
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of 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 all your shares in China Resources Pharmaceutical Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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華潤醫藥集團有限公司

China Resources Pharmaceutical Group Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3320)

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of China Resources Pharmaceutical Group Limited to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2024 at 3:30 p.m. is set out on pages 19 to 23 of this circular. Shareholders are advised to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the HKSAR Government is/are in force on the date of the Annual General Meeting, the Annual General Meeting will be considered to be postponed or adjourned. The Company will post an announcement on the Company’s website (www.crpharm.com) and the Stock Exchange’s website (www.hkexnews.hk) to notify Shareholders if there are any changes on the date, time and place of the Annual General Meeting.

The Annual General Meeting 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 Annual General Meeting under bad weather conditions bearing in mind their own situations.

26 April 2024

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2024 at 3:30 p.m., notice of which is set out on pages 19 to 23 of this circular
“Articles of Association”	the articles of association of the Company currently effective as of the date of this circular
“Board”	the board of Directors
“Buy-back Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to buy back Shares during the period as set out in the Buy-back Resolution up to a maximum of 10% of the issued Shares at the date of the Buy-back Resolution
“Buy-back Resolution”	the ordinary resolution proposed under item No. 5 of the notice of the Annual General Meeting
“China” or “PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended from time to time)
“Company”	China Resources Pharmaceutical Group Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3320)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“CR Company”	China Resources Company Limited (中國華潤有限公司) (formerly known as China Resources National Corporation), a company incorporated in the PRC and the ultimate holding company of the Company
“CR Double-Crane”	China Resources Double-Crane Pharmaceutical Company Limited (華潤雙鶴藥業股份有限公司), a company incorporated under the laws of the PRC, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600062) is indirectly owned as to approximately 60.19% by the Group and is a subsidiary of the Company

DEFINITIONS

“CR Holdings”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and a controlling Shareholder
“CR Sanjiu”	China Resources Sanjiu Medical & Pharmaceutical Company Limited (華潤三九醫藥股份有限公司), a company incorporated under the laws of the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000999) is indirectly owned as to approximately 63.00% by the Group and is a subsidiary of the Company
“Directors”	the directors of the Company
“Dong-E-E-Jiao”	Dong-E-E-Jiao Company Limited (東阿阿膠股份有限公司), a company incorporated under the laws of the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000423) and controls an effective interest of approximately 22.31% by the Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	shareholders of the Company
“Share Buy-back Rules”	the relevant rules set out in the Listing Rules to regulate the buy-back or purchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules



華潤醫藥集團有限公司

China Resources Pharmaceutical Group Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3320)

Directors:

Chairman and non-executive Director

Han Yuewei

Executive Directors

Bai Xiaosong

Tao Ran

Deng Rong

Non-executive Directors

Guo Wei

Sun Yongqiang

Hou Bo

Jiao Ruifang

Independent non-executive Directors

Shing Mo Han Yvonne

Kwok Kin Fun

Fu Tingmei

Zhang Kejian

Registered Office:

41/F,

China Resources Building,

26 Harbour Road, Wanchai,

Hong Kong

26 April 2024

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval as set out in the notice of Annual General Meeting of the relevant ordinary resolutions to be proposed at the Annual General Meeting and to provide you with information regarding the general mandates to buy back Shares and to issue Shares and re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 29 May 2023, a general mandate was given to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of the Buy-back Resolution at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to buy back Shares. An explanatory statement as required under the Share Buy-back Rules to provide the requisite information of the Buy-back Proposal is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 29 May 2023, a general mandate was given to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 1,256,502,092 Shares based on 6,282,510,461 Shares in issue as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the resolution) and adding to such general mandate so granted to the Directors any Shares representing the total number of the Shares bought back by the Company after the granting of the general mandate to buy back up to 10% of the issued Shares at the date of the Buy-back Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Han Yuewei as the chairman of the Board and non-executive Director, Mr. Bai Xiaosong, Mr. Tao Ran and Mdm. Deng Rong as executive Directors, Mdm. Guo Wei, Mr. Sun Yongqing, Mr. Hou Bo and Mdm. Jiao Ruifang as non-executive Directors, Mdm. Shing Mo Han Yvonne, Mr. Kwok Kin Fun, Mr. Fu Tingmei and Mr. Zhang Kejian as independent non-executive Directors.

Pursuant to Article 78 of the Articles of Association, Mr. Sun Yongqiang and Mdm. Deng Rong will retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 88 of the Articles of Association, Mdm. Jiao Ruifang, Mr. Bai Xiaosong, Mr. Tao Ran, Mdm. Shing Mo Han Yvonne and Mr. Kwok Kin Fun will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The nomination committee of the Company had identified candidate pursuant to criteria set out in the nomination policy adopted by the Company and assessed and reviewed the independence given by Mdm. Shing Mo Han Yvonne and Mr. Kwok Kin Fun to the Company based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mdm. Shing Mo Han Yvonne and Mr. Kwok Kin Fun are and were not connected with any Directors, senior management of the Company or substantial or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mdm. Shing Mo Han Yvonne and Mr. Kwok

LETTER FROM THE BOARD

Kin Fun in exercising independent judgment, and is satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and they will be able to maintain an independent view of the Group's affairs. The Board considers them to be independent. The Board is of the view that Mdm. Shing Mo Han Yvonne and Mr. Kwok Kin Fun are beneficial to the Board with diversity of their professional experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from their contribution and valuable insights derived from their in-depth knowledge of the Company. The Board believes that they will continue to contribute effectively to the Board.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 19 to 23 of this circular is the notice convening the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to the Shareholders, including re-election of retiring Directors, the change of independent auditor, the Buy-back Proposal, the general mandate for Directors to issue new Shares and the extension of the general mandate to issue new Shares.

ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed with this circular. Shareholders are advised to read the notice contained herein and to complete and return the accompanying proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting shall be taken by poll except where the chairman, 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. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Buy-back Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the general mandate to issue new Shares and the proposed re-election of retiring Directors are all in the best interest of the Company and Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
China Resources Pharmaceutical Group Limited
Han Yuewei
Chairman

This appendix serves as an explanatory statement, as required by the Share Buy-back Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued Shares as at the date of the Buy-back Resolution.

This appendix also constitutes a memorandum as required under section 239(2) of the Companies Ordinance.

1. ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares is 6,282,510,461 Shares.

Subject to the passing of the Buy-back Resolution and on the basis that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Proposal to buy back a maximum of 628,251,046 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Proposal is in the best interest of the Company and Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and Shareholders.

3. FUNDING OF BUY-BACK

For the purpose of buy-back of Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the Companies Ordinance. The Companies Ordinance provides that payment in respect of a share buy-back may be made out of the Company's distributable profits and/or out of the proceeds of a fresh issue of Shares made for the purpose of the buy-back.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2023 in the event that the power to buy back Shares pursuant to the Buy-back Proposal was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the power to buy back Shares pursuant to the Buy-back Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Trading price per Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2023	7.91	5.99
May 2023	8.13	7.08
June 2023	7.65	6.50
July 2023	6.95	5.78
August 2023	6.08	4.90
September 2023	5.39	4.88
October 2023	5.26	4.52
November 2023	5.20	4.69
December 2023	5.13	4.69
January 2024	5.52	4.62
February 2024	5.56	4.45
March 2024	5.41	4.92
April 2024 (up to and including the Latest Practicable Date)	5.18	4.62

5. GENERAL

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined under the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Proposal is approved by the Shareholders.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Buy-back Proposal has unusual features.

6. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buy-back Proposal, 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.

As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CR Company is interested in 3,333,185,612 Shares (representing approximately 53.05% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Proposal, then (if the present shareholding remains the same) the attributable interest of CR Company would be increased to approximately 58.95% of the issued Shares.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Proposal. The Company has no present intention to buy back Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

7. SHARES BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the seven Directors proposed to be re-elected at the Annual General Meeting:

Mr. Sun Yongqiang (*Non-executive Director*)

Mr. Sun Yongqiang, aged 53, has been appointed as a non-executive Director and a member of the Remuneration and Appraisal Committee on 27 December 2023. He currently serves as a designated external director of business units of China Resources (Holdings) Company Limited. Mr. Sun joined China Resources Group in 1998. From 2011 to 2023, he successively served as vice president, chief human resources officer and human resources director of China Resources Land Limited (“**CR Land**”, which is listed on the Main Board of the Stock Exchange, stock code: 1109), and also served as general manager and deputy general manager of China Resources Land (Hunan) Co., Ltd (華潤置地(湖南)有限公司, a subsidiary of CR Land). Mr. Sun holds a Bachelor’s Degree in Engineering from Dalian University of Technology (大連理工大學)).

Save as disclosed above, Mr. Sun (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Sun for his position as a non-executive Director. He has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mr. Sun will not receive any Director’s emolument from the Company.

As at the Latest Practicable Date, Mr. Sun beneficially owned 70,000 shares of China Resources Beer (Holdings) Company Limited (an associated corporation of the Company and listed on the Main Board of the Stock Exchange, stock code: 291), 30,000 shares of CR Land (an associated corporation of the Company), 50,000 shares of China Resources Mixc Lifestyle Services Limited (an associated corporation of the Company and listed on the Main Board of the Stock Exchange, stock code: 1209), and 92,000 shares of China Resources Medical Holdings Company Limited (an associated corporation of the Company and listed on the Main Board of the Stock Exchange, stock code: 1515). Save as disclosed above, Mr. Sun does not have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Sun has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mdm. Deng Rong (*Executive Director*)

Mdm. Deng Rong, aged 45, has been appointed as the chief financial officer of the Company in June 2023, and has been appointed as an executive Director and a member of the Executive Committee on 27 December 2023, and she is currently the director of certain subsidiaries of the Company, a director of Jiangzhong Pharmaceutical Co., Ltd. (江中藥業股份有限公司) (a subsidiary of the Company listed on the Shanghai Stock Exchange, stock code: 600750), also a director of Dong-E-E-Jiao and a supervisor of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (華潤三九醫藥股份有限公司) (a subsidiary of the Company, which is listed on the Shenzhen Stock Exchange, stock code: 000999). She previously held various positions within CR Double-Crane from 2004 to 2020, including the Head of Financial Accounting and Tax Management Department at the Financial Management Center, General Manager of the CR Double-Crane Financial Management Center. She has also served as Vice President, Board Secretary, and Chief Financial Officer at Dong-E-E-Jiao from 2020 to 2023. Mdm. Deng holds a Bachelor's degree in Accounting from Central South University (中南大學) and a Master's degree in Management from Beijing Jiaotong University (北京交通大學). She is a certified board secretary recognized by the Shenzhen Stock Exchange.

Save as disclosed above, Mdm. Deng (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

Under the service contract with the Company, Mdm. Deng has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meetings of the Company pursuant to the Articles of Association. Mdm. Deng will not receive any Director's fee from the Company. She is entitled to pre-tax basic monthly salary of RMB70,100 from the Company based on her position, duties and responsibilities, as well as discretionary bonus and term-wide incentives based on the results performance of the Company and herself.

As at the Latest Practicable Date, Mdm. Deng did not have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mdm. Deng has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mdm. Jiao Ruifang (*Non-executive Director*)

Mdm. Jiao Ruifang, aged 46, was appointed as a non-executive Director and a member of the audit committee of the Company in January 2022. Mdm. Jiao joined the BSCOMC in 2014 and is currently the general manager of the capital operation department of the BSCOMC and a non-independent director of Beijing Foreign Enterprise Human Resources Service Co., Ltd. (北京國際人力資本集團股份有限公司) (formerly known as Beijing Urban-Rural Commercial (Group) Co., Ltd. (北京城鄉商業(集團)股份有限公司)) (the shares of which are listed on the Shanghai Stock Exchange, stock code: 600861). Mdm. Jiao was appointed as a director of Hainan Jingliang Holdings Co., Ltd. (海南京糧控股股份有限公司) (the shares of which are listed on Shenzhen Stock Exchange, stock codes: 000505 and 200505) from March 2022 to September 2022 and Beiqi Foton Motor Co., Ltd. (北汽福田汽車股份有限公司) (the shares of which are listed on the Shanghai Stock Exchange, stock code: 600166) from January 2022 to November 2022. Mdm. Jiao served as the board secretary of Beiren Printing Machinery Holdings Limited (北人印刷機械股份有限公司), the board secretary of Beijing Jingcheng Machinery Electric Company Limited (北京京城機電股份有限公司) and the deputy general manager of Beijing Tianhai Industrial Co., Ltd. (北京天海工業有限公司). Mdm. Jiao holds an MBA in Finance from The Chinese University of Hong Kong-Tsinghua University.

Save as disclosed above, Mdm. Jiao (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mdm. Jiao for her position as a non-executive Director. She has no fixed term of service with the Company. She will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mdm. Jiao will not receive any Director's emolument from the Company.

As at the Latest Practicable Date, Mdm. Jiao did not have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mdm. Jiao has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Bai Xiaosong (*Executive Director*)

Mr. Bai Xiaosong, aged 52, was appointed as an executive Director and chief executive officer, the chairman of the Executive Committee, a member of the Corporate Governance Committee and an authorized representative of the Company in January 2022. Mr. Bai currently serves as a director of CR Sanjiu and CR Double-Crane, the chairman and a director of Dong-E-E-Jiao. Mr. Bai served as a vice president of CR Sanjiu from June 2021 to December 2021. He served as an assistant general manager of China Resources Snow Breweries (China) Co., Ltd. (華潤雪花啤酒(中國)有限公司) (“**CR Snow Breweries**”) from March 2016 to October 2018 and served as a deputy general manager of CR Snow Breweries from October 2018 to June 2021. He also served as an associate president of CR Double-Crane, a human resources and development controller and a deputy general manager of China Resources Shenyang Sanyo Compressor Co., Ltd. (瀋陽華潤三洋壓縮機有限公司), a senior analyst and a sales director of CR Holdings. Mr. Bai holds a bachelor’s degree in Engineering (Petroleum Processing) from Fushun Petroleum Institute, Department of Petrochemical Engineering and a master’s degree of Economics in Finance from Peking University, School of Economics.

Save as disclosed above, Mr. Bai (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Bai for his position as executive Director. He has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mr. Bai will not receive any Director’s emolument from the Company, and will receive a remuneration before tax of not less than RMB109,300 each month (plus incentive payments) from the Group by reference to his position and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Bai beneficially owned 200,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance. Save for the above, Mr. Bai does not have any interest in the shares of the Company and its associated Companies within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Bai has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Tao Ran (*Executive Director*)

Mr. Tao Ran, aged 58, was appointed as the vice president of the Company in June 2021 and appointed as an executive Director and a member of the Executive Committee in September 2021. He was appointed as the non-executive director of Immunotech Biopharm Ltd (listed on the Stock Exchange, stock code: 6978) in August 2021. He is concurrently a chairman of the supervisory board of CR Sanjiu, a chairman of the supervisory board of Dong-E-E-Jiao, a director of China Resources Jiangzhong Pharmaceutical Group Co., Ltd. (華潤江中製藥集團有限責任公司). He served as the chairman and director of China Resources Boya Bio-pharmaceutical Group Company Limited (a non-wholly-owned subsidiary of the Company, the share of which is listed on the Shenzhen Stock Exchange (stock code: 300294)) from January 2022 to November 2023. Mr. Tao has been a deputy chief of Import Division I of China Resources National Corporation (currently known as China Resources Company Limited), a general manager of China Resources Textiles (Holdings) Co., Ltd. and a senior director of Strategic Development Division and the general manager of Strategic Development Division of the Company. Mr. Tao holds a bachelor's degree in Engineering awarded by Shanghai Jiao Tong University, and a master's degree in Economics awarded by School of Economics and Management of Beihang University.

Save as disclosed above, Mr. Tao (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Tao for his position as executive Director. He has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mr. Tao will not receive any Director's emolument from the Company, and will receive a remuneration before tax of not less than RMB87,900 each month (plus incentive payments) from the Group by reference to his position and duties at the Group and the operational performance of the Group.

As at the Latest Practicable Date, Mr. Tao is interested in 12,000 shares in China Resources Power Holdings Company Limited (an associated corporation of the Company, the shares of which are listed on the Stock Exchange, stock code: 836), 10,000 shares in CR Land (an associated corporation of the Company) and 120,000 shares in China Resources Building Materials Technology Holdings Limited (formerly known as "China Resources Cement Holdings Limited", an associated corporation of the Company, the shares of which are listed on the Stock Exchange, stock code: 1313) within the meaning of Part XV of the Securities and Futures Ordinance. Save for the above, Mr. Tao does not have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Tao has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mdm. Shing Mo Han Yvonne (*Independent non-executive Director*)

Mdm. Shing Mo Han Yvonne, *BBS, JP*, aged 68, was appointed as an independent non-executive Director and chairman of audit committee, a member of remuneration and appraisal committee, a member of Nomination Committee and a member of Corporate Governance Committee in August 2017. Mdm. Shing was appointed as a Justice of Peace of the HKSAR in 2013 and awarded Bronze Bauhinia Star in 2017. Mdm. Shing is currently the chairman of Yinn Advisory Services Limited and an independent non-executive director of CSSC (Hong Kong) Shipping Company Limited (listed on the Stock Exchange, stock code: 3877), AEON Credit Service (Asia) Company Limited (listed on the Stock Exchange, stock code: 900), Sirnaomics Ltd. (listed on the Stock Exchange, stock code: 2257) and an independent director of China Merchants Energy Shipping Co., Ltd. (listed on Shanghai Stock Exchange, stock code: 601872). She was appointed as an independent non-executive director of Analogue Holdings Limited in June 2023 (listed on the Stock Exchange, stock code: 1977). Mdm. Shing was a partner of Deloitte China for over 26 years until May 2016. She was also a member of the 10th, 11th and 12th Jiangsu Provincial Committee of the CPPCC. Mdm. Shing is a founding member and former president of the Association of Women Accountants (Hong Kong) and the former chairman of Hong Kong Institute of Certified Public Accountants Taxation Committee. Her professional qualifications include fellow member of the Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants and the Chartered Governance Institute. Mdm. Shing's current public appointments include court member of the Hong Kong Polytechnic University, advisor and member of the Finance Committee of Our Hong Kong Foundation and member of the Hong Kong Deposit Protection Board. In 2006, Mdm. Shing received the National Hundred Outstanding Women Entrepreneurs Award in Great Hall of the People in Beijing. She also received the Outstanding Alumni Award of Hong Kong Polytechnic University in 2007. Mdm. Shing has been consecutively named from 2001 to 2015 in International Tax Review as one of the World's Leading Tax Advisors in Hong Kong and Mainland. Mdm. Shing graduated from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) and obtained a Higher Diploma in Accountancy and was awarded in 2016/2017 Honorary University Fellow of the Hong Kong Polytechnic University.

Save as disclosed above, Mdm. Shing (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mdm. Shing for her position as independent non-executive Director. She has no fixed term of service with the Company. She will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Her emoluments comprise a Director's fee to be determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to her duties and responsibilities with the Company, the Company's performance and market situation. Mdm. Shing received a Director's fee of HK\$300,000 from the Company for the year ended 31 December 2023. Mdm. Shing did not receive any other emolument for the year ended 31 December 2023.

As at the Latest Practicable Date, Mdm. Shing did not have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mdm. Shing has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Kwok Kin Fun (*Independent non-executive Director*)

Mr. Kwok Kin Fun, *BBS, JP*, aged 74, was appointed as an independent non-executive Director and chairman of Remuneration and Appraisal Committee, a member of Audit Committee, a member of Nomination Committee and a member of Corporate Governance Committee in June 2016. Mr. Kwok also serves as a governing board member of Rehabilitation International and global vice chairman of Social Commission of Rehabilitation International, board member of Rehabilitation International Foundation, chairman of Asia and Pacific Disability Forum, a vice chairman of The Hong Kong Joint Council for Persons with Disabilities, president and governing board member of The Hong Kong Society for Rehabilitation, a member of Hospital Authority Central Institutional Review Board, a member of Voting Members Committee of Riding For the Disabled Association, Chairman of Accessible IT Development Association Limited, a professional consultant to the Professional Committee of Shenzhen Smart Assistive Tech Association. Mr. Kwok has over 30 years of experience in disability research and medical research ethics. He successively served as a senior lecturer, a principal lecturer, and an associate professor of the City University of Hong Kong from 1985 to 2009, and after retirement served as full-time and part-time senior research fellow. Mr. Kwok was appointed as a Justice of the Peace by the government of Hong Kong in 1997 and received the Bronze Bauhinia Star awarded by the Government of Hong Kong SAR in 2005, “Kazuo Itoga” Memorial Prize awarded by the government of Shiga Prefecture, Japan in 2006, and the Promoter title of “Asian and Pacific Decade of Persons with Disabilities, 2013–2022” awarded by United Nations Economic and Social Commission for Asia and the Pacific (UNESCAP) in 2012. Mr. Kwok received the Rehabilitation International Centennial Award for Significant Contribution in May 2023. Mr. Kwok holds a bachelor’s degree in social science from the University of Hong Kong, a master’s degree in social work from the Chinese University of Hong Kong, and a Ph.D. degree in philosophy from the University of Nottingham, the United Kingdom.

Save as disclosed above, Mr. Kwok (i) did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group; and (ii) is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

There is no service contract between the Company and Mr. Kwok for his position as independent non-executive Director. He has no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. His emoluments comprise a Director's fee to be determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to his duties and responsibilities with the Company, the Company's performance and market situation. Mr. Kwok received a Director's fee of HK\$300,000 from the Company for the year ended 31 December 2023. Mr. Kwok did not receive any other emolument for the year ended 31 December 2023. As at the Latest Practicable Date, Mr. Kwok did not have any interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Kwok has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



華潤醫藥集團有限公司

China Resources Pharmaceutical Group Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3320)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of China Resources Pharmaceutical Group Limited (the “**Company**”) will be held at 50th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2024 at 3:30 p.m. for the following purposes. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 26 April 2024 (the “**Circular**”).

1. To receive and consider the audited financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. To declare a final dividend of RMB0.154 per share for the year ended 31 December 2023.
3.
 - (1) To re-elect Mr. Sun Yongqiang as Director;
 - (2) To re-elect Mdm. Deng Rong as Director;
 - (3) To re-elect Mdm. Jiao Ruifang as Director;
 - (4) To re-elect Mr. Bai Xiaosong as Director;
 - (5) To re-elect Mr. Tao Ran as Director;
 - (6) To re-elect Mdm. Shing Mo Han Yvonne as Director;
 - (7) To re-elect Mr. Kwok Kin Fun as Director; and
 - (8) To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint KPMG as the auditor of the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, to pass 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 buy back shares of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and 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 the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the Directors are authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued shares of the Company as at the date of this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company into a different number of shares than the number of shares existing prior to such consolidation and subdivision is effected, the maximum number of shares of the Company that may be bought back under the mandate in paragraph above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below and pursuant to sections 140 and 141 of the Companies Ordinance, 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 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 authorise 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 power after the end of the Relevant Period;
- (c) the total 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, otherwise than (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 issued shares of the Company as at the date of passing this resolution, provided that if any subsequent consolidation or subdivision of shares of the Company into a different number of shares than the number of shares existing prior to such consolidation and subdivision is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to the passing of the resolution as proposed under items nos.5 and 6 set out in the notice convening this AGM, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to the resolution as proposed under item no.6 set out in the notice convening this AGM be and is hereby extended by the addition thereto of the total number of the shares of the Company bought back by the Company under the authority granted pursuant to the resolution as proposed under item no.5 set out in the notice convening this AGM, provided that such number of shares so bought back shall not exceed 10% of the issued shares of the Company as at the date of the said resolution.”

By Order of the Board
China Resources Pharmaceutical Group Limited
Han Yuewei
Chairman

PRC, 26 April 2024

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the registered office of the Company at 41st Floor, China Resources Building, 26 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, 27 May 2024 to Thursday, 30 May 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024 for registration.

NOTICE OF ANNUAL GENERAL MEETING

4. With regard to item No. 2 in this notice, the Board has recommended a final dividend of RMB0.154 per ordinary share payable on or about 19 July 2024. Subject to the approval of Shareholders at the AGM, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Friday, 7 June 2024 and the register of members of the Company will be closed from Thursday, 6 June 2024 to Friday, 7 June 2024, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents, accompanied by the relevant share certificates lodged with the Company's Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2024 for registration.
5. With regard to item No. 3 in this notice, the Board has proposed that seven retiring Directors, namely Mr. Sun Yongqiang, Mdm. Deng Rong, Mdm. Jiao Ruifang, Mr. Bai Xiaosong, Mr. Tao Ran, Mdm. Shing Mo Han Yvonne and Mr. Kwok Kin Fun, being eligible, shall be re-elected as Directors of the Company. Details of these Directors are set out in Appendix II to the Circular.
6. With regard to item no 5 in this notice, an explanatory statement as required under the Share Buy-back Rules in connection with the Share Buy-back Proposal is set out in Appendix I to the Circular.
7. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the HKSAR Government is/are in force on the date of the Annual General Meeting, the Annual General Meeting will be considered to be postponed or adjourned. The Company will post an announcement on the Company's website (www.crpharm.com) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders if there are any changes on the date, time and place of the Annual General Meeting.

The Annual General Meeting 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 Annual General Meeting under bad weather conditions bearing in mind their own situations.

In addition, no corporate gifts will be distributed by the Company at the above meeting.

As at the date of this notice, the Board comprises Mr. Han Yuewei as chairman and non-executive Director, Mr. Bai Xiaosong, Mr. Tao Ran and Mdm. Deng Rong as executive Directors, Mdm. Guo Wei, Mr. Sun Yongqiang, Mr. Hou Bo and Mdm. Jiao Ruifang as non-executive Directors and Mdm. Shing Mo Han Yvonne, Mr. Kwok Kin Fun, Mr. Fu Tingmei and Mr. Zhang Kejian as independent non-executive Directors.