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If you have sold or transferred all your shares in China NT Pharma Group Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of China NT Pharma Group Company Limited to be held at No. 1 HuaLing Road, SuZhou Industrial Park, SuZhou, the PRC on Thursday, 30 June 2022 at 11:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting if they so wish.

PRECAUTIONARY MEASURES FOR THE EPIDEMIC AT THE ANNUAL GENERAL MEETING

The following precautionary measures will be implemented by the Company at the AGM to prevent the spreading of the novel coronavirus:

- (1) Compulsory body temperature checks**
- (2) Submission of health declaration form**
- (3) Wearing of surgical face mask**
- (4) No refreshments will be provided and no corporate gifts will be distributed**

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, at the absolute discretion of the Company, as permitted by law.

The Company encourages Shareholders to consider appointing the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	6
APPENDIX II — EXPLANATORY STATEMENT	9
NOTICE OF ANNUAL GENERAL MEETING	13

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at No. 1 HuaLing Road, SuZhou Industrial Park, SuZhou, the PRC on Thursday, 30 June 2022 at 11:00 a.m. and notice of which is set out on pages 13 to 17 of this circular, or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company adopted on 26 March 2011 and effective on 20 April 2011, and as amended from time to time
“associate(s)”	has the meaning given to it by the Listing Rules
“Board”	the board of Directors of the Company
“Cayman Companies Law”	the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof from time to time
“Company”	China NT Pharma Group Company Limited (中國泰凌醫藥集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 1 March 2010
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“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
“Latest Practicable Date”	27 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	The People’s Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)

DEFINITIONS

“Proposed Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to issue new Shares, representing up to 20% of the number of total issued Shares as at the date of the passing of the relevant resolution
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of total issued Shares as at the date of passing of the relevant resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)” or “Ordinary Share(s)”	ordinary share(s) of nominal value of US\$0.00000008 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1011)

Executive Directors

Mr. Ng Tit (*Chairman*)
Ms. Chin Yu
Mr. Wu Weizhong

Non-executive Director

Dr. Qian Wei

Independent Non-executive Directors

Mr. Yu Tze Shan Hailson
Mr. Pan Fei
Dr. Zhao Yubiao

Registered office

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong

28th Floor
The Wellington
198 Wellington Street
Sheung Wan, Hong Kong

31 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give notice of the Annual General Meeting and to provide the Shareholders with information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to approve, amongst other things, (i) the Proposed Issue Mandate; (ii) the Proposed Repurchase Mandate; and (iii) the re-election of the retiring Directors at the Annual General Meeting.

GENERAL MANDATE TO ISSUE SHARES

Pursuant to the Listing Rules, approval from the Shareholders is required for the Directors to issue Shares. In order to ensure flexibility in the event that it becomes desirable to issue any Shares, an ordinary resolution No. 4(A) will be proposed at the Annual General Meeting to grant

LETTER FROM THE BOARD

a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company representing up to 20% of the aggregate number of the issued Shares of the Company immediately after the passing of such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,904,635,472 Ordinary Shares. Subject to the passing of ordinary resolution No. 4(A) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 380,927,094 Shares. In addition, subject to a separate approval of the ordinary resolution No. 4(C), the number of Shares purchased by the Company under ordinary resolution No. 4(B) will also be added to extend the Proposed Issue Mandate as mentioned in the ordinary resolution No. 4(A). The Directors wish to state that currently they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate. The Proposed Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution No. 4(B) will be proposed to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate number of the issued Shares of the Company immediately after the passing of such resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, Mr. Ng Tit, Mr. Wu Weizhong and Mr. Pan Fei shall retire by rotation, and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 13 to 17 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the grant to the Directors of general mandates to issue and repurchase Shares and the re-election of the retiring Directors.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. All resolutions set out in the notice of Annual General Meeting will be taken by way of poll pursuant to article 66 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

RECOMMENDATION

The Directors consider that the Proposed Issue Mandate, the Proposed Repurchase Mandate and the proposed re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
China NT Pharma Group Company Limited
Ng Tit
Chairman

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting:

Mr. Ng Tit, aged 58, co-founder of the Group, has been the Chairman of the Board of Directors and Chief Executive Officer of the Company since 1995. Mr. Ng was appointed as the Company's executive Director on 1 March 2010, responsible for the overall strategic planning and management of the Group. He has extensive experience in the pharmaceutical industry, having been engaged in the pharmaceutical business for over 20 years. Prior to establishing the Group in 1995, Mr. Ng worked for a number of relevant organisations and enterprises. Mr. Ng is a member of Jiangsu Committee of the Chinese People's Political Consultative Conference ("CPPCC") of the PRC, deputy director of Jiangsu Committee of Hong Kong, Macau, Taiwan and Overseas (Foreign Affairs) of CPPCC, vice president of Overseas Friendship Association of Jiangsu Province, vice president of Federation of HK Jiangsu Community Organisations and Chairman of China Nation Culture Spread Ltd. (中華民族文化傳播有限公司). Mr. Ng obtained his bachelor degree from Guizhou University in 1986, and an Executive Master of Business Administration ("EMBA") from Fudan University (復旦大學) in 2007. He is the spouse of Ms. Chin Yu, who is an executive Director, and the brother-in-law of Dr. Qian Wei, who is a non-executive Director.

Mr. Ng has entered into a service contract with the Company for a term of three years, which shall continue unless terminated by either the Company or Mr. Ng giving at least three months' written notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service contract, Mr. Ng is entitled to receive a Director's remuneration of HK\$1,666,668 per annum. His remuneration was determined by the remuneration committee of the Company and approved by the Board with reference to the prevailing market conditions and his duties and responsibilities in our Company.

As at the Latest Practicable Date, Mr. Ng held 407,392,000 Shares, which consisted of 402,892,000 Shares held through Golden Base Investment Limited (jointly owned by Mr. Ng and Ms. Chin Yu), 500,000 Shares jointly held with Mr. Chin and 4,000,000 share options granted to Ms. Chin on 15 January 2015 under the share option scheme of the Company adopted on 22 September 2014 (which are deemed to be interested by Ms. Chin pursuant to the SFO).

Save as disclosed above, Mr. Ng has no other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO. Save as disclosed above, Mr. Ng has not held any other position with the Company or any other members of the Group nor any directorships in the last three years in other listed public companies which are listed in Hong Kong or overseas. Save as disclosed, he has no relationships with other Directors, senior management, substantial Shareholders of the Company.

Save as disclosed above, there is no other matter concerning Mr. Ng that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Ng's re-election which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wu Weizhong, aged 52, was appointed as an executive Director of the Company on 20 March 2015. Mr. Wu is also the Senior Vice President of the Group, General Manager of manufacturing and supply chain centre, chairman of Suzhou First and chairman of NT Pharma (Changsha) Co., Ltd, having overall responsibilities for organization of its own brand product production, operational management and supply chain management. Mr. Wu has over 20 years of experience in pharmaceutical manufacturing. Prior to joining the Group, Mr. Wu worked at various positions including engineer, assistant manager and deputy factory manager of Suzhou No. 4 Pharmaceutical Factory and was the factory manager of Suzhou First. Mr. Wu obtained a bachelor's degree in Chemical Engineering from Dalian University of Technology in 1992. He also obtained an EMBA from Fudan University in 2004.

Mr. Wu has entered into a service contract with the Company for a term of three years, which shall continue unless terminated by either the Company or Mr. Wu giving at least three months' written notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service contract, Mr. Wu is entitled to receive a Director's remuneration of HK\$1,542,000 per annum. His remuneration was determined by the remuneration committee of the Company and approved by the Board with reference to the prevailing market conditions and his duties and responsibilities in our Company.

Mr. Wu has no other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO. Save as disclosed above, Mr. Wu has not held any other position with the Company or any other members of the Group nor any directorships in the last three years in other listed public companies which are listed in Hong Kong or overseas. Save as disclosed, he has no relationships with other Directors, senior management, substantial Shareholders of the Company.

Save as disclosed above, there is no other matter concerning Mr. Wu that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Wu's re-election which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Pan Fei, aged 66, was appointed as an independent non-executive Director of the Group on 20 March 2020. He has been a professor of accounting and the deputy dean of the school of accountancy in Shanghai University of Finance and Economics (上海財經大學) since July 2000. Mr. Pan served as an independent non-executive director of China Hengshi Foundation Company Limited (中國恆石基業有限公司) (stock code: 1197) (delisted), a company listed on the Stock Exchange, from May 2015 to March 2018.

From March 1983 to June 1995 and from July 1995 to June 2000, Mr. Pan had been a lecturer of accounting and an associate professor of accounting in Shanghai University of Finance and Economics, respectively. Mr. Pan obtained a bachelor's degree, a master's degree and a doctoral degree in accounting from Shanghai University of Finance and Economics in January 1983, March 1991 and July 1998 respectively, in Shanghai, China.

Mr. Pan has entered into an appointment letter with the Company for a term of three years, subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Pan is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to his appointment letter, the annual remuneration of Mr. Pan as an independent non-executive Director of the Company is HK\$250,000. Such remuneration was determined by the remuneration committee of the Company and approved by the Board with reference to the prevailing market conditions and his duties and responsibilities in our Company.

Save as disclosed above, Mr. Pan has no other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO. Save as disclosed above, Mr. Pan has not held any position with the Company or any other members of the Group nor any directorships in the past three years in other listed public companies which are listed in Hong Kong or overseas. Save as disclosed, he has no relationships with any Directors, senior management, substantial Shareholders of the Company.

Save as disclosed above, there are no other matter concerning Mr. Pan that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Pan's re-election which is required to be disclosed pursuant to any requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,904,635,472 Shares of nominal value of US\$0.00000008 each. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 190,463,547 Shares which represent 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange with flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Law. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and/or on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase pursuant to the Proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands, and the Articles of Association.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders are the substantial Shareholders of the Company under the Listing Rules. Assuming that the substantial Shareholders do not dispose of their Shares or exercise the conversion rights of the convertible preference shares, the convertible bonds and share options so that no further Shares will be issued, if the Proposed Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial Shareholders before and after such repurchase would be as follows:

Substantial Shareholders	Number of Shares held	Before Repurchase	After Repurchase
Ieong Chong Mang (“ Mr. Ieong ”) ⁽¹⁾	529,081,500	27.78%	30.87%
Shum Ning (“ Ms. Shum ”) ⁽¹⁾	529,081,500	27.78%	30.87%
Annie Investment Co., Ltd. ⁽¹⁾	220,279,000	11.57%	12.85%
Ng Tit (“ Mr. Ng ”) ⁽²⁾	403,392,000	21.18%	23.53%
Chin Yu (“ Ms. Chin ”) ⁽²⁾	403,392,000	21.18%	23.53%
Golden Base Investment Limited (“ Golden Base ”) ⁽²⁾	402,892,000	21.15%	23.50%

Notes:

- (1) Mr. Jeong is the beneficial owner as to 308,802,500 Shares. Ms. Shum held 220,279,000 Shares through a controlled company Annie Investment Co., Ltd. Ms. Shum is the spouse of Mr. Jeong. Under the SFO, Ms. Shum is deemed to be interested in all the shares in which Mr. Jeong is interested in and vice versa.
- (2) Mr. Ng and his spouse, Ms. Chin jointly own 500,000 Shares. 4,000,000 share options (which have not been exercised as at the Latest Practicable Date) were granted to Ms. Chin under the share option scheme of the Company adopted on 22 September 2014. An aggregate of 402,892,000 Shares is beneficially owned by Golden Base. Golden Base is owned as to 50% by Mr. Ng and 50% by Ms. Chin. Under the SFO, Ms. Chin is deemed to be interested in all the Shares in which Mr. Ng is interested in and vice versa.

On the basis of the shareholdings held by the substantial Shareholders named above, and in the event that the Directors exercise of the Proposed Repurchase Mandate in full, the interest in shareholding of Mr. Jeong and Ms. Shum would be increased to 30.87% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to an extent which will trigger the obligations under the Takeovers Code for Mr. Jeong and Ms. Shum to make a mandatory offer. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchases made under the Proposed Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2021		
April	0.138	0.121
May	0.144	0.114
June	0.130	0.114
July	0.125	0.098
August	0.112	0.086
September	0.094	0.082
October	0.093	0.077
November	0.085	0.067
December	0.078	0.064
2022		
January	0.071	0.061
February	0.075	0.063
March	0.084	0.061
April	0.430	0.065
May (up to the Latest Practicable Date)	0.260	0.168

NOTICE OF ANNUAL GENERAL MEETING



NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE EPIDEMIC AT THE ANNUAL GENERAL MEETING

The following precautionary measures will be implemented by the Company at the AGM to prevent the spreading of the novel coronavirus:

- (1) Compulsory body temperature checks
- (2) Submission of health declaration form
- (3) Wearing of surgical face mask
- (4) No refreshments will be provided and no corporate gifts will be distributed

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, at the absolute discretion of the Company, as permitted by law.

The Company encourages Shareholders to consider appointing the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**” or “**AGM**”) of China NT Pharma Group Company Limited (the “**Company**”) will be held at No. 1 HuaLing Road, SuZhou Industrial Park, SuZhou, the PRC on Thursday, 30 June 2022 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.

NOTICE OF ANNUAL GENERAL MEETING

2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Ng Tit as executive director
 - (ii) Mr. Wu Weizhong as executive director
 - (iii) Mr. Pan Fei as independent non-executive director
- (b) To authorise the board of directors to fix the remuneration of the directors of the Company.
3. To consider the re-appointment of Crowe (HK) CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) **“THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, 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 (as amended from time to time) (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which may require the exercise of such power after the end of the Relevant Period;
 - (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or

NOTICE OF ANNUAL GENERAL MEETING

issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly by the applicable rules and requirements of the Listing Rules as amended from time to time; and

(iv) for the purpose of this resolution:

(a) “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(1) the conclusion of the next annual general meeting of the Company; and

(2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “Rights Issue” means an offer of shares of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to repurchase issued shares or any other rights to subscribe shares in the share 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 recognised 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/or the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares of the Company, which are authorised to be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; and
- (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the

NOTICE OF ANNUAL GENERAL MEETING

Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolutions.”

By order of the Board
China NT Pharma Group Company Limited
NG Tit
Chairman

Hong Kong, 31 May 2022

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of 2 or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the above Annual General Meeting. A proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof, if they so wish.
- (v) The transfer books and register of members will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022, both days inclusive, for the purpose of ascertaining shareholder’s entitlement to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 24 June 2022.
- (vi) In respect of ordinary resolution numbered 2 above, Mr. Ng Tit, Mr. Wu Weizhong and Mr. Pan Fei, being eligible, have offered themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the accompanied circular dated 31 May 2022.
- (vii) In respect of ordinary resolution numbered 4(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purpose of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the general mandate for directors of the Company to exercise the powers of the Company to repurchase its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 31 May 2022.