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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)

**PROPOSAL FOR ISSUE OF BONUS SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary 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, 12 October 2020 at 10:00 a.m. is set out on pages 11 to 12 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. In calculating such 48 hours, no account is to be taken of any part of the day that is a public holiday. 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 EXTRAORDINARY 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 Extraordinary 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 Extraordinary General Meeting venue. All attendees are required to wear face masks and the Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the proposed ordinary resolution at the Extraordinary General Meeting as an alternative to attending the Extraordinary General Meeting in person.

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PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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 Extraordinary 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 Extraordinary General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Extraordinary General Meeting venue or be required to leave the Extraordinary General Meeting venue.
- (ii) Each attendee is required to wear face masks inside the Extraordinary 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 Extraordinary General Meeting venue or require any person to leave the Extraordinary General Meeting venue in order to ensure the safety of the attendees at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting as their proxy to vote on the proposed ordinary resolution at the Extraordinary General Meeting instead of attending the Extraordinary General Meeting in person.

The proxy form is attached to this 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. 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.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

If Shareholders choosing not to attend the Extraordinary General Meeting in person have any questions about the proposed ordinary resolution, 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

Tel: (852) 2802 3011

Fax: (852) 2802 4552

If Shareholders have any questions relating to the Extraordinary 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

Tel: (852) 2980 1333

Fax: (852) 2810 8185

EXPECTED TIMETABLE

2020

Latest time for lodging transfers for entitlement to the right to attend and vote at the Extraordinary General Meeting	4:30 p.m. on Tuesday, 6 October
Book close period (both days inclusive)	Wednesday, 7 October to Monday, 12 October
Proxy forms for the Extraordinary General Meeting to be returned by	10:00 a.m. on Friday, 9 October
Record date for determination of entitlement to the right to attend and vote at the Extraordinary General Meeting	Monday, 12 October
Extraordinary General Meeting	10:00 a.m. on Monday, 12 October
Publication of poll results announcement	Monday, 12 October
Register re-opens	Tuesday, 13 October
Latest date of dealing in Shares cum entitlements to the Bonus Shares Issue	Wednesday, 14 October
First date of dealing in Shares ex-entitlements to the Bonus Shares Issue	Thursday, 15 October
Latest time for lodging transfers for entitlements to the Bonus Shares Issue	4:30 p.m. on Friday, 16 October
Book close period (both days inclusive)	Monday, 19 October to Wednesday, 21 October
Record Date for determination of entitlements to the Bonus Shares Issue	Wednesday, 21 October
Register re-opens	Thursday, 22 October

EXPECTED TIMETABLE

2020

Despatch of certificates for Bonus Shares

Thursday, 29 October

First date of dealing in Bonus Shares

9:00 a.m. on Friday, 30 October

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.

DEFINITIONS

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

“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 circular
“Bonus Shares Issue”	issue of Bonus Shares
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	CSPC Pharmaceutical Group Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary 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, 12 October 2020 at 10:00 a.m., notice of which is set out on pages 11 to 12 of this circular
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	18 September 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
“Non-Qualifying Overseas Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making relevant enquiries, consider necessary or expedient to be excluded from the Bonus Shares Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place

DEFINITIONS

“Overseas Shareholder(s)”	holder(s) of Shares whose addresses as shown in the Register on the Record Date are outside Hong Kong
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear in the Register on the Record Date, other than the Non-Qualifying Overseas Shareholder(s)
“Record Date”	Wednesday, 21 October 2020, being the date for determination of entitlements to 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
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong

LETTER FROM THE BOARD



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*)
PAN Weidong
WANG Zhenguo
WANG Huaiyu
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, 23 September 2020

To the Shareholders,

Dear Sir or Madam,

**PROPOSAL FOR ISSUE OF BONUS SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 August 2020 regarding the interim results of the Company for the six months ended 30 June 2020, in which the Company announced that the Board proposed a Bonus Shares Issue.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the proposal for the Bonus Shares Issue, and to seek your approval at the Extraordinary General Meeting in connection with the Bonus Shares Issue.

ISSUE OF BONUS SHARES

Subject to the fulfillment of the conditions as set out under the section headed “Conditions of the Bonus Shares Issue” below, the Bonus Shares will be issued on the basis of three Bonus Shares for every five existing Shares on the Record Date.

The Bonus Shares will rank *pari passu* in all respects with the Shares from their date of issue, including the entitlement to dividends and other distributions the record date for which is on or after the date of allotment and issue of the Bonus Shares.

The Bonus Shares Issue is non-renounceable. The total number of Bonus Shares to be issued to a Qualifying 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 Qualifying Shareholders and will be aggregated and sold for the benefit of the Company. The Bonus Shares arising from the Bonus Shares Issue may be allotted in odd lot (i.e. less than a board lot of 2,000 Shares). As the number of Bonus Shares to be issued is only equal to approximately 60 per cent of the total number of issued Shares as at the Latest Practicable Date, the scale of the Bonus Shares Issue is considered 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 7,483,606,083 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 4,490,163,649 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 to hold the remaining portion of the Shares for long term investment to receive more cash

LETTER FROM THE BOARD

dividend in future. In addition, as a result of the Bonus Shares 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 Directors also consider that the ratio of three for every five existing Shares would be sufficient to achieve the purpose of encouraging trading of the Shares by reducing the value of each board lot.

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 Extraordinary General Meeting.

OVERSEAS SHAREHOLDERS

As at the Latest Practicable Date, no Shareholder whose address as shown in the Register is outside Hong Kong.

Should there be any Overseas Shareholders whose addresses as shown in the Register on the Record Date are outside Hong Kong, the Board will seek further advice from foreign legal counsel pursuant to Rule 13.36(2)(a) of the Listing Rules as to the legal restrictions under the laws of the relevant overseas jurisdiction and the requirements of any relevant regulatory body or stock exchange for the issue of the Bonus Shares to those Overseas Shareholders. If, after seeking such advice from foreign legal counsel, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant jurisdiction or any requirement of the relevant regulatory body or stock exchange in that jurisdiction, not to offer the Bonus Shares to that/those Overseas Shareholder(s), the Bonus Shares Issue will not be extended to such Non-Qualifying Overseas Shareholder(s) and no Bonus Shares will be allotted to him/her/it/them.

Arrangements will be made for the Bonus Shares which would otherwise have been allotted to the Non-Qualifying Overseas Shareholder(s) to be sold in the market as soon as practicable after dealings in the Bonus Shares commence on the Stock Exchange, if a premium (net of expenses) can be obtained. The proceeds of each sale in excess of HK\$100, less expenses, will be distributed by the Company to the relevant Non-Qualifying

LETTER FROM THE BOARD

Overseas Shareholder(s) pro rata to their shareholdings in the Company on the Record Date in Hong Kong dollars and remittances therefore will be posted to them, at their own risk. The Company will retain individual amounts of less than HK\$100 for the benefit of the Company. The details contained in this circular in relation to Bonus Shares Issue is provided for the Non-Qualifying Shareholders for information only.

CONDITIONS OF THE BONUS SHARES ISSUE

The Bonus Shares Issue is conditional upon:

- (a) Shareholders approving the ordinary resolution as set out in the notice of Extraordinary General Meeting of the Company at the Extraordinary 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 Extraordinary General Meeting to be held on Monday, 12 October 2020, the Register will be closed from Wednesday, 7 October 2020 to Monday, 12 October 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 Tuesday, 6 October 2020.

For the purpose of determining Shareholders who qualify for the Bonus Shares Issue, the Register will be closed from Monday, 19 October 2020 to Wednesday, 21 October 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, 16 October 2020.

LETTER FROM THE BOARD

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 the Qualifying Shareholders on Thursday, 29 October 2020 at their own risk and the first date of dealing in the Bonus Shares will commence at 9:00 a.m. on Friday, 30 October 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.

EXTRAORDINARY GENERAL MEETING

Set out on pages 11 to 12 of this circular is the notice convening the Extraordinary General Meeting.

At the Extraordinary General Meeting, an ordinary resolution will be proposed for the consideration and, if thought fit, approval by the Shareholders of the Bonus Shares Issue.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

A proxy form for use at the Extraordinary General Meeting is enclosed herein. Whether or not you intend to attend the Extraordinary 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 Extraordinary 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. In calculating such 48 hours, no account is to be taken of any part of the day that is a public holiday.

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.

RECOMMENDATION

The Directors believe that the Bonus Shares Issue is in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolution to be proposed at the Extraordinary General Meeting regarding the Bonus Shares Issue.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary 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, 12 October 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following as an ordinary resolution of the Company:

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 approximately 60 per cent of the total number of issued shares of the Company on 21 October 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 21 October 2020 on the basis of three Bonus Shares 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, including the entitlement to dividends and other distributions the record date for which is on or after the date of allotment and issue of the Bonus Shares, 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

of the Bonus Shares (including the sale of any Bonus Shares arising from any fractional entitlement of shareholder(s) or which would otherwise have been allotted to the Non-Qualifying Overseas Shareholder(s) (as defined in the circular of the Company dated 23 September 2020)).”

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

Hong Kong, 23 September 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. In calculating such 48 hours, no account is to be taken of any part of the day that is a public holiday.
3. The register of members of the Company will be closed from Wednesday, 7 October 2020 to Monday, 12 October 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 extraordinary general meeting to be held on Monday, 12 October 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 Tuesday, 6 October 2020.
4. The register of members of the Company will be closed from Monday, 19 October 2020 to Wednesday, 21 October 2020, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for 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, 16 October 2020.
5. If the resolution in this notice is approved, the share certificates for the Bonus Shares will be despatched on the Thursday, 29 October 2020 to the shareholders of the Company entitled thereto.
6. 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. PAN Weidong, Mr. WANG Zhenguo, Mr. WANG Huaiyu, 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.