



中國製藥集團有限公司  
**China Pharmaceutical  
Group Limited**

*(Incorporated in Hong Kong under the Companies Ordinance)*

**(Stock Code: 1093)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of the shareholders of CHINA PHARMACEUTICAL GROUP LIMITED (the “**Company**”) will be held at Room 3805, 38th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 28 December 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the product sales and purchase agreement dated 29 November 2007 entered into between each of 石藥集團河北中潤製藥有限公司 (Shijiazhuang Pharma Group Hebei Zhongrun Pharmaceutical Co. Limited) (“**Hebei Zhongrun**”), a subsidiary of the Company, with 河北宏源化工有限公司 (Hebei Hong Yuan Chemical Co. Limited) (“**Hong Yuan**”) (a copy of which is produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification, the “**Zhongrun Agreement**”), and the product sales and purchase agreement dated 29 November 2007 entered into between 石藥集團中禾製藥(內蒙古)有限公司 (Shijiazhuang Pharma Group Zhonghe Pharmaceutical (Inner Mongolia) Co. Limited) and Hong Yuan (a copy of which is produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification, the “**Zhonghe Agreement**”) in respect of the purchase of certain chemical products (the “**Continuing Connected Transactions**”) be and are hereby approved, ratified and confirmed and the annual limits for the Continuing Connected Transactions for the three financial years ending 31 December 2010 being RMB237,377,000, RMB298,812,000 and RMB373,337,000 respectively and any transactions which may be entered into pursuant to or in connection with the Continuing Connected Transactions be and are hereby generally and unconditionally approved; and

- (b) the directors of the Company be and are hereby authorized for and on behalf of the Company to do such further acts and things and execute further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or to give effect to the Continuing Connected Transactions.”

By Order of the Board  
**CAI Dongchen**  
*Chairman*

Hong Kong, 11 December 2007

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the registered office of the Company at Room 3805, 38th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (5) The Ordinary Resolution as set out above will be determined by way of a poll.

*As at the date of this announcement, the Board of Directors of the Company comprises eight executive directors, namely Mr. Cai Dongchen, Mr. Yue Jin, Mr. Feng Zhenying, Mr. Ji Jianming, Mr. Chak Kin Man, Mr. Pan Weidong, Mr. Li Zhibiao and Mr. Zhang Zheng; one non-executive director, namely Mr. Lee Ka Sze, Carmelo and four independent non-executive directors, namely Mr. Huo Zhenxing, Mr. Qi Moujia, Mr. Guo Shichang and Mr. Chan Siu Keung, Leonard.*