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## **CSPC PHARMACEUTICAL GROUP LIMITED**

### **石藥集團有限公司**

*(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 CSPC Pharmaceutical Group Limited (the “**Company**”) will be held at Suite 3206, 32<sup>nd</sup> Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 9 December 2015 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

the whitewash waiver to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (or any of his delegates) pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) to waive the obligation of the Management to make a mandatory general offer for all the shares of the Company not already owned or agreed to be acquired by the Management Group pursuant to Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the Exercise (as defined in the circular of the Company dated 20 November 2015) be and is hereby approved and that the directors of the Company be and are hereby authorised to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection therewith and to give effect to any matters relating to or in connection with the Whitewash Waiver.”

2. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) to be issued and allotted pursuant to the exercise of any options granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and signed by the chairman of the meeting for the purpose of identification, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:
- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares in the Company;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
  - (iii) to grant options under the New Share Option Scheme and to issue and allot from time to time such number of shares of the Company during the Relevant Period (as hereinafter defined) as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange provided that the approval in paragraph (a)(iii) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers or agreements or options that would or might require shares of the Company to be allotted and/or rights or options to be granted in accordance with the New Share Option Scheme after the expiry of the Relevant Period (as hereinafter defined);
  - (iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.

(b) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held;
- (iii) the passing of a resolution by shareholders of the Company in general meeting revoking or varying the authority given by this resolution; and
- (iv) the termination or the expiry of the New Share Option Scheme.”

3. “**THAT** Mr. Lu Hua be re-elected as an executive director of the Company.”

By order of the Board  
**CSPC Pharmaceutical Group Limited**  
**CAI Dongchen**  
*Chairman*

Hong Kong, 20 November 2015

*Registered Office:*  
Suite 3206  
32nd Floor  
Central Plaza  
18 Harbour Road Wan Chai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. In order 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 of attorney, must be deposited at the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.

*As at the date of this notice, the Board comprises Mr. CAI Dongchen, Mr. CHAK Kin Man, Mr. PAN Weidong, Mr. WANG Shunlong, Mr. WANG Huaiyu, Mr. LU Jianmin, Mr. WANG Zhenguo, Mr. WANG Jinxu and Mr. LU Hua as Executive Directors; Mr. LEE Ka Sze, Carmelo as Non-executive Director; and Mr. CHAN Siu Keung, Leonard, Mr. WANG Bo, Mr. LO Yuk Lam, Mr. YU Jinming and Mr. CHEN Shilin as Independent Non-executive Directors.*