# 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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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# BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.
# 百奧賽圖（北京）醫藥科技股份有限公司

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

**(Stock Code: 2315)**

# (1) PROPOSED ELECTION OF DIRECTORS (EXCLUDING INDEPENDENT NON-EXECUTIVE DIRECTORS) OF THE THIRD SESSION OF THE BOARD; (2) PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD; AND (3) NOTICE OF THE 2026 FOURTH EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 4 to 11 of this circular.

The notice convening the EGM to be held on Tuesday, December 15, 2026 at 2:00 p.m. (Hong Kong time) with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online or any adjournment or postponement thereof is set out on pages N-I-1 to N-I-3 of this circular.

The form of proxy of H Shareholders for use at the EGM can be downloaded from the websites of the Company at www.biocytogen.com.cn and the Stock Exchange at www.hkexnews.hk. H Shareholders are recommended to complete and sign the form of proxy of H Shareholders in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated website (evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event no later than 24 hours before the time appointed for the EGM (i.e. no later than 2:00 p.m. on Monday, December 14, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. For the avoidance of doubt, holders of treasury shares, if any, shall abstain from voting at the EGM in respect of any treasury shares held by them.

This circular together with the form of proxy of H Shareholders is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.biocytogen.com.cn).

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

November 26, 2026

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*In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:*

| | |
|---|---|
| "A Share(s)" | the ordinary Share(s) with a nominal value of RMB1.0 each in the share capital of the Company which are traded in RMB and listed on the STAR Market |
| "Articles of Association" | the articles of association of the Company, as amended from time to time |
| "Baiao Changsheng" | Beijing Baiao Changsheng Technology Development Center (Limited Partnership)*(北京百奧常盛科技發展中心(有限合夥)), a limited partnership established in the PRC on June 24, 2019, of which Dr. Shen Yuelei is the sole general partner |
| "Baiao Evergreen" | Shanghai Baiao Evergreen Technology Development Center (Limited Partnership)* (上海百奧常青科技發展中心(有限合夥)), a limited partnership established in the PRC on April 12, 2016, of which Dr. Shen Yuelei is the sole general partner |
| "Board of Directors" or "Board" | the board of Directors |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "China" or the "PRC" | the People's Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People's Republic of China and Taiwan |
| "Company" | Biocytogen Pharmaceuticals (Beijing) Co., Ltd.* (百奧賽圖(北京)醫藥科技股份有限公司), a limited liability company incorporated in the PRC on November 13, 2009 and converted into a joint stock limited liability company incorporated in the PRC on December 29, 2020 whose predecessor was Beijing Biocytogen Gene Biotechnology Co., Ltd.* (北京百奧賽圖基因生物技術有限公司) |
| "Company Law" | the Company Law of the PRC (《中華人民共和國公司法》) |

| | |
|---|---|
| "CSRC" | the China Securities Regulatory Commission (中國證券監督管理委員會) |
| "Director(s)" | the director(s) of the Company |
| "Director Candidate(s)" | the candidate(s) for Directors of the third session of the Board |
| "EGM" | the 2026 fourth extraordinary general meeting of the Company to be held on Tuesday, December 15, 2026 at 2:00 p.m. or any adjournment thereof, the notice of which is set out on pages N-I-1 to N-I-3 of this circular |
| "Eucure Changsheng" | Shanghai Eucure Changsheng Technology Development Center (Limited Partnership)* (上海祐和常盛科技發展中心(有限合夥)), a limited partnership established in the PRC on September 1, 2020, of which Dr. Shen Yuelei is the sole general partner |
| "Eucure Evergreen" | Beijing Eucure Evergreen Technology Development Center (Limited Partnership)* (北京祐和常青科技發展中心(有限合夥)), a limited partnership established in the PRC on May 9, 2020, of which Dr. Shen Yuelei is the sole general partner |
| "Group" | the Company and its subsidiaries and such entities which are considered as subsidiaries of the Company under the applicable accounting standard and policy |
| "H Share(s)" | overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.0 each, which is/are subscribed for and traded in HK dollars and listed on the Hong Kong Stock Exchange |
| "H Shareholder(s)" | holder(s) of the H Shares |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | November 24, 2026, being the latest practicable date prior to the publishing of this circular for ascertaining certain information set out in this circular |

| | |
|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |
| "Model Code" | the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules |
| "Nomination Committee" | the nomination committee of the Board |
| "Remuneration and Evaluation Committee" | the remuneration and evaluation committee of the Board |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SFO" | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| "Share(s)" | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.0 each, comprising the A Shares and H Shares |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "STAR Market" | the Science and Technology Innovation Board of the Shanghai Stock Exchange (上海證券交易所科創板) |
| "Stock Exchange" or "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "substantial shareholder(s)" | has the meaning ascribed thereto under the Listing Rules |

* *For identification purposes only*

# BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.
# 百奧賽圖（北京）醫藥科技股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*
**(Stock Code: 2315)**

*Executive Directors:*
Dr. Shen Yuelei *(Chairman, CEO and General Manager)*
Dr. Ni Jian

*Non-executive Directors:*
Dr. Zhou Kexiang
Ms. Zhang Leidi
Dr. Liu Hongkang

*Independent Non-executive Directors:*
Mr. Hua Fengmao
Dr. Yu Changyuan
Ms. Liang Xiaoyan

*Employee Director:*
Ms. Li Yan

*Registered office:*
12 Baoshen South Street
Daxing Bio-Medicine Industry Park
Daxing District, Beijing
PRC

*Principal place of business in Hong Kong:*
40th Floor
Dah Sing Financial Center
No. 248 Queen's Road East
Wanchai
Hong Kong

Hong Kong, November 26, 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF DIRECTORS (EXCLUDING INDEPENDENT NON-EXECUTIVE DIRECTORS) OF THE THIRD SESSION OF THE BOARD;**
**(2) PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD;**
**AND**
**(3) NOTICE OF THE 2026 FOURTH EXTRAORDINARY GENERAL MEETING**

## I. INTRODUCTION

Reference is made to the announcement of the Company dated November 26, 2026 in relation to, among other things, the proposed election of the third session of the Board.

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the EGM to be held on Tuesday, December 15, 2026 at 2:00 p.m., to enable you to make an informed decision on whether to vote on the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please also refer to the notice of the EGM enclosed with this circular.

## II. DETAILS OF THE RESOLUTIONS

Resolutions to be proposed at the EGM for the Shareholders' consideration and approval by way of ordinary resolutions are (1) the proposed election of Directors (excluding independent non-executive Directors) of the third session of the Board; and (2) the proposed election of independent non-executive Directors of the third session of the Board.

Details of the matters to be resolved at the EGM are set out in the notice of the EGM on pages N-I-1 to N-I-3 of this circular. To enable you to get a better understanding of the resolutions proposed at the EGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular.

**As Ordinary Resolutions (By Way of Cumulative Voting)**

### *1. Proposed Election of Directors (Excluding Independent Non-executive Directors) of the Third Session of the Board*

Given that the term of office of the Directors of the second session of the Board is about to expire, and in accordance with the Company Law, the Rules Governing the Listing of Securities on the STAR Market and other laws, regulations, normative documents, as well as the Articles of Association, the Board held a meeting on November 26, 2026 to consider and approve the proposed election of Directors of the third session of the Board, as described below.

The third session of the Board shall comprise nine Directors, including three executive Directors, two non-executive Directors, three independent non-executive Directors and one employee Director. The employee Director of the third session of the Board shall be democratically elected by the employees' representative congress of the Company and is not subject to the Shareholders' approval. Upon the qualification review by the Nomination Committee, the Board proposed to:

(a) elect Dr. Shen Yuelei (沈月雷) as an executive Director of the third session of the Board;

(b) elect Dr. Ni Jian (倪健) as an executive Director of the third session of the Board;

(c) elect Mr. Wang Yongliang (王永亮) as an executive Director of the third session of the Board;

(d) elect Ms. Zhang Leidi (張蕾娣) as a non-executive Director of the third session of the Board; and

(e) elect Dr. Liu Hongkang (劉弘康) as a non-executive Director of the third session of the Board.

Among the above-mentioned Director Candidates, Mr. Wang Yongliang is a newly nominated Director Candidate; Dr. Shen Yuelei, Dr. Ni Jian, Ms. Zhang Leidi and Dr. Liu Hongkang are the Directors of the current second session of the Board. All of them have respectively confirmed that they have no disagreement in respect of the nomination, and all of them meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association.

Dr. Zhou Kexiang, a non-executive Director of the second session of the Board, will not be re-elected upon the expiration of his term of office. He will retire with effect from the date when the Directors of the third session of the Board take office (i.e. the date of approval at the EGM) due to the expiration of his term of office. He has confirmed that he has no disagreement with the Board and that there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Biographical details of the executive Director Candidates and non-executive Director Candidates required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in "Appendix – Biographical details of Director Candidates" to this circular.

As at the Latest Practicable Date, the interests or short positions of the executive Director Candidates and non-executive Director Candidates in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

| Name of Director Candidates | Class of Shares | Capacity | Number of Shares | Approximate Percentage of Shareholding in Relevant Class of Shares[1] | Approximate Percentage of Shareholding in Total Share Capital of the Company[1] |
|---|---|---|---|---|---|
| Dr. Shen Yuelei[2][3] | A Shares | Beneficial owner | 26,394,840 | 7.9% | 5.9% |
| | A Shares | Interest of spouse | 29,004,840 | 8.6% | 6.5% |
| | A Shares | Interest in controlled corporations | 37,840,860 | 11.3% | 8.5% |
| | H Shares | Interest in controlled corporations | 11,556,300 | 10.4% | 2.6% |
| Dr. Ni Jian[3] | A Shares | Beneficial owner | 29,004,840 | 8.6% | 6.5% |
| | A Shares | Interest of spouse | 64,235,700 | 19.1% | 14.4% |
| | H Shares | Interest of spouse | 11,556,300 | 10.4% | 2.6% |
| Mr. Wang Yongliang | H Shares | Beneficial owner | 4,040 | 0.0036% | 0.0009% |

*Notes:*

(1) The calculation is based on the total number of issued Shares, 446,898,420 Shares, including 336,116,500 A Shares and 110,781,920 H Shares, as at the Latest Practicable Date.

(2) Dr. Shen Yuelei is the sole general partner and the sole managing partner of Baiao Evergreen, Baiao Changsheng, Eucure Evergreen and Eucure Changsheng, which are employee shareholding platforms. Dr. Shen Yuelei, therefore, is deemed to be interested in the 37,840,860 A Shares and 11,556,300 H Shares held by these four limited partnerships. He also holds 26,394,840 A Shares as beneficial owner.

(3) Dr. Shen Yuelei and Dr. Ni Jian are spouses. Dr. Shen Yuelei, therefore, is deemed to be interested in 29,004,840 A Shares which Dr. Ni Jian holds, and Dr. Ni Jian is deemed to be interested in 64,235,700 A Shares and 11,556,300 H Shares which Dr. Shen Yuelei holds.

Save as disclosed in this circular, each of the executive Director Candidates and non-executive Director Candidates has respectively confirmed that: (i) he/she has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he/she does not hold any other position with the Company and its subsidiaries; (iii) he/she has no relationship with any Director, senior management, or substantial shareholder of the Company; (iv) as at the Latest Practicable Date, he/she has no interest in the Shares within the meaning of Part XV of the SFO; and (v) there is no other information relating to his/her election which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his/her election which needs to be brought to the attention of the Shareholders.

Following the approval of the resolutions in relation to the election of executive Director Candidates and non-executive Director Candidates by the Shareholders at the EGM, the Company will enter into a service contract with each of the executive Directors and non-executive Directors. Pursuant to the service contracts, executive Directors or non-executive Directors who do not hold any other position in the Company will not receive remuneration for serving as Directors during their term of office; executive Directors or non-executive Directors who concurrently hold other positions in the Company will, during their term of office, receive remuneration in accordance with the remuneration policies applicable to their respective positions, and the Company will not pay any additional remuneration to them for serving as Directors. The Company will disclose in its annual report the remuneration received by the relevant Directors from the Company during the relevant reporting period.

The aforesaid resolutions were considered and approved by the Board on November 26, 2026 and are hereby proposed at the EGM for Shareholders' consideration and approval by way of ordinary resolutions (by way of cumulative voting).

*2. Proposed Election of Independent Non-executive Directors of the Third Session of the Board*

Given that the term of office of the Directors of the second session of the Board is about to expire, and in accordance with the Company Law, the Rules Governing the Listing of Securities on the STAR Market and other laws, regulations, normative documents, as well as the Articles of Association, the Board held a meeting on November 26, 2026 to consider and approve the proposed election of Directors of the third session of the Board, as described below.

The third session of the Board shall comprise nine Directors, including three executive Directors, two non-executive Directors, three independent non-executive Directors and one employee Director. Upon the qualification review by the Nomination Committee, the Board proposed to:

(a) elect Ms. Liang Qi (梁琦) as an independent non-executive Director of the third session of the Board;

(b) elect Dr. Wang Xi (王璽) as an independent non-executive Director of the third session of the Board; and

(c) elect Mr. Fei Yiping (費怡平) as an independent non-executive Director of the third session of the Board.

The above independent non-executive Director Candidates are all newly nominated Director Candidates. All of them have respectively confirmed that they have no disagreement in respect of the nomination, and all of them meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association.

Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan, the independent non-executive Directors of the second session of the Board, will not be re-elected upon the expiration of their term of office. They will retire with effect from the date when the Directors of the third session of the Board take office (i.e. the date of approval at the EGM) due to the expiration of their term of office. Each of them has confirmed that he/she has no disagreement with the Board and that there is no matter in relation to his/her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Biographical details of the independent non-executive Director Candidates required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in "Appendix – Biographical details of Director Candidates" to this circular.

Save as disclosed in this circular, each of the independent non-executive Director Candidates has respectively confirmed that: (i) he/she has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he/she does not hold any position with the Company and

its subsidiaries; (iii) he/she has no relationship with any Director, senior management, or substantial shareholder of the Company; (iv) as at the Latest Practicable Date, he/she has no interest in the Shares within the meaning of Part XV of the SFO; and (v) there is no other information relating to his/her election which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his/her election which needs to be brought to the attention of the Shareholders.

Each of the independent non-executive Director Candidates has respectively confirmed that: (i) he/she satisfies all the independence criteria set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he/she has not had, whether in the past or at present, any financial or other interest in the business of the Group, and has no connection with any core connected person of the Company (as defined in the Listing Rules); and (iii) there is no other factor that may affect his/her independence. The Board and the Nomination Committee are of the view that each of the independent non-executive Director Candidates satisfies the independence criteria set out in Rule 3.13 of the Listing Rules, and consider them to be independent of the Company.

As further described in the biographical details of the independent non-executive Director Candidates as set out in "Appendix – Biographical details of Director Candidates" to this circular, they all possess strong and diverse educational backgrounds and have professional experience in their specialized sectors, particularly in-depth knowledge of law, medicine, finance and management. Pursuant to the Company's board diversity policy and nomination policy, the Nomination Committee reviewed the occupation, academic qualifications, work experience and qualifications of each of the independent non-executive Director Candidates, and made recommendations to the Board in respect of the independent non-executive Director Candidates. The Nomination Committee considers that they can bring a wealth of personal perspectives, solid professional skills and experience to the Board, and that the differences in their age, gender, education, background and working experience can contribute to the diversity of the Board.

Following the approval of the resolutions in relation to the proposed election of independent non-executive Directors by the Shareholders at the EGM, the Company will enter into a service contract with each independent non-executive Director. Pursuant to the service contracts, the remuneration of each independent non-executive Director will be RMB150,000 per annum (before tax). The remuneration of the independent non-executive Directors is determined with reference to their experience, duties and responsibilities, prevailing market standards, the Company's remuneration policy and the recommendations of the Remuneration and Evaluation Committee. The Company will disclose in its annual report the remuneration received by the relevant Directors from the Company during the relevant reporting period.

The aforesaid resolutions were considered and approved by the Board on November 26, 2026 and are hereby proposed at the EGM for Shareholders' consideration and approval by way of ordinary resolutions (by way of cumulative voting).

Upon the election of all the above Director Candidates (including executive Director Candidates, non-executive Director Candidates and independent non-executive Director Candidates) as Directors at the EGM, they will, together with the employee Director to be

elected at the forthcoming employees' representative congress, form the third session of the Board. For biographical details of the employee Director, please refer to the relevant announcement in relation to the election of the employee Director to be subsequently published by the Company. The term of office of the third session of the Board will be three years effective from the date of passing of the relevant resolutions at the EGM. In order to ensure normal operation of the Board, prior to the establishment of the third session of the Board, the existing Directors of the second session of the Board will continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the third session of the Board takes office.

## III. THE EGM

The EGM will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online on Tuesday, December 15, 2026 at 2:00 p.m.. Notice convening the EGM is set out on pages N-I-1 to N-I-3 of this circular and is available on the websites of the Company (www.biocytogen.com.cn) and of the Stock Exchange (www.hkexnews.hk).

## IV. CLOSURE OF REGISTER OF H SHAREHOLDERS

The register of H Shareholders of the Company will be closed from Thursday, December 10, 2026 to Tuesday, December 15, 2026, both days inclusive, in order to determine the eligibility of the H Shareholders to attend and vote at the EGM to be held at 2:00 p.m. on Tuesday, December 15, 2026. If H Shareholders wish to be eligible to attend and vote at the EGM, all transfer documents of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with 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, for registration before 4:30 p.m. on Wednesday, December 9, 2026. H Shareholders whose names appear on the register of H Shareholders of the Company on Tuesday, December 15, 2026 shall be entitled to attend and vote at the EGM.

## V. PROXY ARRANGEMENT OF H SHAREHOLDERS

The form of proxy of H Shareholders for use at the EGM is available on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.biocytogen.com.cn).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy of H Shareholders in accordance with the instructions printed thereon. You should return the form of proxy of H Shareholders to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by personal delivery or by post, or via the designated website (evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company, not later than 24 hours before the time appointed for holding the EGM

(i.e. not later than 2:00 p.m. on Monday, December 14, 2026) or any adjourned meeting thereof. Completion and return of the form of proxy of H Shareholders will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish and in such event the form of proxy of H Shareholders shall be deemed to be revoked.

## VI. VOTING BY POLL

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, 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 power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders is required to abstain from voting in relation to the proposed resolutions at the EGM.

## VII. RECOMMENDATIONS

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

## VIII. 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.

Yours faithfully,
By order of the Board
**Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**
**Shen Yuelei**
*Chairman of the Board, Chief Executive Officer and Executive Director*

## EXECUTIVE DIRECTOR CANDIDATES

**Dr. Shen Yuelei (沈月雷)**, male, born in December 1969, is a PRC national with permanent residence in the United States and holds a doctoral degree. From July 1995 to May 1997, he served as a technician of China Pharmaceutical and Biological Products Control Institute (中國藥品生物製品檢定所); from June 1997 to June 2003, he was a doctoral student in immunology at the University of Massachusetts in the United States; from June 2003 to June 2008, he was a postdoctoral fellow at NYU Grossman School of Medicine/Howard Hughes Medical Institute in the United States; in June 2008, he founded Biocytogen LLC, and from June 2008 to June 2021, he served as the chairman of the Board and general manager of Biocytogen LLC; in November 2009, he founded Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司) (currently known as Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司)), and from November 2009 to December 2020, he served as the chairman of the Board and general manager of Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司); from June 2014 to present, he has been serving as the chairman of the Board and general manager of Biocytogen (Beijing) Biological Engineering Co., Ltd. (百奧賽圖(北京)生物工程有限公司); from October 2014 to present, he has been serving as the chairman of the Board and general manager of Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司); from February 2016 to present, he has been serving as an executive director of Haimen Hechuang Animal Experimental Technology Co., Ltd. (海門合創動物實驗科技有限公司); from September 2016 to May 2021, he served as a supervisor of Beijing Youke Antai Biotechnology Co., Ltd. (北京優科安泰生物技術有限公司); from March 2018 to September 2020, he served as a director of Eucure (Beijing) Biopharma Co., Ltd. (祐和醫藥科技(北京)有限公司); from June 2018 to present, he has been serving as a director and president of Biocytogen Boston Corp; from March 2020 to present, he has been serving as an executive director and manager of Maple Veterinary Hospital (Beijing) Co., Ltd. (楓葉寵物醫院(北京)有限公司); from September 2020 to August 2021, he served as the chairman of the Board of Eucure (Beijing) Biopharma Co., Ltd. (祐和醫藥科技(北京)有限公司); from December 2020 to present, he has been serving as the chairman of the Board and general manager of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司). From August 2021 to present, he has been serving as an executive director and general manager of Eucure (Beijing) Biopharma Co., Ltd. (祐和醫藥科技(北京)有限公司); from September 2020 to March 2022, he served as a director of Kactus Biosystems Co., Ltd. (愷佧生物科技(上海)有限公司); from May 2022 to present, he has been serving as an executive director of Biocytogen (Shanghai) Pharmaceuticals Co., Ltd. (百奧賽圖(上海)醫藥科技有限公司); from May 2022 to present, he has been serving as the chairman of the Board of Doma Biopharmaceutical (Suzhou) Co., Ltd. (多瑪醫藥科技(蘇州)有限公司); from October 2026 to present, he has been serving as an executive director of Tuojialun (Jiangsu) Intelligent Technology Co., Ltd. (拓嘉倫(江蘇)智能科技有限公司).

**Dr. Ni Jian (倪健)**, female, born in July 1971, is a PRC national with permanent residence in the United States and holds a doctoral degree. From October 1993 to November 1997, she served as a biochemical technician at the China Pharmaceutical and Biological Products Control Institute (中國藥品生物製品檢定所); from March 1998 to May 1999, she served as a biochemical technician at the University of Massachusetts Medical School (麻省大學醫學院) in the United States, and from June 1999 to May 2004, she pursued a doctorate degree in pharmacy from the Massachusetts College of Pharmacy and Health Sciences (馬薩諸塞州藥學與健康科學學院) in the United States; from June 2004 to June 2007, she served as a pediatric

pharmacist at New York University Medical Center (紐約大學醫學中心); from June 2007 to June 2008, she served as a resident pharmacist at West Virginia University Hospitals and School of Pharmacy and an assistant professor at the School of Pharmacy in the United States; from August 2008 to August 2009, she served as an oncology specialty resident pharmacist at the Dana-Farber Cancer Institute of Harvard Medical School (哈佛醫學院DanaFarber癌症研究所); from September 2009 to present, she has been serving as an oncology clinical pharmacist at Brigham and Women's Hospital of Harvard Medical School (哈佛醫學院布里格姆婦女醫院); from November 2009 to December 2020, she served as a director of Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司) (currently known as Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司)); from June 2014 to May 2023, she served as a director of Biocytogen (Beijing) Biological Engineering Co., Ltd. (百奧賽圖(北京)生物工程有限公司); from October 2014 to present, she has been serving as a director of Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司); from September 2016 to May 2021, she served as an executive director and the manager of Beijing Youke Antai Biotechnology Co., Ltd. (北京優科安泰生物技術有限公司); from March 2018 to September 2020, she served as the chairperson of the Board and the manager of Eucure (Beijing) Biopharma Co., Ltd. (祐和醫藥科技(北京)有限公司); from May 2018 to present, she has been serving as a director and the manager of Eucure Biopharma Boston Corp; from September 2020 to August 2021, she served as a director and the manager of Eucure (Beijing) Biopharma Co., Ltd. (祐和醫藥科技(北京)有限公司); and from December 2020 to present, she has been serving as an executive Director of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司).

**Mr. Wang Yongliang (王永亮)**, born in January 1985, is a PRC national with no permanent residence overseas and holds a master's degree. From August 2010 to February 2014, he served as an investment manager of Sinochem Group (中國中化集團公司) (currently known as Sinochem Holdings Corporation Ltd. (中國中化控股有限責任公司)); from February 2014 to September 2015, he served as a senior investment manager of China High-tech Investment Group (中國高新投資集團公司) (currently known as China SDIC High-tech Industry Investment Corporation (中國國投高新產業投資有限公司)); from October 2015 to July 2017, he served as a senior investment manager, vice president of investment, and deputy investment director of Harvest Investment Management Co., Ltd. (嘉實投資管理有限公司); from July 2017 to December 2020, he served as an assistant to the chairman of the Board of Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司) (currently known as Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司)); from December 2020 to present, he has been serving as the Board secretary of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司); from July 2021 to present, he has been serving as a deputy general manager and the Board secretary of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司).

## NON-EXECUTIVE DIRECTOR CANDIDATES

**Ms. Zhang Leidi (張蕾娣)**, born in April 1980, is a PRC national with no overseas permanent residence, and holds a master's degree. From July 2003 to September 2011, she successively worked as a consultant, senior consultant and project manager at Roland Berger GmbH. From October 2011 to September 2016, she successively worked as an investment director and a senior investment director of the Direct Investment Department at China Life Investment Holdings Limited (國壽投資控股有限公司). She has successively served as the managing director, the chairperson of the management committee, deputy general manager (in charge), and the general manager of China Life Equity Investment Limited (國壽股權投資有限公司) since September 2016. She has been serving as a director of Shanghai United Imaging Smart Healthcare Investment Management Co., Ltd. (上海聯影智慧醫療投資管理有限公司) since May 2019. She has been serving as a non-executive Director of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司) since November 2022. She has been serving as a director of China Life Health Industry Investment (Shenzhen) Co., Ltd. (國壽健康產業投資(深圳)有限公司) since March 2023. She has been serving as a non-executive director of Town Health International Medical Group Limited (康健國際醫療集團有限公司) since January 2024; and has been serving as a director of Guangzhou Luxvisions Innovation Technology Co., Ltd. (廣州立景創新科技有限公司) since May 2025.

**Dr. Liu Hongkang (劉弘康)**, male, born in November 1990, is a PRC national with no overseas permanent residence, and holds a doctoral degree. He joined SDIC Venture Capital Management Co., Ltd. (國投創業投資管理有限公司) in June 2021 and is currently serving as a vice president of investment of SDIC Venture Capital Management Co., Ltd. (國投創業投資管理有限公司). He has been serving as a non-executive Director of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司) since February 2026.

## INDEPENDENT NON-EXECUTIVE DIRECTOR CANDIDATES

**Ms. Liang Qi (梁琦)**, born in November 1972, is a PRC national with no permanent residence overseas and holds a master's degree. She has a lawyer's practice certificate in the PRC. From September 1995 to July 2003, she served as a legal counsel of Shanghai Zhongxing Group (上海中星集團). From July 2003 to July 2005, she served as the legal counsel of the Shanghai Representative Office of The Walt Disney Company (China) Limited (華特迪士尼中國公司上海代表處). From November 2006 to November 2007, she served as a legal counsel of Honeywell China Co., Ltd. (霍尼韋爾中國有限公司). From December 2007 to April 2012, she served as a senior consultant at Deacons Shanghai Representative Office (香港的近律師事務所上海代表處). From May 2012 to October 2014, she served as a senior consultant at DELTA LAW (Shanghai) (上海德載中怡律師事務所). Since October 2014, she has been serving as a senior partner of AllBright Law Offices (上海市錦天城律師事務所).

**Dr. Wang Xi (王璽)**, male, born in August 1970, is a PRC national with permanent residence in the United States and holds a doctoral degree. From January 2004 to December 2010, he engaged in research at the Harvard Medical School in the United States, successively serving as a postdoctoral fellow and a lecturer. From September 2012 to August 2017, he served as the vice dean of the School of Basic Medical Sciences (基礎醫學院), the founding director, professor and doctoral supervisor of the Department of Cell Biology (細胞生物學系) at Tianjin Medical University (天津醫科大學). From September 2017 to September 2021, he served as a professor of immunology, the department head and doctoral supervisor at Capital Medical University (首都醫科大學), the deputy director of the Department (School) of Oncology at Capital Medical University (首都醫科大學腫瘤學系(院)) and the director of the Beijing Key Laboratory of Tumor Invasion and Metastasis (北京市腫瘤侵襲和轉移重點實驗室). Since October 2021, he has been serving as the head of the Beijing Research Center for Infectious Diseases (北京市感染性疾病研究中心), the head of the National Center for Infectious Diseases (國家傳染病醫學中心) and the research institute at Beijing Ditan Hospital, Capital Medical University (首都醫科大學附屬地壇醫院研究所), a professor, researcher, and doctoral supervisor at Capital Medical University, a PI of the National Key Laboratory of Intelligent Tracking and Forecasting for Infectious Diseases (傳染病溯源預警與智能決策全國重點實驗室), the deputy director of the Beijing Key Laboratory of Viral Infectious Diseases (病毒性傳染病研究北京市重點實驗室), the deputy director of the Beijing Center for Clinical Quality Evaluation and Promotion of New Phage Therapy Technologies (北京市噬菌體治療新技術臨床質量評價與促進中心) and the deputy director of the Department (School) of Oncology at Capital Medical University (首都醫科大學腫瘤學系(院)).

**Mr. Fei Yiping (費怡平)**, born in April 1963, is a PRC national with no permanent residence overseas and holds a master's degree. He is an FCPA of CPA Australia. He has extensive knowledge and experience in management, finance and investment. He previously held various senior financial and administrative positions in CITIC Group. From January 2015 to December 2023, he served as the Chief Financial Officer of CITIC Pacific Limited (Hong Kong) (中信泰富有限公司(香港)). From February 2020 to December 2023, he served as the president of CITIC Pacific (China) Investment Limited (中信泰富(中國)投資有限公司). From July 2017 to November 2024, he served as a director, as well as the chairman and a member of the Audit, Compliance and Risk Management Committee of the board of directors, of Grand Foods Holdings Limited. He is currently a non-executive director of Envision Greenwise Holdings Limited (晉景新能控股有限公司).

# BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.
# 百奧賽圖（北京）醫藥科技股份有限公司

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

**(Stock Code: 2315)**

## NOTICE OF THE 2026 FOURTH EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 fourth extraordinary general meeting (the "**EGM**") of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "**Company**") will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online at 2:00 p.m. on Tuesday, December 15, 2026 (Hong Kong time) for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

### ORDINARY RESOLUTIONS
### (CUMULATIVE VOTING SYSTEM)

1. To consider and approve the proposed election of the following Directors (excluding independent non-executive Directors) as Directors of the third session of the Board:

   1.1. To consider and approve the proposed election of Dr. Shen Yuelei as an executive Director of the third session of the Board;

   1.2. To consider and approve the proposed election of Dr. Ni Jian as an executive Director of the third session of the Board;

   1.3. To consider and approve the proposed election of Mr. Wang Yongliang as an executive Director of the third session of the Board;

   1.4. To consider and approve the proposed election of Ms. Zhang Leidi as a non-executive Director of the third session of the Board; and

   1.5. To consider and approve the proposed election of Dr. Liu Hongkang as a non-executive Director of the third session of the Board.

2. To consider and approve the proposed election of the following independent non-executive Directors as Directors of the third session of the Board:

   2.1. To consider and approve the proposed election of Ms. Liang Qi as an independent non-executive Director of the third session of the Board;

2.2. To consider and approve the proposed election of Dr. Wang Xi as an independent non-executive Director of the third session of the Board; and

2.3. To consider and approve the proposed election of Mr. Fei Yiping as an independent non-executive Director of the third session of the Board.

Details of the above resolutions proposed at the EGM are contained in the Circular, which is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.biocytogen.com.cn).

By order of the Board
**Biocytogen Pharmaceuticals (Beijing) Co., Ltd.**
**Shen Yuelei**
*Chairman of the Board, Chief Executive Officer and Executive Director*

Hong Kong, November 26, 2026

*Notes:*

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the same meanings as those defined in the circular (the "**Circular**") of the Company dated November 26, 2026.

   Registered H Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in the eVoting Portal.

   Registered H Shareholders will be able to attend the EGM, vote and submit questions online via the designated website (evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company.

   Non-registered holders whose H Shares are held in CCASS through banks, brokers, custodians or HKSCC may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their H Shares are held (as the case may be) (collectively the "**Intermediary**") and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the eVoting Portal including the login details will be emailed to them by the Company's H Share Registrar, Tricor Investor Services Limited.

2. The register of H Shareholders of the Company will be closed from Thursday, December 10, 2026 to Tuesday, December 15, 2026, both days inclusive, in order to determine the eligibility of the H Shareholders to attend and vote at the EGM to be held at 2:00 p.m. on Tuesday, December 15, 2026. If H Shareholders wish to be eligible to attend and vote at the EGM, all transfer documents of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with 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, for registration before 4:30 p.m. on Wednesday, December 9, 2026. H Shareholders whose names appear on the register of H Shareholders of the Company on Tuesday, December 15, 2026 shall be entitled to attend and vote at the EGM.

3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. 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.

4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.

5. In order to be valid, the form of proxy for H Shareholders, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated website (evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 2:00 p.m. on Monday, December 14, 2026 (Hong Kong time) or not less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude an H Shareholder from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.

6. All resolutions at the EGM 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 Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

7. Resolutions numbered 1 to 2 are ordinary resolutions and shall be passed by more than half of the number of shares held by the Shareholders with voting rights present in person or by proxy at the EGM. A cumulative voting system will be adopted, meaning that each Share held by a Shareholder shall carry the same number of votes as the number of Directors to be elected under the relevant group of resolutions, and such votes may be cumulated and cast for one candidate or allocated among different candidates in any combination. Specifically, (i) for the election of Directors (excluding independent non-executive Directors), each Shareholder shall be entitled to a number of votes equal to the number of Shares held by him/her/it multiplied by the total number of Directors (excluding independent non-executive Directors) to be elected. Each Shareholder may cast all such votes for one candidate for Directors (excluding independent non-executive Directors) or allocate such votes among different candidates for Directors (excluding independent non-executive Directors) in any combination; and (ii) for the election of independent non-executive Directors, each

Shareholder shall be entitled to a number of votes equal to the number of Shares held by him/her/it multiplied by the total number of independent non-executive Directors to be elected. Each Shareholder may cast all such votes for one candidate for independent non-executive Directors or allocate such votes among different candidates for independent non-executive Directors in any combination.

8. 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 Dr. Shen Yuelei as chairman, chief executive officer and executive Director, Dr. Ni Jian as executive Director; Dr. Zhou Kexiang, Ms. Zhang Leidi and Dr. Liu Hongkang as non-executive Directors; Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan as independent non-executive Directors; and Ms. Li Yan as employee Director.*