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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of CHINA PHARMACEUTICAL GROUP LIMITED (the “**Company**”) will be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 3 July, 2009 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) an agreement dated 22 May 2009 entered into between China Charmaine Pharmaceutical Company Limited and the Company (the “Asset Swap Agreement”, a copy of which has been produced to the meeting and marked “A” and signed by the Chairman of the meeting for the purpose of identification) in relation to the disposal of 100% equity interest in 石藥集團恩必普藥業有限公司 (Shijiazhuang Pharma Group NBP Pharmaceutical Company Limited) by the Company and the acquisition of 100% equity interest in 河北宏源化工有限公司 (Hebei Hong Yuan Chemical Company Limited) by the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute all such other documents and agreements and do all such acts or things as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the Asset Swap Agreement and the transactions contemplated thereunder.”

By order of the Board

Cai Dongshen

Chairman

Hong Kong, 12 June 2009

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 Suite 3206, 32nd 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 notice, the board of directors of the Company comprises Mr. Cai Dongchen, Mr. Yue Jin, Mr. Feng Zhenying, Mr. Chak Kin Man, Mr. Pan Weidong, Mr. Zhao John Huan and Mr. Wang Shunlong as executive directors; Mr. Lee Ka Sze, Carmelo as non-executive director; and Mr. Huo Zhenxing, Mr. Qi Moujia, Mr. Guo Shichang and Mr. Chan Siu Keung, Leonard as independent non-executive directors.