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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 **CSPC PHARMACEUTICAL GROUP LIMITED**, you should at once hand this circular with the accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**CSPC**

**石藥集團有限公司**

**CSPC PHARMACEUTICAL GROUP LIMITED**

("the Company")

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1093)**

**PROPOSALS FOR  
ISSUE OF BONUS SHARES,  
GENERAL MANDATES TO BUY-BACK SHARES  
AND TO ISSUE SHARES AND MANDATE TO GRANT OPTIONS,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of CSPC Pharmaceutical Group Limited to be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Monday, 15 June 2020 at 10:00 a.m. is set out on pages 20 to 26 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a proxy form will not prevent you from attending and voting in person at the meeting should you so desire.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page ii of this document for measures being taken to try to prevent and control the spread of the Coronavirus at the Annual General Meeting, including:

- compulsory temperature checks
- compulsory wearing of face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

Hong Kong, 28 April 2020

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) Each attendee is required to wear face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The proxy form is attached to the Annual General Meeting Circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the “Investor Relations” section of the Company’s website at [www.cspc.com.hk](http://www.cspc.com.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the HKSCC), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the Company’s investor relations department as follows:

Investor Relations

Email: [ir@cspc.hk](mailto:ir@cspc.hk)

Tel: (852) 2802 3011

Fax: (852) 2802 4552

If Shareholders have any questions relating to the Annual General Meeting, please contact Tricor Secretaries Limited, the Company’s share registrar as follows:

Tricor Secretaries Limited

Level 54, Hopewell Centre

183 Queen’s Road East,

Hong Kong

E-mail: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

Tel: (852) 2980 1333

Fax: (852) 2810 8185

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## EXPECTED TIMETABLE

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2020

Latest time for lodging transfers for entitlement to the right to attend and vote at the Annual General Meeting	4:30 p.m. on Monday, 8 June
Book close period (both days inclusive)	From Tuesday, 9 June to Monday, 15 June
Proxy forms for the Annual General Meeting to be returned by	10:00 a.m. on Saturday, 13 June
Record date for determination of entitlement to the right to attend and vote at the Annual General Meeting	Monday, 15 June
Annual General Meeting	10:00 a.m. on Monday, 15 June
Publication of poll results announcement	Monday, 15 June
Register re-opens	Tuesday, 16 June
Latest date of dealing in Shares cum entitlements to the final dividend and the Bonus Shares Issue	Wednesday, 17 June
First date of dealing in Shares ex-entitlements to the final dividend and the Bonus Shares Issue	Thursday, 18 June
Latest time for lodging transfers for entitlements to the final dividend and the Bonus Shares Issue	4:30 p.m. on Friday, 19 June
Book close period (both days inclusive)	Monday, 22 June to Tuesday, 23 June
Record Date for determination of entitlements to the final dividend and the Bonus Shares Issue	Tuesday, 23 June
Register re-opens	Wednesday, 24 June
Despatch of dividend cheques and certificates for Bonus Shares	Friday, 3 July
First date of dealing in Bonus Shares	9:00 a.m. on Monday, 6 July

*Note: Dates and deadlines specified above are indicative only and may be varied by the Company. If trading of Shares on the Stock Exchange is interrupted due to a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons (as announced by the Government of the Hong Kong Special Administrative Region) and/or a black rainstorm warning, the record date or book close date (thus the ex-entitlement date) may need to be postponed. In such circumstance, the Company will publish an announcement on the revised timetable as soon as practicable.*

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Regus Business Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Monday, 15 June 2020 at 10:00 a.m., notice of which is set out on pages 20 to 26 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Share(s)”	the Share(s) proposed to be issued by way of bonus on the terms set out in this document
“Bonus Shares Issue”	issue of Bonus Shares
“Buy-back Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy-back during the period as set out in the Buy-back Resolution
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no. 6 of the notice of the Annual General Meeting
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	CSPC Pharmaceutical Group Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Latest Practicable Date”	21 April 2020, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Tuesday, 23 June 2020, being the date for determination of entitlements to the proposed final dividend and the Bonus Shares Issue
“Register”	the register of members of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company with no par value
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy-back by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Share Option Scheme”	a share option scheme adopted by the Shareholders effective on 9 December 2015
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong

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LETTER FROM THE BOARD

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**CSPC**

石藥集團有限公司

**CSPC PHARMACEUTICAL GROUP LIMITED**

(“the Company”)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1093)

*Executive Directors:*

CAI Dongchen (*Chairman and CEO*)  
ZHANG Cuilong (*Vice-Chairman and Rotating CEO*)  
WANG Zhenguo  
PAN Weidong  
WANG Huaiyu  
LU Hua  
LI Chunlei  
WANG Qingxi  
CHAK Kin Man

*Registered Office:*

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

*Non-executive Director:*

LEE Ka Sze, Carmelo

*Independent Non-executive Directors:*

CHAN Siu Keung, Leonard  
WANG Bo  
LO Yuk Lam  
YU Jinming  
CHEN Chuan

Hong Kong, 28 April 2020

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
ISSUE OF BONUS SHARES,  
GENERAL MANDATES TO BUY-BACK SHARES  
AND TO ISSUE SHARES AND MANDATE TO GRANT OPTIONS,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purposes of this circular are to provide you with information regarding the proposals for the Bonus Shares Issue, the generate mandates to buy-back Shares and to issue Shares,



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## LETTER FROM THE BOARD

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the mandate to grant options and the re-election of the retiring Directors, and to seek your approval at the Annual General Meeting in connection with, inter alia, such matters.

### ISSUE OF BONUS SHARES

As mentioned in the announcement of the Company dated 30 March 2020 regarding the annual results of the Company for the year ended 31 December 2019, the Board proposed a bonus issue of Shares to Shareholders on the basis of one Bonus Share for every five existing Shares held by Shareholders whose names appear on the Register on the Record Date. As at the Latest Practicable Date, no Shareholder whose address as shown in the Register is outside Hong Kong.

The Bonus Shares will rank *pari passu* in all respects with the Shares from their date of issue except that they will not be entitled to any dividend or distribution declared or recommended by the Company in respect of the financial year ended 31 December 2019.

The Bonus Shares Issue is non-renounceable. The total number of Bonus Shares to be issued to a Shareholder will be calculated on a pro-rata basis and will be rounded down to the nearest whole number if there is any fractional entitlement of the Bonus Shares. Fractional entitlements to the Bonus Shares will not be allotted to Shareholders and will be aggregated and sold and the sale proceeds, after deduction of the related expenses, will be retained by and for the benefit of the Company. The Bonus Shares arising from the Bonus Share Issue may be allotted in odd lot (i.e. less than a board lot of 2,000 Shares). The scale of the Bonus Share Issue is not significant and therefore no special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the Bonus Shares that may be issued in odd lots as a result of the Bonus Shares Issue.

As at the Latest Practicable Date, the number of Shares in issue was 6,236,338,403 Shares. On the basis of such figure and assuming there is no issue or buy-back of Shares prior to the Record Date, the number of Bonus Shares to be issued is 1,247,267,680 Shares.

The reason for the Bonus Shares Issue is to enable Shareholders to enjoy a pro-rata increase in the number of shares being held in the Company without incurring any costs. Although the price per Share on an ex-entitlement basis is expected to reduce proportionately and the Bonus Shares Issue is not expected to increase the Shareholders' proportionate equity interests in the Company, the Bonus Shares Issue will increase the number of Shares to be held by the Shareholders, which will afford them with more flexibility in managing their own investment portfolios such as giving them the opportunity to dispose of a portion of the Shares to realise a cash return to meet the individual Shareholder's financial needs or to make a capital gain under favourable market condition whilst at the same time choosing

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## **LETTER FROM THE BOARD**

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to hold the remaining portion of the Shares for long term investment to receive more cash dividend in future. In addition, as a result of the Bonus Share Issue, the total number of Shares in issue will increase and the trading price per Share and thus the trading price per board lot will theoretically reduce proportionately, and this may attract more investors to buy Shares on the Stock Exchange and would further enhance the liquidity of the Shares and broaden the shareholder base of the Company. Having considered the simple administrative procedures to be involved and comparatively low expenses to be incurred for the implementation of the Bonus Shares Issue (such as legal and administrative costs which is minimal), the Directors consider that the Bonus Shares Issue is an appropriate way of achieving the abovementioned purposes. The ratio of one for every five existing Shares was chosen in order to minimise the creation of fractional entitlements.

Taking into account the reasons and benefits of the Bonus Shares Issue stated above, the Directors consider that the Bonus Shares Issue is in the interests and for the benefits of Shareholders. The necessary resolution for the approval of the Bonus Shares Issue will be proposed at the Annual General Meeting.

### **CONDITIONS OF THE BONUS SHARES ISSUE**

The Bonus Shares Issue is conditional upon:

- (a) Shareholders approving resolution no.5 as set out in the notice of Annual General Meeting of the Company at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Bonus Shares.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining Shareholders who are entitled to attend and vote at the Annual General Meeting to be held on Monday, 15 June 2020, the Register will be closed from Tuesday, 9 June 2020 to Monday, 15 June 2020, both days inclusive, during which period no transfer of shares will be effected. All share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 June 2020.

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## LETTER FROM THE BOARD

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For the purpose of determining Shareholders who qualify for the proposed final dividend and the Bonus Shares Issue, the Register will be closed from Monday, 22 June 2020 to Tuesday, 23 June 2020, both dates inclusive, during which period no transfer of shares will be effected. All share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 19 June 2020.

### TRADING ARRANGEMENTS

Application has been made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Bonus Shares. Subject to the granting of listing of and permission to deal in the Bonus Shares on the Stock Exchange, the Bonus Shares to be issued by the Company will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which dealings in the Bonus Shares commence on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Settlement of transactions between members of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

The Bonus Shares will be traded in board lots of 2,000 Shares each. It is expected that certificates for the Bonus Shares will be posted to Shareholders on Friday, 3 July 2020 at their own risk and the first date of dealing in the Bonus Shares will commence at 9:00 a.m. on Monday, 6 July 2020.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of or permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

### GENERAL MANDATE TO BUY-BACK SHARES

At the annual general meeting of the Company held on 27 May 2019, a general mandate was given to the Directors to exercise the powers of the Company to buy-back Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. The Directors propose to seek your approval of the Buy-back Resolution to be proposed at

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## LETTER FROM THE BOARD

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the Annual General Meeting. An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Buy-back Proposal is set out in Appendix I hereto.

As at the Latest Practicable Date, the number of issued Shares is 6,236,338,403 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought-back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Resolution to buy-back a maximum of 623,633,840 Shares representing not more than 10% of the total number of issued Shares as at the date of passing the Buy-back Resolution.

### GENERAL MANDATE TO ISSUE SHARES

It will also be proposed at the Annual General Meeting an ordinary resolution granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 10% (rather than 20% as allowed under the Listing Rules) of the issued Shares as at the date of passing the resolution.

The Company acknowledges the concern of minority Shareholders with respect to possible dilution of their shareholding interests resulting from the exercise of the general mandate to issue Shares. Accordingly, the Board has proposed to limit the general mandate to 10% of the issued Shares (rather than 20% as allowed under the Listing Rules) as at the date of passing the resolution, and that any Shares to be allotted and issued pursuant to the general mandate shall not be at a discount of more than 10% (rather than 20% as allowed under the Listing Rules) of the Benchmarked Price (as referred to in resolution no. 7(e) of the notice of the Annual General Meeting) of such Shares. The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to issue Shares for flexibility in raising capital as and when needed.

### MANDATE TO GRANT OPTIONS

Under section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting or such approval expires at the conclusion of the next annual general meeting after the approval was given, allot new Shares or grant rights to subscribe for, or to convert any security into Shares in the company. Therefore, the Directors propose to seek the approval of the Shareholders at the Annual General Meeting to grant to the Directors an unconditional mandate to grant options under the Share Option Scheme, details of which are set out in ordinary resolution no.8 in the Notice of Annual General Meeting.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. CAI Dongchen, Mr. ZHANG Cuilong, Mr. WANG Zhenguo, Mr. PAN Weidong, Mr. WANG Huaiyu, Dr. LU Hua, Dr. LI Chunlei, Dr. WANG Qingxi and Mr. CHAK Kin Man and; the non-executive Director is Mr. LEE Ka Sze, Carmelo and the independent non-executive Directors are Mr. CHAN Siu Keung, Leonard, Mr. WANG Bo, Prof. LO Yuk Lam, Dr. YU Jinming and Mr. CHEN Chuan.

Pursuant to Article 101 of the Articles of Association, Mr. WANG Zhenguo, Mr. WANG Huaiyu, Dr. LU Hua, Mr. LEE Ka Sze, Carmelo and Mr. Chen Chuan shall retire by rotation from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Mr. CHEN Chuan was appointed as independent non-executive Director in 2016. He shall retire by rotation in accordance with the Articles of Association at the Annual General Meeting. During his tenure of office, Mr. CHEN had been able to fulfill all the requirements regarding independence of independent non-executive director and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. The Board is not aware of any foreseeable events that may occur and affect the independence of Mr. CHEN and believes that he is and will continue to be independent of the Company. The Board will continue to review the independence of Mr. CHEN annually.

Beside, during his tenure of office, Mr. CHEN had discharged his duties as independent non-executive Director to the satisfaction of the Board. Through exercising the scrutinizing and monitoring function of independent non-executive director, he had contributed to an upright and efficient Board for the interest of Shareholders. The Board is of the view that Mr. CHEN will continue to contribute to the Board with his comprehensive experience and knowledge in pharmaceutical industry..

In view of the above, the Board considers that the re-election of Mr. CHEN Chuan as independent non-executive Director is beneficial to the Board, the Company and the Shareholders as a whole. Separate resolution will be proposed at the Annual General Meeting to approve the re-election of Mr. CHEN as independent non-executive Director.

Having regard to the experience, skills and expertise as well as the overall board diversity of the Company, the nomination committee of the Company recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. WANG Zhenguo, Mr. WANG Huaiyu, Dr. LU Hua, Mr. LEE Ka Sze, Carmelo and Mr. Chen Chuan, stands for re-election as Director by way of separate resolution at the Annual General Meeting.

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## **LETTER FROM THE BOARD**

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Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 20 to 26 of this circular is the notice convening the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting, including re-election of Directors, and special business to be considered at the Annual General Meeting, being the ordinary resolutions proposed to approve the Bonus Shares Issue, Buy-back Proposal, the general mandate for Directors to issue new Shares and the mandate to grant options.

### **ACTION TO BE TAKEN**

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it 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 appointed for holding the Annual General Meeting. Completion and return of a proxy form will not prevent you from attending and voting in person at the meeting should you so desire.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that all the above-mentioned resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the notice of Annual General Meeting.

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

This appendix serves as an explanatory statement, as required by the Share Buy-back Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued Shares as at the date of the Buy-back Resolution.

This appendix also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

## **1. ISSUED SHARES**

As at the Latest Practicable Date, the number of issued Shares is 6,236,338,403 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought-back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Resolution to buy-back a maximum of 623,633,840 Shares representing not more than 10% of the issued Shares at the date of passing the Buy-back Resolution (subject to adjustment in the case of subdivision or consolidation of Shares).

## **2. REASONS FOR BUY-BACK**

The Directors believe that the Buy-back Proposal is in the best interests of the Company and its Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

Any buy-backs will only be funded out of funds of the Company legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Companies Ordinance provides that payment in respect of a Share buy-back may be made out of the Company's distributable profit and/or out of the proceeds of a new issue of Shares made for the purpose of the buy-back.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2019 in the event that the Buyback Proposal was to be carried out in full at any time during the



proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and for the month of April 2020 up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
April	16.48	14.68
May	15.28	12.52
June	12.88	11.22
July	14.28	12.16
August	16.52	11.66
September	16.68	14.10
October	20.60	15.38
November	21.80	17.34
December	18.90	16.72
<b>2020</b>		
January	19.68	17.22
February	20.50	17.04
March	19.26	13.12
April (Up to Latest Practicable Date)	17.20	14.46

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Proposal is approved by the Shareholders.

## **6. TAKEOVERS CODE**

If on the exercise of the power to buy-back Shares pursuant to the Buy-back Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. CAI Dongchen has personal interests in 87,538,000 Shares and is also deemed to be interested in 1,356,619,120 Shares through controlled corporations, representing approximately 23.16% of the issued Shares. Common Success International Limited ("CSIL"), a company ultimately beneficially owned as to 100% by over 150 management personnel of the Group and CSPC Holdings Company Limited ("CHL"), holds 375,206,414 Shares, representing approximately 6.02% of the issued Shares. Based on such shareholdings and in the event that the Directors exercised in full the power to buy-back Shares pursuant to the Buy-back Proposal, the interest of Mr. CAI Dong Chen would be increased to approximately 25.73% of the issued Shares, and the interest of CSIL would be increased to approximately 6.68% of the issued Shares.

If Mr. CAI Dongchen and CSIL are treated by the Securities and Future Commission ("SFC") to be acting in concert, and in the event that the Buy-back Proposal is exercised in full, an obligation to make a general offer to the Shareholders under Rules 26 and 32 of the Takeovers Code may arise. If they are not treated by the SFC to be acting in concert, the Directors are not aware of any general offer obligation under Rule 26 and 32 of the Takeovers Code may arise. The Directors have no present intention to exercise the power to buy back Shares pursuant to the Buy-back Proposal to such an extent as to result in takeover obligations. The Company will not buy-back Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

**7. SHARES BUY-BACK MADE BY THE COMPANY**

The Company had not bought-back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting in accordance with the Articles of Association:*

**Mr. WANG Zhenguo**, aged 50, was appointed as an executive Director in 2012. He is also a director of certain subsidiaries of the Group. Mr. WANG holds a bachelor's degree in chemistry from Nankai University and has extensive technical, marketing and management experience in the pharmaceutical industry.

Mr. WANG has entered into a service contract with the Company for a term of three years commencing from 1 April 2018 and his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. His director's fee is to be determined by the Board and to be authorised by the Shareholders at the annual general meeting with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Mr. WANG received remuneration of RMB6,090,000 for the year ended 31 December 2019.

Save as disclosed above, Mr. WANG (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. WANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. WANG Huaiyu**, aged 56, was appointed as an executive Director in 2010. He is also a director of certain subsidiaries of the Group. Mr. WANG holds a bachelor's degree in microbiology and biochemistry from Hebei University and has extensive technical and management experience in the pharmaceutical industry.

Mr. WANG has entered into a service contract with the Company for a term of three years commencing from 1 April 2018 and his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. His director's fee is to be determined by the Board and to be authorised by the Shareholders at the annual general meeting with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Mr. WANG received remuneration of RMB3,890,000 for the year ended 31 December 2019.

Save as disclosed above, Mr. WANG (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. WANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

**Dr. LU Hua**, aged 48, was appointed as an executive Director in 2015. He is also a director of certain subsidiaries of the Group. Dr. LU holds a bachelor's degree in science (chemistry) from Hebei Normal University, a master's degree in engineering (pharmaceutical manufacturing) from Beijing University of Chemical Technology, an EMBA from Tsinghua University and a doctorate in engineering (pharmaceutical manufacturing) from Tianjin University. Dr. LU has extensive experience in pharmaceutical engineering, production management and technical research.

Dr. LU has entered into a service contract with the Company for a term of three years commencing from 7 September 2018 and his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. His director's fee is to be determined by the Board and to be authorised by the Shareholders at the annual general meeting with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Dr. LU received remuneration of RMB3,186,000 for the year ended 31 December 2019.

Save as disclosed above, Dr. LU (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Dr. LU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. LEE Ka Sze, Carmelo**, aged 59, was appointed as a non-executive Director in 1996, re-designated as an independent non-executive Director in 1998 and further re-designated as a non-executive Director in 2004. Mr. Lee is also a member of the Audit Committee and Remuneration Committee and the Company Secretary of the Company. Mr. Lee holds a bachelor of laws degree from The University of Hong Kong and is a practising solicitor and a partner of Woo, Kwan, Lee & Lo.

Mr. Lee is a non-executive director of Safety Godown Company Limited and Playmates Holdings Limited and an independent non-executive director of Esprit Holdings Limited, KWG Group Holdings Limited and China Pacific Insurance (Group) Co., Ltd., all these companies are listed on the Stock Exchange. He was a non-executive director of Yugang International Limited until April 2019, Hopewell Holdings Limited until May 2019 and Termbray Industries International (Holdings) Limited until September 2019.

Mr. Lee is a chairman of The Listing Review Committee of The Stock Exchange of Hong Kong Limited, a convenor cum member of the Financial Reporting Review Panel of the Financial Reporting Council, a chairman of the Appeal Tribunal Panel constituted under the Buildings Ordinance and a member of the InnoHK Steering Committee.

Mr. LEE has entered into a service contract with the Company for a term of three years commencing from 1 January 2018 and his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. His director's fee is to be determined by the Board and to be authorised by the Shareholders at the annual general meeting with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Mr. LEE received a director's fee of HK\$380,000 for the year ended 31 December 2019.

Save as disclosed above, Mr. LEE (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. LEE has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. CHEN Chuan**, aged 56, was appointed as an independent non-executive Director in 2016. Mr. CHEN holds a bachelor's degree in medicine from Norman Bethune University of Medical Science and a master's degree in science from Albert Einstein College of Medicine at Yeshiva University.

Mr. CHEN is also a director of Beijing Dong Fang Ming Kang Medical Equipment Co., Ltd. (quoted on the National Equities Exchange and Quotations System), a director of Shanghai Benemae Pharmaceutical Corporation (quoted on the National Equities Exchange and Quotations System) and an independent director of Guangxi Liuzhou Pharmaceutical Co., Ltd. (listed on Shanghai Stock Exchange).

Mr. CHEN has entered into a service contract with the Company for a term of three years commencing from 6 June 2019 and his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. His director's fee is to be determined by the Board and to be authorised by the Shareholders at the annual general meeting with reference to his performance and responsibilities, performance of the Group and prevailing market practices. Mr. CHEN received a director's fee of HK\$120,000 for the year ended 31 December 2019.

Save as disclosed above, Mr. CHEN (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholders or controlling Shareholders or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. CHEN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**CSPC**

**石藥集團有限公司**

**CSPC PHARMACEUTICAL GROUP LIMITED**

(“the Company”)

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1093)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting 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 Monday, 15 June 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2019;
2. To declare a final dividend of HK20 cents per share for the year ended 31 December 2019;
3. (a) To re-elect the following directors:
  - (i) Mr. WANG Zhenguo as an executive director;
  - (ii) Mr. WANG Huaiyu as an executive director;
  - (iii) Dr. LU Hua as an executive director;
  - (iv) Mr. LEE Ka Sze, Carmelo as a non-executive director; and
  - (v) Mr. CHEN Chuan as an independent non-executive director.
- (b) To authorize the board of directors to fix the remuneration of directors;
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix the remuneration of auditor.



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## NOTICE OF ANNUAL GENERAL MEETING

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5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the new shares of the Company to be issued pursuant to this resolution, and upon the recommendation of the directors of the Company, such number of shares of the Company (the “Bonus Share(s)”) which is equal to 20 per cent of the total number of issued shares of the Company on 23 June 2020 be allotted and issued without consideration to and among the shareholders of the Company whose names appear on the register of members of the Company on 23 June 2020 on the basis of one Bonus Share for every five issued shares in the Company held by such shareholders of the Company on such date, and that the Bonus Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued shares in the Company except that they will not be entitled to participate in any dividend or distribution declared or recommended by the Company in respect of the financial year ended 31 December 2019, and that the directors of the Company be and are hereby authorised to deal with any fractions arising from the distribution by the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company, and further that the directors of the Company be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of shares of the Company which the directors of the Company are authorised to buy-back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants, bonds and debentures of the Company or any securities which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly;
- (d) any shares of the Company of to be allotted and issued (whether for cash or otherwise) pursuant to the mandate in paragraph(a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price of issued shares of the Company; and
- (e) for the purpose of this resolution, “Benchmarked Price” means the price which is the higher of:
  - (i) the closing price of the shares of the Company as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of shares of the Company; or
  - (ii) the average closing price as quoted on the Stock Exchange of the shares Of the Company for the 5 trading days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company, (B) of the agreement involving the relevant proposed issue of shares of the Company and (C) on which the price of the shares of the Company that are proposed to be issued is fixed.
- (d) for the purpose of this resolution,

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

  - (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares (including bonds, warrants and debentures convertible into shares of the Company) open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

8. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms and conditions of the share option scheme adopted by the shareholders of the Company effective on 9 December 2015 (the “Share Option Scheme”), a mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to grant options to subscribe for shares of the Company and/or to make or grant offers of options under the Share Option Scheme that would or might require shares of the Company to be allotted and/or options to be granted under the Share Option Scheme provided that the total number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted upon the exercise of all options granted or to be granted under the Share Option Scheme shall not exceed 10% of the total number of shares of the Company in issue as at the date of adoption of the Share Option Scheme (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution);

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to grant options and/or make offers of options under the Share Option Scheme which would or might require shares of the Company to be allotted and/or options to be granted under the Share Option Scheme after the end of the Relevant Period;

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

Hong Kong, 28 April 2020

*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 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 meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 9 June 2020 to Monday, 15 June 2020, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the annual general meeting to be held on Monday, 15 June 2020, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 8 June 2020.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Monday, 22 June 2020 to Tuesday, 23 June 2020, both days inclusive, during which period no transfer of shares Company will be effected. In order to qualify for the proposed final dividend and the issue of Bonus Shares, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 19 June 2020.
5. If item no. 2 in this notice is approved, the final dividend will be payable on Friday, 3 July 2020 to the shareholders of the Company entitled thereto. If item no. 5 in this notice is approved, the share certificates for the Bonus Shares will be despatched on the same day to the shareholders of the Company entitled thereto.
6. With regard to item no. 3 in this notice, the Board proposes that the retiring directors, namely Mr. WANG Zhenguo, Mr. WANG Huaiyu, Dr. LU Hua, Mr. LEE Ka Sze, Carmelo and Mr. Chen Chuan be re-elected as directors of the Company. Details of such retiring directors are set out in Appendix II to the circular to Shareholders dated 28 April 2020.
7. All votes of Shareholders at the general meeting 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.

*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. LU Hua, Dr. LI Chunlei, Dr. WANG Qingxi and Mr. CHAK Kin Man as executive directors; Mr. LEE Ka Sze, Carmelo as non-executive director; and Mr. CHAN Siu Keung, Leonard, Mr. WANG Bo, Prof. LO Yuk Lam, Dr. YU Jinming and Mr. CHEN Chuan as independent non-executive directors.*