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**CSPC**

**CSPC PHARMACEUTICAL GROUP LIMITED**

**石藥集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1093)**

## **NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 first extraordinary general meeting (the “**EGM**”) of CSPC Pharmaceutical Group Limited (the “**Company**”) will be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 5 March 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 8 February 2021 issued by the Company (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the Proposed Domestic Issue and the Specific Mandate:

“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised and granted the Specific Mandate to allot, issue and deal with up to 1,330,418,859 RMB Shares as may be issued under the Proposed Domestic Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the Proposed Domestic Issue and the Specific Mandate” in the Circular), provided that the Specific Mandate shall be in addition to and shall not prejudice or revoke the existing general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 15 June 2020.”

2. To consider and approve the authorisation to the Board to exercise full powers to deal with matters relating to the Proposed Domestic Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorisation to the Board to Exercise Full Powers to Deal with Matters Relating to the Proposed Domestic Issue” in the Circular).

3. To consider and approve the plan for distribution of profits accumulated before the Proposed Domestic Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the Proposed Domestic Issue” in the Circular).
4. To consider and approve the policy for stabilisation of the price of the RMB Shares for the three years after the Proposed Domestic Issue in the form as set forth in Appendix I to the Circular.
5. To consider and approve the profits distribution policy and the dividend return plan for the three years after the Proposed Domestic Issue in the form as set forth in Appendix II to the Circular.
6. To consider and approve the use of proceeds from the Proposed Domestic Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the Proposed Domestic Issue” in the Circular).
7. To consider and approve the remedial measures for the potential dilution of immediate returns by the Proposed Domestic Issue in the form as set forth in Appendix III to the Circular.
8. To consider and approve the undertakings and the corresponding binding measures in connection with the Proposed Domestic Issue.
9. To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix V to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
10. To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
11.
  - (i) To re-elect Dr. Jiang Hao as an executive Director.
  - (ii) To re-elect Prof. Wang Hongguang as an independent non-executive Director.
  - (iii) To re-elect Mr. Au Chun Kwok Alan as an independent non-executive Director.

## **SPECIAL RESOLUTION**

12. To consider and approve the amendments to the Articles of Association:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above:

- (1) the amendments to the Articles of Association as set forth in Appendix IV to the Circular be and are hereby approved;
- (2) the new articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “B” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and
- (3) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the resolutions above.”

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

Hong Kong, 8 February 2021

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is 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 deposited to the Company’s share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 2 March 2021 to Friday, 5 March 2021 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on Monday, 1 March 2021.

4. All votes of Shareholders at the EGM will be taking by poll except where the Chairman, 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.

*As at the date of this announcement, the Board comprises Mr. CAI Dongchen, Mr. ZHANG Cuilong, Mr. WANG Zhenguo, Mr. PAN Weidong, Mr. WANG Huaiyu, Dr. LI Chunlei, Dr. WANG Qingxi, Mr. CHAK Kin Man and Dr. Jiang Hao as executive directors; and Mr. WANG Bo, Dr. YU Jinming, Mr. CHEN Chuan, Prof. WANG Hongguang and Mr. AU Chun Kwok Alan as independent non-executive directors.*