
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CHINA PHARMACEUTICAL GROUP LIMITED**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED CHANGE OF NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company (the “EGM”) to be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Thursday, 21 February 2013 at 10:00 a.m. is set out on page 6 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong Share Registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) in person should you so desire.

Hong Kong, 23 January 2013

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DEFINITIONS

In this circular (other than in the cover page and notice of EGM), unless the context otherwise requires, the following expressions have the respective meanings set adjacent below:

“Board”	the board of Directors
“Company”	China Pharmaceutical Group Limited 中國製藥集團有限公司, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1093)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Thursday, 21 February 2013 at 10:00 a.m. (or any adjournment thereof)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Change”	the proposed change of name of the Company from:

China Pharmaceutical Group Limited
中國製藥集團有限公司

to

CSPC Pharmaceutical Group Limited
石藥集團有限公司

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

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
Mr. WANG Zhenguo

Non-executive Directors:

Mr. LEE Ka Sze, Carmelo

Independent non-executive Directors:

Mr. HUO Zhenxing
Mr. QI Moujia
Mr. GUO Shichang
Mr. CHAN Siu Keung, Leonard
Mr. WANG Bo
Mr. ZHANG Fawang

Registered Office:

Suite 3206
32nd Floor
Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

*Principal place of business
in Hong Kong:*

Suite 3206
32nd Floor
Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

23 January 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 18 January 2013 regarding the Proposed Change. The purpose of this circular is to provide you with details on the Proposed Change and to give notice of the EGM at which a special resolution of the Company will be proposed for consideration and, if thought fit, approve by the Shareholders on the Proposed Change.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF NAME

The Board proposes to change the name of the Company from:

China Pharmaceutical Group Limited
中國製藥集團有限公司

to

CSPC Pharmaceutical Group Limited
石藥集團有限公司.

Conditions for the Proposed Change

The Proposed Change will become effective subject to the satisfaction of all of the following conditions:—

1. the approval by the Shareholders by way of special resolution at the EGM; and
2. the issuance of the certificate of incorporation on change of name by the Registrar of Companies in Hong Kong confirming the Proposed Change.

Further announcement will be made by the Company upon the Proposed Change becoming effective.

Reason for the Proposed Change

The Company is an investment holding company and the Group is principally engaged in the manufacture and sales of pharmaceutical products. The Group has been using the brand name of  **石药集团** for its products for many years which is now a well-known brand in the PRC. The Board considers that the proposed new name of the Company, which resembles such brand name, will better reflect the business presence of the Group in the PRC and further permeate the brand name of the Group at all levels.

The Directors consider that the Proposed Change is in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM regarding the Proposed Change.

LETTER FROM THE BOARD

Effect of the Proposed Change

The Proposed Change will not affect the rights of any Shareholder. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement and delivery purposes.

There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates under the proposed new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the stock short name of the Company for trading in the Shares will also be changed after the Proposed Change becoming effective.

3. ACTION TO BE TAKEN

Set out on page 6 of this circular is a notice convening the EGM to be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Thursday, 21 February 2013 at 10:00 a.m. at which a special resolution will be proposed to consider and, if thought fit, approve the Proposed Change.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so desire.

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

NOTICE OF EGM



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 China Pharmaceutical Group Limited (the “**Company**”) will be held at Suite 3206, 32nd Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Thursday, 21 February 2013 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following, with or without modification, as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the effective registration with the Registrar of Companies of Hong Kong, the name of the Company be changed from:

China Pharmaceutical Group Limited
中國製藥集團有限公司

to

CSPC Pharmaceutical Group Limited
石藥集團有限公司.”

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

Hong Kong, 23 January 2013

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 such member. A proxy need not be a member of the Company but must attend the meeting in person to represent the appointor.
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.