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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of China Pharmaceutical Group Limited (the “**Company**”) will be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong at 10:00 a.m. on October 19, 2012, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the authorized share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (“**Shares**”) to HK\$3,000,000,000 divided into 30,000,000,000 Shares by the creation of 27,000,000,000 additional Shares and that any one director of the Company (each a “**Director**”) is hereby authorized generally to do all things he or she in his or her sole and absolute discretion deems necessary and appropriate to effect and implement the same

2. **“THAT**

- (a) the sale and purchase agreement dated June 17, 2012 (as amended and supplemented by the amendment agreement dated September 24, 2012 and otherwise from time to time, the “**Sale and Purchase Agreement**”) entered into among the Company, Joyful Horizon Limited (the “**Seller**”) and Massive Top Limited (the “**Guarantor**”) in relation to the acquisition of the entire issued share capital of Robust Sun Holdings Limited (the “**Target**”), a copy of which has been produced to the EGM, marked “A” and initialed by the Chairman of the EGM for the purpose of identification, whereby the Seller has agreed to sell, and the Company has agreed to purchase the entire issued share capital of the Target beneficially at an aggregate consideration of HK\$8,980,000,000 upon the terms and subject to the conditions therein contained (the “**Acquisition**”), be and is hereby approved, confirmed and ratified;

- (b) the creation and issue by the Company of the Convertible Bonds (as defined in the circular dated September 27, 2012 despatched to the shareholders of the Company (the “**Circular**”)) to the Seller (or, at the Seller’s request, to the Guarantor or its wholly owned subsidiaries) upon the completion of the Acquisition in accordance with the Sale and Purchase Agreement in an aggregate principal amount of US\$860,032,747.40, (subject to adjustment) be and are hereby approved;
- (c) the allotment and issue of new shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds at the initial conversion price of HK\$2.15 (subject to adjustment) be and are hereby approved;
- (d) the allotment and issue of 1,195,655,037 Consideration Shares (as defined in the Circular) at the issue price of HK\$1.90 per Share to the Seller (or, at the Seller’s request, to the Guarantor or its wholly owned subsidiaries) upon the completion of the Acquisition in accordance with the Sale and Purchase Agreement be and are hereby approved; and
- (e) any Director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as he may consider necessary, appropriate, desirable or expedient in connection with the Sale and Purchase Agreement or any transactions contemplated under the Sale and Purchase Agreement and/or to agree to such variations, amendments, or waiver of matters relating thereto as are, in the opinion of such Director, in the interest of the Company.

By Order of the Board  
**China Pharmaceutical Group Limited**  
**Cai Dongchen**  
*Chairman*

Hong Kong

September 27, 2012

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be lodged with the Company’s share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

*As at the date of this notice, the Board comprises Mr. CAI Dongchen, Mr. FENG Zhenying, Mr. CHAK Kin Man, Mr. PAN Weidong, Mr. ZHAO John Huan, Mr. WANG Shunlong, Mr. WANG Huaiyu, Mr. LU Jianmin and Mr. WANG Zhenguo 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.*