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康臣藥業集團有限公司  
CONSUN PHARMACEUTICAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1681)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Consun Pharmaceutical Group Limited (the “Company”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on 19 July 2016 at 10:00 a.m. to consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (i) the equity transfer agreement dated 23 November 2015 (the “**Fourth Round Equity Transfer Agreement**”) (a copy of which has been produced at the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) entered into between 廣州康臣藥業有限公司(Guangzhou Consun Pharmaceutical Company Limited\*), a wholly-owned subsidiary of the Company established in the PRC (the “**Subsidiary**”), as purchaser and Shenzhen Branch of 賽沃特(北京)科技有限公司深圳分公司 (SaiWoTe (Beijing) Technology Company Limited\*), a limited company incorporated in the PRC (“**SaiWoTe**”), as vendor, in respect of the acquisition of approximately 5.76% equity interest in 廣西玉林製藥集團有限責任公司(Guangxi Yulin Pharmaceutical Group Co., Ltd.\*) from SaiWoTe by the Subsidiary (the “**Fourth Round Acquisition**”) at a consideration of RMB69,361,000 be settled in accordance with the terms under the Fourth Round Equity Transfer Agreement; (ii) the agreement dated 23 November 2015 (the “**Second Three-party Agreement**”) (a copy of which has been produced at the Meeting and marked “B” and initialed by the chairman of the Meeting for the purpose of identification) entered into between the Subsidiary, SaiWoTe and the Agent, in respect of the offsetting of the consideration of equity transfer in respect of the Fourth Round Acquisition; (iii) the transactions contemplated under the Fourth Round Equity Transfer Agreement and the Second Three-party Agreement be and are hereby approved, confirmed and ratified; and (iv) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including affixing the Company’s seal, where applicable, which in his/their opinion may be necessary or expedient to give effect to the terms of the Fourth Round Equity Transfer Agreement or any of the transactions contemplated under the Fourth Round Equity Transfer Agreement.”

Yours faithfully,  
By order of the Board  
Consun Pharmaceutical Group Limited  
AN Yubao  
Chairman

Hong Kong  
30 June 2016

*Registered office:*  
Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place  
of business in the PRC:*  
71, Dongpeng Avenue  
Eastern section, Guangzhou Economic  
and Technological Development District  
Guangzhou, PRC

*Notes:*

- 1 A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
- 2 In order to be valid, a 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 at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 3 In order to ascertain the entitlement of members of the Company to attend and vote at the EGM, the register of members of the Company will be closed from 14 July 2016 (Thursday) to 19 July 2016 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 13 July 2016 (Wednesday).
- 4 According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the EGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the date hereof, the Board comprises Mr. AN Yubao, Ms. LI Qian and Professor ZHU Quan as executive Directors; Mr. WANG Shunlong and Mr. LIN Sheng as non-executive Directors; Mr. SU Yuanfu, Mr. FENG Zhongshi and Ms. CHENG Xinxin as independent non-executive Directors.

\* *For identification purposes only*