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CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED

中國神威藥業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2877)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Shineway Pharmaceutical Group Limited (the “Company”) will be held at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 29 May 2020 (the “AGM”), for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of directors of the Company (the “Directors”) and the report of the independent auditor for the year ended 31 December 2019.
- 2(A). To re-elect Mr. LI Zhenjiang as Director.
- 2(B). To re-elect Ms. XIN Yunxia as Director.
- 2(C). To re-elect Prof. LUO Guoan as Director.
- 2(D). To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the board of Directors to fix their remuneration.

4. To consider, and if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. To consider, and if thought fit, pass (with or without modification) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT the payment of a final dividend of RMB12 cents (equivalent to HK\$0.1310 according to the telegraphic transfer exchange rates quoted by the bank at 10:00 a.m. on 31 March 2020 (RMB1=HK\$1.092)) per share in respect of the year ended 31 December 2019 to shareholders of the Company as recorded on the register of members of the Company on 11 June 2020 be and is hereby approved.”

6. To consider, and if thought fit, pass (with or without modification) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the payment of a special dividend of the Company of RMB9 cents (equivalent to HK\$0.0983 according to the telegraphic transfer exchange rates quoted by the bank at 10:00 a.m. on 31 March 2020 (RMB1=HK\$1.092)) per share in respect of the year ended 31 December 2019 to shareholders of the Company as recorded on the register of members of the Company on 11 June 2020 be and is hereby approved.”

By Order of the Board of
China Shineway Pharmaceutical Group Limited
LI Zhenjiang
Chairman

Hong Kong, 24 April 2020

Notes:

1. Any member of the Company entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered at the Company's principal place of business in Hong Kong at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 25 May 2020 to Friday, 29 May 2020, both days inclusive, for the purpose of determining Shareholders' eligibility to attend, act and vote at the AGM, during which period no transfer of shares will be registered. In order to determine the entitlement to attend, act and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 May 2020.

The register of members of the Company will also be closed from Monday, 8 June 2020 to Thursday, 11 June 2020, both days inclusive, for the purpose of determining Shareholders' entitlement to the proposed final dividend and special dividend, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited at the above address, for registration no later than 4:30 p.m. on Friday, 5 June 2020.

4. With regard to item no. 2 in this notice, the board of Directors proposes that the retiring Directors, namely Mr. LI Zhenjiang, Ms. XIN Yunxia, and Prof. LUO Guoan, be re-elected as Directors. Information of these Directors are set out in Appendix II to the circular to shareholders of the Company dated 24 April 2020.
5. As at the date of this notice, the executive Directors are Mr. LI Zhenjiang, Ms. XIN Yunxia, Mr. LI Huimin and Mr. CHEN Zhong, and the independent non-executive Directors are Ms. CHENG Li, Prof. LUO Guoan and Mr. CHEUNG Chun Yue Anthony.
6. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the meeting, then the AGM will be postponed. The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.
7. Taking into account the recent development of the COVID-19 coronavirus, the Company will implement the following prevention and control measures at the AGM to protect our shareholders from the risk of infection:
 - (i) compulsory body temperature check will be conducted for all shareholders, proxies and other attendees at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the meeting venue;
 - (ii) all shareholders, proxies and other attendees are required to wear surgical mask before they are permitted to attend, and during their attendance of the AGM;
 - (iii) no distribution of gift and no refreshment will be served; and
 - (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the Chairman of the AGM as a proxy to vote on the relevant resolutions, instead of attending the AGM in person.