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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 Tuesday, 30 May 2023 (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 2022.
- 2(A). To re-elect Ms. XIN Yunxia as Director.
- 2(B). To re-elect Mr. LI Huimin as Director.
- 2(C). To re-elect Mr. ZHOU Wencheng as Director.
- 2(D). To re-elect Mr. LIU Tiejun as Director.
- 2(E). To re-elect Mr. YEW Yat On as Director.
- 2(F). To re-elect Ms. WANG Guihua as Director.
- 2(G). 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 total 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:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, other than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (d) 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.
 - (e) for the purpose of this resolution, “Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors 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 any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”
6. To consider, and if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

subject to the passing of the Resolution nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 4 set out in the notice convening this meeting, provided that such extended amount of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”

7. To consider as special business and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT the proposed amendments to the existing articles of association of the Company set out in Appendix III to the circular of the Company dated 28 April 2023 (the “Proposed Amendments”) of which this notice forms part be and are hereby approved and that the amended and restated articles of association of the Company which incorporate all the Proposed Amendments, a copy of which has been produced before the meeting and marked “A” and initialled by a Director for the purpose of identification, be and is hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the meeting, and that any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association of the Company.”

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

Hong Kong, 28 April 2023

Notes:

1. The AGM will be held in form of a physical meeting. 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 Tuesday, 23 May 2023 to Tuesday, 30 May 2023, 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 Monday, 22 May 2023.
4. With regard to item no. 2 in this notice, the board of Directors proposes that the retiring Directors, namely Ms. XIN Yunxia, Mr. LI Huimin, Mr. ZHOU Wencheng, Mr. LIU Tiejun, Mr. YEW Yat On and Ms. WANG Guihua, be re-elected as Directors. Information of these Directors are set out in Appendix II to the circular to shareholders of the Company dated 28 April 2023.
5. As at the date of this notice, the executive Directors are Mr. LI Zhenjiang, Ms. XIN Yunxia, Mr. LI Huimin and Mr. LIU Tiejun, the independent non-executive Directors are Mr. LIU Shun Fai, Mr. YEW Yat On and Ms. WANG Guihua, the non-executive Director is Mr. ZHOU Wencheng.
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.