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CSPC PHARMACEUTICAL GROUP LIMITED

石藥集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1093)

NOTICE OF FURTHER ADJOURNED EGM

References are made to (i) the circular (the “**Circular**”) and the notice of the extraordinary general meeting of CSPC Pharmaceutical Group Limited (the “**Company**”) originally proposed to be held at Suite 3206, 32/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 3 November 2023 at 10:00 a.m. (the “**EGM**”), both dated 9 October 2023 in relation to, among other things, Mr. Cai’s Share Options, the Underlying Transaction and the Whitewash Waiver; and (ii) the announcements of the Company dated 3 November 2023 and 10 November 2023 in relation to the adjournment of EGM and the further adjournment of EGM (the “**Further Adjourned EGM**”) respectively. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

NOTICE IS HEREBY GIVEN that the Further Adjourned EGM will be held at Suite 3206, 32/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Wednesday, 29 November 2023 at 10:00 a.m. or any adjournments thereof for the purpose of considering and, if thought fit, passing (with or without modifications) the following proposed resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** the conditional grant of 18,000,000 share options (“**Mr. Cai’s Share Options**”) to Mr. Cai Dongchen (“**Mr. Cai**”) pursuant to the share option scheme adopted by the Company on 9 December 2015 (the “**Share Option Scheme**”), entitling him to subscribe for 18,000,000 ordinary shares of the Company (“**Share(s)**”) at an exercise price of HK\$5.98 per Share (the principal terms and conditions of Mr. Cai’s Share Options are set out in the circular of the Company dated 9 October 2023 (the “**Circular**”)) on such terms as stipulated in the offer letter issued by the Company to Mr. Cai and subject to the terms of the Share Option Scheme from time to time be and is hereby approved, confirmed and ratified; and **THAT** any one director of the Company be and is hereby authorized to do all such things and take all such actions

(including but not limited to the allotment and issuance of Shares upon exercise of Mr. Cai's Share Options) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to Mr. Cai's Share Options."

- (2) **"THAT** the conditional grant in the aggregate of 50,000,000 Shares (the **"Share Options"**) at the exercise price of HK\$5.98 per Share to Mr. Cai, Mr. ZHANG Cuilong, Dr. LI Chunlei, Mr. WANG Huaiyu, Mr. WANG Zhenguo, Mr. PAN Weidong, Dr. WANG Qingxi, Mr. CHAK Kin Man and Dr. JIANG Hao (collectively, the **"Management Grantees"**) in accordance with the terms of the Share Option Scheme in such manner as set out in the Circular and the exercise of the relevant Share Options granted to each of the Management Grantees in accordance with the terms of the Share Options and the Share Option Scheme (the **"Underlying Transaction"**) be and are hereby approved, confirmed and ratified; and **THAT** any one director of the Company be and is hereby authorized to do all such things and take all such actions (including but not limited to the allotment and issuance of Shares upon the exercise of the Share Options) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Underlying Transaction."

SPECIAL RESOLUTION

- (3) **"THAT** the waiver pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving the obligation on the part of the Management Grantees to make a mandatory general offer for all the issued Shares and other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company (if any) not already owned or agreed to be acquired by the Management Group as a result of the allotment and issuance of the Shares pursuant to the Share Options to the Management Grantees (the **"Whitewash Waiver"**), subject to the Executive (as defined in the Circular) granting the Whitewash Waiver and the satisfaction of the conditions attached to the Whitewash Waiver, be and is hereby approved and; **THAT** any one director of the Company be and is hereby authorized to do all acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder."

Yours faithfully,
By order of the Board
CSPC Pharmaceutical Group Limited
CAI Dongchen
Chairman

Hong Kong, 13 November 2023

Registered Office:

Suite 3206

32nd Floor

Central Plaza

18 Harbour Road Wan Chai

Hong Kong

Notes:

1. The Further Adjourned EGM will be held in form of a physical meeting. Any member of the Company entitled to attend, speak and vote at the Further Adjourned EGM shall be entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the Further Adjourned EGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Further Adjourned EGM or any adjournment thereof.
3. For the purpose of determining the list of Shareholders who were entitled to attend and vote at the EGM, the register of members of the Company was closed from Tuesday, 31 October 2023 to Friday, 3 November 2023 (both days inclusive), during which period no transfer of Shares was effected. The Shareholders who were entitled to attend and vote at the EGM were determined on the record date of 31 October 2023. As the Further Adjourned EGM to be held on Wednesday, 29 November 2023 is a further adjournment of the EGM after the Adjourned EGM, there will be no change to the aforesaid book closure dates and record date. As such, any person who became or becomes a Shareholder during the period from Saturday, 4 November 2023 to Wednesday, 29 November 2023 (both days inclusive) is not entitled to attend or vote at the Further Adjourned EGM.
4. The proxy form dated 9 October 2023 (the "**Proxy Form**") remains valid and applicable to the Further Adjourned EGM. For any Shareholder as of the aforesaid record date who has not submitted the Proxy Form, please complete the Proxy Form in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Further Adjourned EGM (i.e. before 10:00 a.m. on 27 November 2023). Any Proxy Form duly completed and returned in accordance with the instructions printed thereon remains valid for the Further Adjourned EGM (unless superseded by an additional Proxy Form submitted to Tricor Secretaries Limited by the aforesaid timing) and the relevant Shareholders need not submit the Proxy Form again.
5. All votes of shareholders at the Further Adjourned EGM will be taken 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.
6. In case the Further Adjourned EGM or any adjournment thereof is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, Shareholders are recommended to visit the Company's website for arrangements of the Further Adjourned EGM or any adjournment thereof.

As at the date of this notice, 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, Mr. CHEN Chuan, Prof. WANG Hongguang, Mr. AU Chun Kwok Alan, Mr. LAW Cheuk Kin Stephen and Ms. LI Quan as independent non-executive Directors.