
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 any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

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 however arising from or in reliance upon the whole or any part of the contents of this circular.



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

A notice convening an annual general meeting of China NT Pharma Group Company Limited (the “Company”) to be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 5 June 2017 at 10:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

27 April 2017

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 3 |
| APPENDIX I – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION | 6 |
| APPENDIX II – EXPLANATORY STATEMENT | 10 |
| NOTICE OF ANNUAL GENERAL MEETING | 13 |

DEFINITIONS

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

| | |
|---------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 5 June 2017 at 10:00 a.m. and notice of which is set out on pages 13 to 17 of this circular, or where the context so admits, any adjournment thereof |
| “Articles of Association” | the articles of association of the Company adopted on 26 March 2011 and effective on 20 April 2011, and as amended from time to time |
| “associate(s)” | has the meaning given to it by the Listing Rules |
| “Board” | the board of Directors |
| “Cayman Companies Law” | the Companies Law (2007 Revision) of the Cayman Islands and any amendments or other statutory modifications thereof |
| “Company” | China NT Pharma Group Company Limited 中國泰凌醫藥集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 1 March 2010 |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 24 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |

DEFINITIONS

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

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01011)

Executive Directors

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

Non-executive Director

Dr. Qian Wei
Mr. Ge Jianqiu

Independent Non-executive Directors

Mr. Yue Nien Martin Tang
Mr. Patrick Sun
Dr. Lap-Chee Tsui

Registered office

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

Principal place of business in Hong Kong registered under

Part 16 of the Hong Kong Companies Ordinance
Unit 2305-2306, 23/F
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

27 April 2017

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide the Shareholders with an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Proposed Repurchase Mandate to the Directors, the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant of general mandates to the Directors to issue and repurchase Shares and (ii) the re-election of the retiring Directors at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution No. 4(A) will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company up to 20 per cent of the aggregate number of the issued Shares of the Company immediately after the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,558,247,800 Shares. Subject to the passing of ordinary resolution No. 4(A) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 311,649,560 Shares. In addition, subject to a separate approval of the ordinary resolution No. 4(C), the number of Shares purchased by the Company under ordinary resolution No. 4(B) will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution No. 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate.

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase of Shares by the Company, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

GENERAL MANDATE TO REPURCHASE SHARES

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

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

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, Mr. Ng Tit, Ms. Chin Yu and Dr. Qian Wei, shall retire by rotation, and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Mr. Ge Jianqiu was appointed as a non-executive Director on 31 May 2016. Pursuant to Article 83 of the Memorandum and Articles of Association of the Company, Mr. Ge Jianqiu will retire and, being eligible, offer himself for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

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

NOTICE OF ANNUAL GENERAL MEETING

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

FORM OF PROXY

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

VOTING BY POLL

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

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

RECOMMENDATION

The Directors consider that the proposed granting of the general mandate to the Directors to issue Shares and repurchase Shares and the proposed re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

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

Mr. Ng Tit

Mr. Ng Tit (吳鐵先生), aged 53, co-founder of the Group, has been the Chairman of the Board of Directors and Chief Executive Officer of the Group since 1995. Mr. Ng was appointed as the Company's Executive Director on 1 March 2010, responsible for the overall strategic planning and management of the Group. He has extensive experience in the pharmaceutical industry, having been engaged in the pharmaceutical business for over 20 years. Prior to establishing the Group in 1995, Mr. Ng worked for a number of relevant organisations and enterprises. Mr. Ng is a member of Jiangsu Committee of the Chinese People's Political Consultative Conference ("CPPCC") of the PRC, deputy director of Jiangsu Committee of Hong Kong, Macao, Taiwan and Overseas (Foreign Affairs) of CPPCC, vice president of Overseas Friendship Association of Jiangsu Province, vice president of Federation of HK Jiangsu Community Organisations and Chairman of China Nation Culture Spread Ltd.* (中華民族文化傳播有限公司). Mr. Ng obtained his bachelor degree from Guizhou University in 1986, and an Executive Master of Business Administration ("EMBA") from Fudan University (復旦大學) in 2007. He is the spouse of Ms. Chin Yu, who is an executive Director, and the brother-in-law of Dr. Qian Wei, who is a non-executive Director.

Mr. Ng has entered into a service contract with the Company on 26 March 2011 for an initial term of three years, which shall continue unless terminated by either the Company or Mr. Ng giving at least three months' written notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service contract, Mr. Ng is entitled to HK\$12,400,000 in remuneration for the year ended 31 December 2016. His remuneration is determined by reference to the prevailing market conditions and his duties and responsibilities in our Company.

As at the Latest Practicable Date, Mr. Ng held 597,292,000 Shares, which consist of 592,792,000 Shares held through Golden Base Investment Limited (a Company owned as to 50% by Mr. Ng and 50% by Ms. Chin Yu), 500,000 Shares jointly held with Ms. Chin Yu, who is Mr. Ng's wife and one of the Executive Directors of the Company and 4,000,000 share option held by Ms. Chin Yu (which is deemed to be held by Mr. Ng pursuant to the SFO. Save as disclosed above, Mr. Ng has no interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Ng has not held any other position with the Company or any other members of the Group nor any directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed, he has no other relationships with any Directors, senior management, substantial or controlling Shareholders of the Company.

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

Ms. Chin Yu

Ms. Chin Yu (錢余女士), aged 53, co-founder of the Group. Ms. Chin has been re-designated from non-executive Director to executive Director of the Group since 1 February 2015. Ms. Chin is responsible for the daily operations of NT Pharma (Hong Kong) Co., Ltd. Ms. Chin was appointed as non-executive Director on 1 March 2010. Prior to the establishment of the Group, Ms. Qian was an accounting professional. Ms. Chin worked in Bank of Communications from 1987 to 1993. Ms. Chin is the spouse of Mr. Ng Tit, the Chairman of the Board of Directors and Chief Executive Officer, and the sister of Dr. Qian Wei, a non-executive Director.

Ms. Chin entered into a service agreement with the Company for an initial term of three years commencing from 1 February 2015, which shall continue unless terminated by either the Company or Ms. Chin giving at least three months' written notice to the other party. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the letter of appointment, Ms. Chin is not entitled to any remuneration for her services as executive Director.

As at the Latest Practicable Date, Ms. Chin held 597,292,000 Shares, which consist of 592,792,000 Shares held through Golden Base Investment Limited (a company owned as to 50% by Ms. Chin and 50% by Mr. Ng Tit), 500,000 Shares jointly held with Mr. Ng Tit, who is Ms. Chin's husband and the Chairman and Chief Executive Officer of the Company and 4,000,000 share options granted to her on 15 January 2015 under the new share option plan of the Company approved on 22 September 2014. Save as disclosed above, Ms. Chin has no interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Chin has not held any other position with the Company or any other members of the Group nor any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, she has no other relationships with any Directors, senior management, substantial or controlling Shareholders of the Company.

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

Dr. Qian Wei

Dr. Qian Wei (錢唯博士), aged 60, was appointed as a non-executive Director of the Group on 1 March 2010. Dr. Qian is currently a tenured full professor of Biomedical Engineering, University of Texas, and a fellow of American Institute for Medical and Biological Engineering. He also enrolled the Chinese 1000 Plan as an innovation expert. He is Dean of the Sino-Dutch Biomedical and Information Engineering School of Northeastern University. Dr. Qian was appointed as Allen Henry Endowed Chair Distinguished Professor of Electrical Engineering in the Engineering College at Florida Institute of Technology in 2009. He had previously been an associate professor of Department of Interdisciplinary Oncology at Moffitt Cancer Center, College of Medicine, University of South Florida from 2001 to 2007. Dr. Qian has been given the Stars Award of system research by University of Texas, US in 2008, Award for Outstanding Research Achievements by American Cancer Society in 2000. Dr. Qian received Martin Silberg Cancer Research Award for outstanding achievements for two consecutive years in 1994 and 1995. He was a Postdoctoral Research Associate of University of South Florida in 1994, of University of Notre Dame in 1992. He obtained his doctorate of Biomedical Engineering at Southeast University in 1990. Dr. Qian is the brother of Ms. Chin Yu, an executive Director and the brother-in-law of Mr. Ng Tit, the Chairman and Chief Executive Officer of the Group.

On 26 March 2014, Dr. Qian entered into a letter of appointment with the Company which constitutes a service contract. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the letter of appointment, Dr. Qian is not entitled to any remuneration for his services as non-executive Director.

As at the Latest Practicable Date, Dr. Qian has no interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO.

Save as disclosed above, Dr. Qian has not held any other position with the Company or any other members of the Group nor any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, he has no other relationships with any Directors, senior management, substantial or controlling Shareholders of the Company.

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

Mr. Ge Jianqiu

Mr. Ge Jianqiu (葛劍秋先生), aged 46, was appointed as a non-executive director of the Group on 31 May 2016. Mr. Ge has extensive experience in the pharmaceutical industry, investment banking and capital market, and has been engaged in these sectors for over 20 years. Since June 2015, he is the director and executive vice president of Shanghai Jiao Da Onlly Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600530). Prior to that, he was the executive partner of Shanghai HengRui Equity Investment Management Center* (上海衡銳股權投資管理中心), vice president of Shanghai Pharmaceuticals Holding Co., Ltd.* (上海醫藥集團股份有限公司), executive director and principal of the Shanghai representative office of UBS AG and senior vice president of the Shanghai representative office of BNP Paribas. Mr. Ge obtained a bachelor's degree in law from East China University of Political Science and Law in 1992 and obtained a master's degree in law from the Law School of the Columbia University in USA in 2004.

Mr. Ge did not hold any directorships in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Ge has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company, or any of their respective associates as defined in the Listing Rules.

As at the date of this circular, Mr. Ge holds 1,900,000 shares of the Company, representing approximately 0.12% of the issued shares of the Company.

Save as disclosed above, Mr. Ge does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ge has entered into an appointment letter with the Company for a term of three years commencing from 31 May 2016, subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Ge is also subject to retirement by rotation and re-election at the annual general meeting in accordance with the memorandum and articles of association of the Company. Pursuant to his appointment letter, the annual remuneration of Mr. Ge as the non-executive Director of the Company is HK\$250,000.

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

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,558,247,800 Shares of nominal value of US\$0.00000008 each. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 155,824,780 Shares which represent 10 per cent of the issued share capital of the Company as at the date of the Annual General Meeting.

REASONS FOR REPURCHASES

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

FUNDING OF REPURCHASES

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements

of the Company as at 31 December 2016, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

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

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

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

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

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Ng Tit and Ms. Chin Yu, and Golden Base Investment Limited, the controlling shareholders of the Company (the "Controlling Shareholders"), together control the exercise of 38.07 per cent voting rights in the general meeting of the Company. In the event that the Directors exercise the Proposed Repurchase Mandate in full, the interest in shareholding of the Controlling Shareholders, based on their current shareholding, would be increased to approximately 42.30 per cent of the issued share capital of the Company. The Directors consider that such increase would give rise to an obligation to make a mandatory offer under the Takeover Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for above parties acting in concert to make a mandatory offer. The Directors are not aware of any other consequence which would arise under the Takeovers Code as a consequence of any purchase pursuant to the Proposed Repurchase Mandate.

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

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

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

| | Highest traded prices <i>HK\$</i> | Lowest traded prices <i>HK\$</i> |
|---|--|---|
| 2016 | | |
| April | 2.40 | 2.15 |
| May | 2.40 | 2.01 |
| June | 2.11 | 1.72 |
| July | 2.05 | 1.84 |
| August | 2.12 | 1.95 |
| September | 2.20 | 1.90 |
| October | 2.02 | 1.77 |
| November | 1.84 | 1.68 |
| December | 1.83 | 1.27 |
| 2017 | | |
| January | 1.81 | 1.45 |
| February | 1.72 | 1.51 |
| March | 1.86 | 1.53 |
| April (up to the Latest Practicable Date) | 1.85 | 1.68 |

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01011)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of China NT Pharma Group Company Limited (the “Company”) will be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 5 June 2017 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2016.
2. To consider the re-election of the retiring directors of the Company and authorise the board of directors to fix the remuneration of the directors of the Company.
3. To consider the re-appointment of Crowe Horwath (HK) CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The

NOTICE OF ANNUAL GENERAL MEETING

Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) the “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company; and
 - (2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

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

(B) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to repurchase issued shares or any other rights to subscribe shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares of the Company, which are authorised to be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

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

(C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate number of shares of the Company in issue as at the date of passing of this resolutions.”

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

Hong Kong, 27 April 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof, if they so wish.
- (v) The transfer books and register of members will be closed from 30 May 2017 to 5 June 2017, both days inclusive, for the purpose of ascertaining shareholder's entitlement to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 29 May 2017.
- (vi) In respect of ordinary resolution numbered 2 above, Mr. Ng Tit, Ms. Chin Yu, Dr. Qian Wei and Mr. Ge Jianqiu, being eligible, have offered themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the accompanied circular dated 27 April 2017.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purpose of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 27 April 2017.