



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)

**Proxy Form for use at the Extraordinary General Meeting to be held
on Friday, 5 March 2021 at 10:00 a.m. (and at any adjournment thereof)**

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares of **CSPC PHARMACEUTICAL GROUP LIMITED**
(the “Company”) HEREBY APPOINT (note 3) _____
of _____
or failing him _____
of _____
or failing him, the Chairman of the meeting to act as my/our proxy to attend and, in the event of a poll, vote for me/us at 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 Friday, 5 March 2021 at 10:00 a.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated 8 February 2021 (the “Circular”).

ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)
1.	To consider and approve the Proposed Domestic Issue and the Specific Mandate: “THAT subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised and granted the Specific Mandate to allot, issue and deal with up to 1,330,418,859 RMB Shares as may be issued under the Proposed Domestic Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the Proposed Domestic Issue and the Specific Mandate” in the Circular), provided that the Specific Mandate shall be in addition to and shall not prejudice or revoke the existing general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 15 June 2020.”		
2.	To consider and approve the authorisation to the Board to exercise full powers to deal with matters relating to the Proposed Domestic Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorisation to the Board to Exercise Full Powers to Deal with Matters Relating to the Proposed Domestic Issue” in the Circular).		
3.	To consider and approve the plan for distribution of profits accumulated before the Proposed Domestic Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the Proposed Domestic Issue” in the Circular).		
4.	To consider and approve the policy for stabilisation of the price of the RMB Shares for the three years after the Proposed Domestic Issue in the form as set forth in Appendix I to the Circular.		
5.	To consider and approve the profits distribution policy and the dividend return plan for the three years after the Proposed Domestic Issue in the form as set forth in Appendix II to the Circular.		
6.	To consider and approve the use of proceeds from the Proposed Domestic Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the Proposed Domestic Issue” in the Circular).		
7.	To consider and approve the remedial measures for the potential dilution of immediate returns by the Proposed Domestic Issue in the form as set forth in Appendix III to the Circular.		
8.	To consider and approve the undertakings and the corresponding binding measures in connection with the Proposed Domestic Issue.		
9.	To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix V to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.		

ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)
10.	To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.		
11.	(i) To re-elect Dr. Jiang Hao as an executive Director.		
	(ii) To re-elect Prof. Wang Hongguang as an independent non-executive Director.		
	(iii) To re-elect Mr. Au Chun Kwok Alan as an independent non-executive Director.		
SPECIAL RESOLUTION		For (note 4)	Against (note 4)
12.	To consider and approve the amendments to the Articles of Association: “THAT subject to and conditional upon the passing of ordinary resolution numbered “1” above: (1) the amendments to the Articles of Association as set forth in Appendix IV to the Circular be and are hereby approved; (2) the new articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “B” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and (3) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the resolutions above.”		

Dated _____ 2021 Shareholder's signature (note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
- If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such 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.
- 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.
- Any alterations made in this form should be initialled by the person who signs it.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Secretaries Limited.