 18, 2025 to December 23, 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, 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, December 17, 2025 for registration.

LETTER FROM THE BOARD

Shareholders whose names appear on the Company's register of members on Thursday, December 18, 2025 are entitled to attend the EGM and vote thereat.

V. PROXY ARRANGEMENT

The form of proxy of the EGM is published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the form of proxy of the EGM in accordance with the instructions stated thereon. The form of proxy should be returned to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares), no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof (i.e. not later than 10 a.m. on Monday, December 22, 2025). Completion, sign and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. In such event, your form of proxy will be deemed to have been revoked.

VI. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at the general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM will exercise his or her power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

None of the Shareholders are required to abstain from voting on the proposed resolutions at the EGM.

VII. RECOMMENDATION

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

By order of the Board
Ab&B Bio-Tech CO., LTD. JS
Mr. AN Youcai
*Executive Director, chairman of our Board and
general manager*

Hong Kong, December 4, 2025

NOTICE OF EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



Ab&B Bio-Tech CO., LTD. JS

江蘇中慧元通生物科技股份有限公司

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

(Stock Code: 2627)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

Notice is hereby given that the second extraordinary general meeting of 2025 (the “**EGM**”) of Ab&B Bio-Tech CO., LTD. JS (the “**Company**”) will be held at No. 32, Xinglin Road, Medical High-tech Zone, Taizhou, Jiangsu, PRC, on Tuesday, December 23, 2025 at 10 a.m. with attendance and participation both on-site and online via the eVoting Portal, for the purpose of considering and, if thought fit, approving the following resolutions. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated December 4, 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. LI Jianjun as an independent non-executive director of the Company; and
2. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the year 2025.

By order of the Board

Ab&B Bio-Tech CO., LTD. JS

Mr. AN Youcai

*Executive Director, chairman of our Board and
general manager*

Hong Kong, December 4, 2025

NOTICE OF EGM

Notes:

1. The resolution 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 articles of association of the Company and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges at www.hkexnews.hk and Clearing Limited and the Company at www.abbbio.com in accordance with the Listing Rules.
2. Shareholders may attend the EGM (or any adjournment thereof) online through the eVoting Portal using the personalized login credentials provided by the Company's share registrar, Tricor Investor Services Limited, by post. Shareholders attending the EGM through the eVoting Portal will be able to vote and submit questions relevant to the proposed resolution online. Shareholders participating in the EGM virtually will also be counted towards the quorum. For beneficial owners or non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System (CCASS) through banks, brokers, custodians or HKSCC Nominees Limited who wish to virtually attend the EGM, vote and submit questions relevant to the proposed resolution online, they should (i) contact and instruct their banks, brokers, custodians or HKSCC Nominees Limited that they want to attend the EGM, vote and submit questions online; and (ii) provide their email address to their banks, brokers, custodians or HKSCC Nominees Limited before the time limit required by the relevant banks, brokers, custodians or HKSCC Nominees Limited for the necessary arrangements and the personalized login credentials will be sent to the email address provided by the banks, brokers, custodians or HKSCC Nominees Limited.
3. For the purpose of determining the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from December 18, 2025 to December 23, 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, holders of the H shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, 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, December 17, 2025 (Hong Kong time) for registration.
4. Shareholders whose names appear on the company's register of members on Thursday, December 18, 2025 are entitled to attend the EGM and vote thereat.
5. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.
6. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(ies). If that instrument is signed by an attorney of a shareholder, the power of attorney or other document authorizing that attorney to sign must be notarized.
7. In order to be valid, the form of proxy together with the notarized power of attorney or other authorization document (if any) must be deposited at the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time fixed for the meeting (i.e. not later than 10 a.m. on Monday, December 22, 2025 (Hong Kong time)).
8. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the form of proxy was signed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.

NOTICE OF EGM

9. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
10. Shareholders or their proxies shall produce their identification documents for inspection when attending the EGM.
11. The EGM is expected to last for no more than half a business day. Shareholders and proxies attending the meeting on-site shall be responsible for their own travel and accommodation expenses.
12. Contact information of the meeting:
Contact Person: XIA Tingting
Telephone: (0523) 8220 5786
Email: sd@abbbio.com.cn
Address: No. 32, Xinglin Road, Medical High-tech Zone, Taizhou, Jiangsu, PRC

As at the date of this notice, the Board comprises: (i) Mr. AN Youcai, Ms. LI Runxiang and Mr. HE Yiming as executive Directors; (ii) Mr. CHENG Qianwen, Mr. YU Jianlin and Mr. DU Mu as non-executive Directors; and (iii) Mr. LI Xiangming, Ms. LI Xiaoqing and Mr. CHEN Chengbei as independent non-executive Directors.