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康臣藥業集團有限公司  
CONSUN PHARMACEUTICAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1681)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Consun Pharmaceutical Group Limited (the “**Company**”) will be held at 22/F United Centre, 95 Queensway, Admiralty, Hong Kong, on Friday, 31 May 2024, at 10:15 a.m. or immediately after conclusion of the Company’s annual general meeting to be held on the same day, whichever is later, for the following purposes:

### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the new shares of the Company (the “**Shares**”) to be allotted and issued pursuant to the exercise of any options granted under the 2024 share option scheme of the Company (the “**2024 Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the EGM and initialled by the chairman of the EGM for the purpose of identification, the 2024 Share Option Scheme be and is hereby approved and adopted, and any directors of the Company (the “**Directors**”) be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as he may in his absolute discretion consider necessary or expedient in order to give effect to the 2024 Share Option Scheme, including without limitation:
  - (i) to administer and operate the 2024 Share Option Scheme under which options will be granted to eligible participants under the 2024 Share Option Scheme to subscribe for shares in the Company;
  - (ii) to modify and/or amend the 2024 Share Option Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the 2024 Share Option Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) (the “**Listing Rules**”);

- (iii) to grant options to subscribe for Shares under the 2024 Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the options granted under the 2024 Share Option Scheme and subject to the Listing Rules;
  - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares that may be allotted and issued pursuant to the exercise of the options granted under the 2024 Share Option Scheme; and
  - (v) to consent, if he so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Option Scheme; and
- (b) the Scheme Mandate Limit (as defined in the 2024 Share Option Scheme) on the total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the 2024 Share Option Scheme and any other share scheme(s) of the Company, representing 10% of the total number of Shares in issue at the date of the passing of this resolution, be and is hereby approved and adopted and any Directors of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”
2. “**THAT** subject to and conditional upon the passing of resolutions numbered 1, the Service Provider Sublimit (as defined in the 2024 Share Option Scheme) on the total number of Shares which may be issued in respect of all options and awards involving issue of new Shares that may be granted under the 2024 Share Option Scheme and any other share scheme(s) of the Company to the Service Providers (as defined in the 2024 Share Option Scheme), representing 1% of the total number of Shares in issue at the date of the passing of this resolution, be and is hereby approved and adopted and any Directors of the Company be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he may in his absolute discretion consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

## SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution a special resolution:

3. “**THAT** (a) the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) be amended in the manner as set out in the circular of the Company dated 7 May 2024 (the “**Circular**”) be approved and the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) be adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the EGM; and (b) any one Director, registered office provider or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he shall, in his absolute discretion, deem necessary, desirable or expedient in connection with the implementation of or giving effect to the aforesaid amendments to the Existing Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association, and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

Yours faithfully,  
By Order of the Board of  
**Consun Pharmaceutical Group Limited**  
**AN Meng**  
*Chairman and Executive Director*

Hong Kong, 7 May 2024

*Registered office:*

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

*Headquarters in the PRC:*

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

*Principal place of business in Hong Kong:*

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

*Notes:*

1. A member entitled to attend and vote at the EGM (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility of the Shareholders who are entitled to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 27 May 2024.
4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the EGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not a Shareholder is able to attend the EGM, he/she is requested to complete the form of proxy in accordance with the instructions printed thereon and return the same together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
6. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person or via online platform at the EGM or any adjournment thereof should he so wish.
7. The Company will conduct a hybrid EGM via online platform, which allows shareholders to participate in the EGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the EGM by visiting the website at [https://meetings.computershare.com/CPGL\\_2024EGM](https://meetings.computershare.com/CPGL_2024EGM) via smartphones, tablets, or computers. Please refer to the Online User Guide at <http://www.chinaconsun.com> for assistance. The live broadcast option can also broaden the reach of the EGM to shareholders who are unable to attend in person.
8. If you have any queries on the above, please contact the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
9. Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
  - (1) attend the EGM in person and vote at the EGM venue; or
  - (2) attend the EGM via online platform which enables live streaming and interactive platform for Q&A and vote online; or
  - (3) appoint chairman of the EGM or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person or via online platform at the EGM.

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

For corporate shareholders who wish to attend the EGM and vote online, please contact the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at (852) 2862 8555 on or before Wednesday, 29 May 2024 for arrangement.

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