
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, 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 **Consun Pharmaceutical Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**(1) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION FOR THE PAPERLESS LISTING
REGIME AND ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
(2) NOTICE OF EGM**

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held with the combination of a physical meeting at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong and an online virtual meeting on Thursday, 12 December 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

This circular, the aforesaid notice convening the EGM and a form of proxy for use at the EGM are made available on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.chinaconsun.com. Whether or not you intend to attend the EGM in person or via online platform, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Hong Kong, 20 November 2024

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Consun Pharmaceutical Group Limited, an exempted company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1681)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held by the Company for the Shareholders with the combination of a physical meeting at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong and an online virtual meeting on Thursday, 12 December 2024 at 10:00 a.m., to consider and, if thought fit, approve, amongst others, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, or where the context so admits, any adjournment thereof
“Existing Memorandum and Articles of Association”	the existing memorandum and articles of association of the Company in force
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the EGM
“Paperless Listing Regime”	the latest regulatory requirements regarding the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023

DEFINITIONS

“Previous EGM”	the extraordinary general meeting of the Company held on 31 May 2024
“Proposed Amendments”	proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix I to this circular
“Share(s)”	ordinary share(s) of HK\$0.1 each (or of such other nominal amount as shall result from a sub-division, reduction, a consolidation, reclassification or reconstruction of such shares from time to time) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. An Meng (*Chairman*)

Professor Zhu Quan

Non-executive Director:

Dr. Zhang Lihua

Independent Non-executive Directors:

Mr. Feng Zhongshi

Ms. Chen Yujun

Professor Li Yikai

Registered office:

Windward 3

Regatta Office Park

PO 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

20 November 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION FOR THE PAPERLESS LISTING
REGIME AND ADOPTION OF THE NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
(2) NOTICE OF EGM**

1. INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the EGM regarding, among other things, the proposed amendments to the Existing Memorandum and Articles of Association to comply with the Paperless Listing Regime, and to give you notice of the EGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION FOR THE PAPERLESS LISTING REGIME AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

References are made to the announcement of the Company dated 28 March 2024 and the circular of the Company dated 7 May 2024 in relation to, among other things, the Previous EGM at which, among others, a special resolution was proposed to approve the Proposed Amendments to the Existing Memorandum and Articles of Association to comply with the Paperless Listing Regime and adopt the second amended and restated memorandum and articles of association of the Company. However, as disclosed in the poll results announcement of the Company dated 31 May 2024, the relevant special resolution was not passed and therefore, the second amended and restated memorandum and articles of association of the Company were not adopted.

In order of the above and to align with the Paperless Listing Regime and incorporate certain housekeeping amendments, the Board proposes again to make the Proposed Amendments to the Existing Memorandum and Articles of Association and adopt the New Memorandum and Articles of Association which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association in their entirety.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix I to this circular and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM.

3. EGM

A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution(s) to be put forward at the EGM.

At the EGM, a special resolution will be proposed to the Shareholders to be considered to approve the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to attend the EGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

In addition to physical attendance at the EGM, you may also opt to attend the EGM via online platform by visiting the website at https://meetings.computershare.com/CPGL_202412EGM. For details, please refer to the notice of the EGM set out in this circular.

4. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 79 of the Articles, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. CLOSURE OF REGISTER OF MEMBERS FOR EGM

For the purpose of determining the Shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 9 December 2024 to Thursday, 12 December 2024 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 6 December 2024.

6. RESPONSIBILITY STATEMENT

This circular, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant special resolution to be proposed at the EGM.

8. GENERAL

Your attention is drawn to the additional information set out in appendix to this circular.

Yours faithfully,
By Order of the Board
Consun Pharmaceutical Group Limited
An Meng
Chairman

The following is the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles of Association.

Note: The New Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Clause No.	Provisions in the New Memorandum and Articles of Association (showing changes to the existing Articles of Association and parts without changes in the following provisions are shown in "...")
Cover Page	<p><u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF Consun Pharmaceutical Group Limited 康臣藥業集團有限公司 (as adopted by a Special Resolution passed on <u>12 December 2024</u>)</p>
Title of the memorandum of association	<p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF Consun Pharmaceutical Group Limited 康臣藥業集團有限公司 (the "Company") (adopted by a Special Resolution passed on <u>12 December 2024</u>)</p>
Title of the articles of association	<p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Consun Pharmaceutical Group Limited 康臣藥業集團有限公司 (adopted by a Special Resolution passed on <u>12 December 2024</u>)</p>

**Provisions in the New Memorandum and Articles of Association
(showing changes to the existing Articles of Association and parts
without changes in the following provisions are shown in "...")**

1 (b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

...

“corporate communication” has the meaning given to it in the Listing Rules;

...

In these Articles of Association, unless there be something in the subject or context inconsistent herewith:

(i) ...

(ii) ...

(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere;

(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; and

Provisions in the New Memorandum and Articles of Association (showing changes to the existing Articles of Association and parts without changes in the following provisions are shown in "...")

Clause No.

- (v) references to writing shall, unless the contrary intention appears, be construed as including without limitation printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Shareholder's election comply with all applicable laws, rules and regulations.
- (c) ...
- 175 (a) ...
- (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post or in any manner in which notices and documents may be sent to Shareholders as provided in these Articles, together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.
- (c) ...

**Provisions in the New Memorandum and Articles of Association
(showing changes to the existing Articles of Association and parts
without changes in the following provisions are shown in "...")**

180.
(A)

- (i) Any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.
- (ii) Any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means (including but not limited to electronic means) as permitted by the Companies Act and the Listing Rules or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, any corporate communication may be served or delivered by the Company to any Shareholder by (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the HK Stock Exchange's website.
- (iii) ...

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A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through electronic means or the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the electronic address or the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic address or address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.

NOTICE OF EGM



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 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Thursday, 12 December 2024, at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution a special resolution of the Company:

1. “**THAT** (a) the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) as set out in the circular of the Company dated 20 November 2024 (the “**Circular**”) be approved and the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) which incorporate all of the Proposed Amendments, be adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the EGM; and (b) any one Director, registered office provider or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he shall, in his absolute discretion, deem necessary, desirable or expedient in connection with the implementation of or giving effect to the aforesaid amendments to the Existing Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association, and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

Yours faithfully,

By Order of the Board

Consun Pharmaceutical Group Limited

An Meng

Chairman

Hong Kong, 20 November 2024

NOTICE OF EGM

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters in the PRC:

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

Principal place of business in Hong Kong:

22nd Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM (or at any adjournment thereof) 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 9 December 2024 to Thursday, 12 December 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 6 December 2024.
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.
5. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not a Shareholder is able to attend the EGM, he/she is requested to complete the form of proxy in accordance with the instructions printed thereon and return the same together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

NOTICE OF EGM

6. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person or via online platform at the EGM or any adjournment thereof should he so wish.
7. The Company will conduct a hybrid EGM via online platform, which allows shareholders to participate in the EGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the EGM by visiting the website at https://meetings.computershare.com/CPGL_202412EGM via smartphones, tablets, or computers. Please refer to the Online User Guide at <http://www.chinaconsun.com> for assistance. The live broadcast option can also broaden the reach of the EGM to shareholders who are unable to attend in person.
8. If you have any queries on the above, please contact the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
9. Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
 - (1) attend the EGM in person and vote at the EGM venue; or
 - (2) attend the EGM via online platform which enables live streaming and interactive platform for Q&A and vote online; or
 - (3) appoint chairman of the EGM or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person or via online platform at the EGM.

Non-registered shareholders who wish to attend and participate in the EGM via online platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the “**Intermediaries**”) and provide your email addresses to your Intermediaries. Details regarding the arrangements of the EGM, including login details to access the online platform and online voting, will be sent by Computershare Hong Kong Investor Services Limited to the email addresses provided by the non-registered shareholders.

For corporate shareholders who wish to attend the EGM and vote online, please contact the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at (852) 2862 8555 for arrangement.

10. As at the date of this notice, the Board comprises Mr. An Meng and Professor Zhu Quan as executive Directors; Dr. Zhang Lihua as non-executive Director; Mr. Feng Zhongshi, Ms. Chen Yujun and Professor Li Yikai as independent non-executive Directors.