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華潤醫藥集團有限公司

China Resources Pharmaceutical Group Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3320)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of China Resources Pharmaceutical Group Limited (the “**Company**”) will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 12 December 2017 at 10:00 a.m. for the following purposes. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 23 November 2017 (the “**Circular**”).

1. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the Share Option Scheme of the Company (for which the Scheme Rules are produced to this EGM and initialled by the chairman of this EGM for the purpose of identification, and summarised in the Circular) be and is hereby approved and adopted and any Director be and is hereby authorized to enter into all such transactions, arrangements and agreements, to approve and execute all documents, instruments and agreements and to do all such acts and things as he/she may consider necessary, appropriate or expedient to give full effect to the Share Option Scheme, including but not limited to:

- (a) manage, amend and interpret the Share Option Scheme and grant Share Options under the Share Option Scheme;

- (b) authorize the Remuneration Committee to review the list of Incentive Targets under the Share Option Scheme and monitor the implementation of the Share Option Scheme in compliance with the relevant laws and regulations, the Listing Rules and other applicable rules;
- (c) authorize the Board from time to time issue and allot the number of Shares that may fall to be issued upon exercise of the Share Options under the Share Option Scheme;
- (d) apply to the SASAC for the approval of the Share Option Scheme;
- (e) apply to the Stock Exchange for listing and trading of any or part of the Shares that may be issued and allotted from time to time upon exercise of the Share Options under the Share Option Scheme as and when appropriate; and
- (f) all prior acts or measures taken by any Director, member of management and agent for and on behalf of the Company in connection with the Share Option Scheme and/or to give effect to the foregoing resolutions, the execution, performance and delivery of all related documents for and on behalf of the Company and all steps taken which he/she considered necessary, appropriate or expedient be and are hereby confirmed, ratified and approved in all respects.”

2. To re-elect Mdm. SHING Mo Han Yvonne as an independent non-executive Director.

By Order of the Board
China Resources Pharmaceutical Group Limited
LO Chi Lik, Peter
Company Secretary

Hong Kong, 23 November 2017

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
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 thereof, must be lodged with the registered office of the Company at 41/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Return of the proxy form will not preclude any member of the Company from attending and voting at the EGM if such member so wishes, and in such event, the proxy form will be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 7 December 2017 to Tuesday, 12 December 2017, both days inclusive, during which no transfer of Shares will be effected. In order to ascertain Shareholders' rights for the purpose of attending and voting at the EGM, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 6 December 2017 for registration.
4. With regard to item no. 1 in this notice, a summary of the principal terms of the Share Option Scheme is set out in Appendix I to the Circular.

As of the date of this announcement, the Board comprises Mr. FU Yuning as chairman and non-executive Director, Mr. WANG Chuncheng, Mr. SONG Qing and Mr. LI Guohui as executive Directors, Mr. CHEN Rong, Mr. YU Zhongliang, Mr. WANG Chenyang and Ms. WANG Jing as non-executive Directors, Mdm. SHING Mo Han Yvonne, Mr. KWOK Kin Fun, Mr. FU Tingmei and Mr. ZHANG Kejian as independent non-executive Directors.