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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 (“EGM”) of Consun Pharmaceutical Group Limited (“Company”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 11 April 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as resolutions of the Company:

SPECIAL RESOLUTION

1. “THAT

- (a) the share buy-back agreement dated 6 February 2016 (“Share Buy-back Agreement”) entered into between First Kind International Limited (“First Kind”) and the Company in relation to the proposed buy-back (“Share Buy-back”) of 146,140,200 ordinary shares of HK\$0.10 each (“Buy-back Shares”) in the issued share capital of the Company by the Company from First Kind at the proposed total consideration of HK\$560,739,947.40 (a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby confirmed, approved and ratified;
- (b) the Share Buy-back and the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and
- (c) the directors of the Company (“Directors”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Buy-back Agreement and the transactions contemplated thereunder.

ORDINARY RESOLUTIONS

2. “THAT the terms of the waiver pursuant to Note 1 to the Notes on the Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (“Whitewash Waiver”) in respect of the obligation of Mr. An Yubao, Ms. Li Qian, Mr. Young Wai Po, Peter and parties acting in concert with each of them (“Concert Group”) to make a mandatory general offer for all the shares of the Company not already owned or agreed to be acquired by the Concert Group which would otherwise arise as a result of the Share Buy-back be and are hereby approved and the Directors be and

are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to any matters relating to the same; and

3. Conditional upon the completion of the Share Buy-back Agreement, the Directors be and are authorised to distribute a special dividend of HK\$0.1 per share of the company and to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to any matters relating to the same.”

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

Hong Kong, 20 March 2017

Registered office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal office in the PRC:

71, Dongpeng Avenue
Eastern section, Guangzhou Economic
and Technological Development District
Guangzhou, PRC

Notes:

1. For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the EGM, the Register of Members of the Company will be closed from Thursday, 6 April 2017 to Tuesday, 11 April 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 5 April 2017.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company but must be present in person to represent the member.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person, or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjournment thereof, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first in the register of members of the Company in respect of such joint holding.
5. The resolutions set out in the notice will be decided by poll at the EGM.

As at the date of this notice, 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.