

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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,  
CHANGE OF INDEPENDENT AUDITOR,  
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 Monday, 29 May 2023 at 3:30 p.m. is set out on pages 17 to 21 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, or in the event that the COVID-19 situation requires the date of the Annual General Meeting to be changed, 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](http://www.crpharm.com)) and the Stock Exchange’s website ([www.hkexnews.hk](http://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.

27 April 2023

---

## 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 Monday, 29 May 2023 at 3:30 p.m., notice of which is set out on pages 17 to 21 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 59.99% 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 63.60% 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 21.96% 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”	19 April 2023, 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

---

## DEFINITIONS

---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as amended from time to time)

*Note: For ease of reference, the names of PRC established companies or entities have been included in this circular in both Chinese and English languages, and in the event of any inconsistency, the Chinese version shall prevail.*



**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

Weng Jingwen

*Non-executive Directors*

Lin Guolong

Guo Wei

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

27 April 2023

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE SHARES,  
CHANGE OF INDEPENDENT AUDITOR,  
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, change of independent auditor and re-election of retiring of Directors.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 27 May 2022, 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 27 May 2022, 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.

### PROPOSED CHANGE OF INDEPENDENT AUDITOR

Ernst and Young (“**Ernst & Young**”) has been holding office as the independent auditor of the Company since 2018. The Board is of the view that, as good corporate governance measure, the Company should consider rotation of its independent auditor after an appropriate period of time. The Board therefore proposes Ernst & Young to retire as the independent auditor of the Company with effect from the conclusion of the Annual General Meeting.

CRH (Pharmaceutical) Limited, being a controlling shareholder of the Company, has given a special notice, pursuant to Sections 400(1)(a) and 578 of the Companies Ordinance, of its intention to propose the following resolution as an ordinary resolution at the forthcoming Annual General Meeting:

“**THAT** KPMG be and is hereby appointed auditor of the Company in place of the retiring auditor, Ernst & Young to hold office until the conclusion of the next annual general meeting at a remuneration to be fixed by the Board.”

The Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of KPMG as the new independent auditor of the Company following the retirement of Ernst & Young, subject to the approval of shareholders of the Company at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

Pursuant to Rule 13.51(4) of the Listing Rules, the Company has received a confirmation letter dated 30 March 2023 from Ernst & Young confirming that from their perspective there are no matters in relation to the proposed change of independent auditor that need to be brought to the attention of holders of securities or creditors of the Company. The Board has also confirmed that there are no other matters in relation to the proposed change of independent auditor that need to be brought to the attention of holders of securities of the Company.

### 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. Weng Jingwen as executive Directors, Mr. Lin Guolong, Mdm. Guo Wei, 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, Mdm. Guo Wei will retire from office at the Annual General Meeting and, being eligible, will offer herself for re-election.

Pursuant to Article 88 of the Articles of Association, Mr. Han Yuewei, Mr. Hou Bo, Mr. Fu Tingmei and Mr. Zhang Kejian 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 written annual confirmation of independence given by Mr. Fu Tingmei and Mr. Zhang Kejian to the Company based on the independence criteria as set out in rule 3.13 of the Listing Rules. Mr. Fu Tingmei and Mr. Zhang Kejian 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 Mr. Fu Tingmei and Mr. Zhang Kejian 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 Mr. Fu Tingmei and Mr. Zhang Kejian 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.

---

## LETTER FROM THE BOARD

---

### ANNUAL GENERAL MEETING

Set out on pages 17 to 21 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.

### 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, the proposed change of independent auditor 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 its 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 2022 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 <i>HK\$</i>	Lowest <i>HK\$</i>
April 2022	4.350	3.650
May 2022	4.660	4.040
June 2022	5.580	4.070
July 2022	5.570	4.670
August 2022	5.520	4.340
September 2022	5.990	5.250
October 2022	5.990	5.250
November 2022	6.890	5.350
December 2022	6.980	6.080
January 2023	6.650	5.710
February 2023	6.860	5.840
March 2023	7.320	6.170
April 2023 (up to and including the Latest Practicable Date)	6.890	5.990

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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.

#### 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 five Directors proposed to be re-elected at the Annual General Meeting:*

**Mdm. Guo Wei** *(Non-executive Director)*

Mdm. Guo Wei, aged 47, was appointed as a non-executive Director in February 2023. Mdm. Guo currently serves as a designated external director of the business unit of CR Holdings, was a non-executive Director from May 2019 to September 2021, and was an assistant general manager and a deputy general manager of the Finance Department of CR Holdings from August 2013 to April 2022. Mdm. Guo was a director of CR Double-Crane from December 2015 to September 2021 and a director of CR Sanjiu from April 2018 to September 2021. Mdm. Guo holds a bachelor's degree in economics from University of International Business and Economics and a master's degree in law from Peking University.

Save as disclosed above, Mdm. Guo (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. Guo 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. Guo will not receive any Director's emolument from the Company.

As at the Latest Practicable Date, Mdm. Guo did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mdm. Guo 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. Han Yuewei** (*Chairman and Non-executive Director*)

Mr. Han Yuewei, aged 55, was appointed as an executive Director, the chief executive officer, the chairman of the executive committee, a member of the corporate governance committee and an authorized representative of the Company in October 2019, and was appointed as the chairman of the Board and the chairman of the nomination committee of the Company in December 2021 and has resigned and ceased to be the chief executive officer, the chairman of the executive committee, a member of the corporate governance committee and an authorized representative of the Company and was re-designated as a non-executive Director and continued to serve as the chairman of the Board and chairman of the nomination committee of the Company in January 2022. Mr. Han currently serves as the Vice General Manager of CR Holdings. Mr. Han served as a director of CR Sanjiu from December 2019 to February 2022, a director of CR Double-Crane from December 2019 to February 2022, the chairman and a director of Dong-E-E-Jiao from December 2019 to January 2022. Mr. Han served as an executive director of China Resources Medical Holdings Company Limited (“**CR Medical**”) (the shares of which are listed on the Stock Exchange, stock code: 1515) from October 2017 to October 2019, during which he served as the chief executive officer of CR Medical and the general manager of China Resources Healthcare Group Limited, the controlling shareholder of CR Medical. Mr. Han worked for China Resources Land Limited (“**CR Land**”) (the shares of which are listed on the Stock Exchange, stock code: 1109) from October 2010 to October 2017, during which he served as deputy general manager of Shenyang Region, deputy general manager of Shenzhen Region, director of engineering and vice president of CR Land. Prior to joining CR Land, Mr. Han worked as the deputy director and director of the Bureau of Public Works of Shenzhen Municipality (深圳市建築工務署) from April 2002 to October 2010. Mr. Han obtained a master’s degree in Construction Economics and Management from Tsinghua University (清華大學) and a bachelor’s degree in Construction Management from Tsinghua University in July 1993 and July 1991 respectively.

Save as disclosed above, Mr. Han (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. Han 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. Han will not receive any Director’s emolument from the Company.

As at the Latest Practicable Date, Mr. Han beneficially owned 300,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Han 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. Hou Bo** (*Non-executive Director*)

Mr. Hou Bo, aged 59, was appointed as a non-executive Director in March 2021 and joined the Beijing State-owned Capital Operation and Management Company Limited (“BSCOMC”) (北京國有資本運營管理有限公司) in 2019 and is currently an external task director of the BSCOMC. Mr. Hou has many years of experience in financial management. He served as the director of the insurance and non-banking services department of the Beijing Municipal Bureau of Financial Work (北京市金融工作局), the director of the financial market department of the Beijing Municipal Bureau of Financial Work (北京市金融工作局), and the deputy general manager (deputy bureau level) of the former Beijing Equity Exchange Center Co., Ltd. (北京股權交易中心有限公司), and deputy general manager of Zhongguancun Equity Exchange Service Group Co., Ltd. (中關村股權交易服務集團有限公司). Mr. Hou graduated from the department of mechanical engineering of Tsinghua University in 1986 with a bachelor of Engineering degree in Forging and Pressing. He graduated from the Department of Business and Economics of Capital University of Economics and Business with a master degree in Foreign Trade Operations and Management in 1997 and obtained a doctor of Engineering degree in Resources Industry Economics from the School of Earth Sciences and Resources of the China University of Geosciences, Beijing in 2009. He is also a senior international business engineer.

Save as disclosed above, Mr. Hou (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. Hou 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. Hou will not receive any remuneration from the Company.

As at the Latest Practicable Date, Mr. Hou did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Hou 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. Fu Tingmei** (*Independent non-executive Director*)

Mr. Fu Tingmei, aged 56, was appointed as an independent non-executive Director and chairman of corporate governance committee, a member of remuneration and appraisal committee, a member of nomination committee and a member of audit committee in June 2016. Mr. Fu has over 20 years of experience in investment, finance, law and business management. Mr. Fu currently serves as an independent non-executive director of China Resources Medical Holdings Company Limited (stock code: 1515), Guotai Junan International Holdings Limited, a company listed on the Stock Exchange (stock code: 1788) and COFCO Joycome Foods Limited (formerly known as COFCO Meat Holdings Limited), a company listed on the Stock Exchange (stock code: 1610). Mr. Fu was an independent non-executive director of Beijing Enterprises Holdings Limited, a company listed on the Stock Exchange (stock code: 0392) from July 2008 to June 2017, an independent non-executive director of CPMC Holdings Limited, a company listed on the Stock Exchange (stock code: 0906) from June 2008 to July 2019 and an independent non-executive director of Postal Savings Bank of China Co., Ltd., a company listed on the Stock Exchange (stock code: 1658) from May 2016 to March 2023. Mr. Fu holds a master's degree in law and a Ph.D. degree in law from London University, the United Kingdom.

Save as disclosed above, Mr. Fu (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. Fu for his position as an 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. Fu received a Director's fee of HK\$300,000 from the Company for the year ended 31 December 2022. Mr. Fu did not receive any other emolument for the year ended 31 December 2022.

As at the Latest Practicable Date, Mr. Fu did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Fu 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. Zhang Kejian** (*Independent non-executive Director*)

Mr. Zhang Kejian, aged 67, was appointed as an independent non-executive Director and a member of the audit committee, a member of the remuneration and appraisal committee, a member of the nomination committee and a member of the corporate governance committee of the Company in June 2016. Mr. Zhang also serves as an independent director of Zhejiang Hisoar Pharmaceutical Co., Ltd. (浙江海翔藥業股份有限公司) (the shares of which are listed on Shenzhen Stock Exchange, stock code: 002099), a non-independent director of Boji Medical Technical Co., Ltd. (formerly known as: Guangzhou Boji Medical Biotechnological Co., Ltd. (廣州博濟醫藥生物技術股份有限公司)) (the shares of which are listed on Shenzhen Stock Exchange GEM, stock code: 300404), an independent director of Liaoning Chengda Biotechnology Co., Ltd. (遼寧成大生物股份有限公司) (the shares of which are listed on Shanghai Stock Exchange, stock code: 688739) and the Chief Scientist of The South China Center for Innovative Pharmaceuticals. Mr. Zhang has over 20 years of experience in the pharmaceutical industry of PRC. He was an independent director of CR Double-Crane from February 2016 to June 2018, an independent director of Yifan Pharmaceutical Co., Ltd. (the shares of which are listed on Shenzhen Stock Exchange, stock code: 002019) from October 2014 to November 2020 and an independent director of Hunan Fangsheng Pharmaceutical Co., Ltd (the shares of which are listed on Shanghai Stock Exchange, stock code: 603998) from October 2018 to January 2021. He was employed as a professor of School of Pharmaceutical Sciences of Sun Yat-sen University and the director (Pharmacy Administration) of The South China Center for Innovative Pharmaceuticals, a researcher at the Institute of Medicine, Chinese Academy of Medical Sciences (中國醫學科學院藥物研究所), and successively served as a deputy director of Pharmaceutical Evaluation Center (藥品審評中心) and a deputy director of Medical Device Evaluation Center (醫療器械技術審評中心) under the State Food and Drug Administration of the PRC (國家食品藥品監督管理局). Mr. Zhang received a master's degree in pathophysiology from China Medical University in Shenyang, the PRC and a doctor's degree in pharmacy from the School of Pharmaceutical Sciences of Chiba University in Chiba, Japan.

Save as disclosed above, Mr. Zhang (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. Zhang for his position as an 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. Zhang received a Director's fee of HK\$300,000 from the Company for the year ended 31 December 2022. Mr. Zhang did not receive any other emolument for the year ended 31 December 2022.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Zhang 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 Monday, 29 May 2023 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 27 April 2023 (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 2022.
2. To declare a final dividend of HK\$0.16 per share for the year ended 31 December 2022.
3.
  - (1) To re-elect Mdm. Guo Wei as Director;
  - (2) To re-elect Mr. Han Yuewei as Director;
  - (3) To re-elect Mr. Hou Bo as Director;
  - (4) To re-elect Mr. Fu Tingmei as Director;
  - (5) To re-elect Mr. Zhang Kejian as Director; and
  - (6) To authorise the Board to fix the remuneration of the Directors.
4. To appoint auditor and authorise the Board to fix the remuneration of the auditor and in this connection, to consider and , if thought fit, to pass the following resolution as an ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT** KPMG be and is hereby appointed as auditor of the Company in place of the retiring auditor, Ernst & Young, to hold office until the conclusion of the next annual general meeting at a remuneration to be fixed by the Board.”

---

## 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*

Hefei, 27 April 2023

*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 Tuesday, 23 May 2023 to Monday, 29 May 2023, 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 Monday, 22 May 2023 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 HK\$0.16 per ordinary share payable on or about 21 July 2023. 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 Thursday, 8 June 2023 and the register of members of the Company will be closed from Wednesday, 7 June 2023 to Thursday, 8 June 2023, 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 Tuesday, 6 June 2023 for registration.
5. With regard to item No. 3 in this notice, the Board has proposed that five retiring Directors, namely Mdm. Guo Wei, Mr. Han Yuewei, Mr. Hou Bo, Mr. Fu Tingmei and Mr. Zhang Kejian, 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, or in the event that the COVID-19 situation requires the date of the Annual General Meeting to be changed, 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](http://www.crpharm.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://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. Weng Jingwen as executive Directors, Mr. Lin Guolong, Mdm. Guo Wei, 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.*