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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China NT Pharma Group Company Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “DEFINITIONS” in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 6 to 14 of this circular. A notice convening the EGM of the Company to be held at Suite 3612–3613, 36/F Cosco Tower, 183 Queen’s Road Central, Hong Kong on 28 June 2024 at 11:30 a.m. is set out on pages 15 to 17 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment or postponement thereof if you so wish, in such event, the relevant form of proxy shall be deemed to be revoked.

7 June 2024

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 14 May 2024 in relation to the Share Consolidation and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open in Hong Kong, other than Saturday, Sunday or public holiday in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size for trading on the Stock Exchange from 500 Existing Shares to 10,000 Consolidated Shares upon Share Consolidation becoming effective
“Company”	China NT Pharma Group Company Limited (stock code: 1011), a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on the Stock Exchange
“Consolidated CPS(s)”	the consolidated convertible preference share(s) of par value US\$0.0000008 each in the share capital of the Company upon the Share Consolidation becoming effective
“Consolidated Share(s)”	the ordinary share(s) of par value US\$0.0000008 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation

DEFINITIONS

“Existing CPS(s)”	existing convertible preference share(s) of par value US\$0.00000008 each in the Company
“Existing Share(s)”	existing ordinary share(s) of par value US\$0.00000008 each in the Company
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the ordinary share(s) of par value US\$0.00000008 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares and Existing CPSs in the share capital of the Company into one (1) Consolidated Share and one (1) Consolidated CPS respectively

DEFINITIONS

“Share Options”	the right(s) granted under the Share Option Scheme to subscribe for the Shares in accordance with the Share Options Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 22 September 2014
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event(s)	Time and Date 2024
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Expected date of despatch of circular in relation to the Share Consolidation with the notice of EGM and proxy form for EGM	On or before Friday, 7 June 2024
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Latest time for lodging transfer documents of the Existing Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Monday, 24 June 2024
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Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM	Tuesday, 25 June to Friday, 28 June (both dates inclusive)
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Latest time for lodging proxy forms for the EGM	11:30 a.m. on Wednesday, 26 June
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Date and time of the EGM to approve the Share Consolidation	11:30 a.m. on Friday, 28 June
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Announcement of the poll results of the EGM	Friday, 28 June
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The following events are conditional upon the results of the EGM and therefore the dates are tentative only.

Effective date of the Share Consolidation	Wednesday, 3 July
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First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 3 July
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Dealing in the Consolidated Shares commences	9:00 a.m. on Wednesday, 3 July
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EXPECTED TIMETABLE

Event(s)	Time and Date 2024
Original counter for trading in the Existing Shares in board lots of 500 Existing Shares temporarily closes	9:00 a.m. on Wednesday, 3 July
Temporary counter for trading in the Consolidated Shares in board lots of 50 Consolidated Shares (in the form of existing share certificate(s)) opens	9:00 a.m. on Wednesday, 3 July
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 17 July
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) commences	9:00 a.m. on Wednesday, 17 July
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 17 July
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Tuesday, 6 August
Temporary counter for trading in the Consolidated Shares in board lots of 50 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 6 August
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) ends	4:10 p.m. on Tuesday, 6 August
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 8 August

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1011)

Executive Directors

Mr. Ng Tit (*Chairman*)
Ms. Ng, Anna Ching Mei

Non-executive Director

Dr. Qian Wei
Ms. Chin Yu

Independent Non-executive Directors

Mr. Yu Tze Shan Hailson
Mr. Ng Ming Kwan
Dr. Zhao Yubiao

Registered office

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Cayman Islands

*Principal place of business and
headquarters in Hong Kong*

Suite 3613
36/F Cosco Tower
183 Queen's Road Central
Hong Kong

7 June 2024

To the Shareholders

Dear Sir/Madam,

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

INTRODUCTION

Reference is made to the Announcement in relation to the Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you with the information, among other things, (i) further details of the Share Consolidation; (ii) further details of the Change in Board Lot Size; (iii) the notice of EGM; and (iv) other information required under the Listing Rules.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares and Existing CPSs of par value of US\$0.00000008 each be respectively consolidated into one (1) Consolidated Share and one (1) Consolidated CPS of par value of US\$0.00000008 each.

LETTER FROM THE BOARD

Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is US\$50,100 divided into 625,925,000,000 Existing Shares and 325,000,000 Existing CPSs.

Upon the Share Consolidation becoming effective and assuming that there are no changes to the authorised share capital of the Company from the date of this circular until the effective date of the Share Consolidation, the authorised share capital of the Company will become US\$50,100 divided into 62,592,500,000 Consolidated Shares with par value of US\$0.0000008 each and 32,500,000 Consolidated CPSs with par value of US\$0.0000008 each.

As at the Last Practicable Date, 2,640,895,063 Existing Shares have been issued and no Existing CPS is in issue. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares and/or new Existing CPSs are issued nor Existing Shares are repurchased from the date hereof until the effective date of the Share Consolidation, 264,089,506 Consolidated Shares and no Consolidated CPS will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares and Consolidated CPSs shall rank *pari passu* in all respects with other shares in the same class and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Wednesday, 3 July 2024.

LETTER FROM THE BOARD

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Application for listing of the Consolidated Shares

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

No part of the equity or debt securities of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 500 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 500 Existing Shares to 10,000 Consolidated Shares. Based on the closing price of HK\$0.022 per Existing Share (equivalent to the theoretical closing price of HK\$0.22 per Consolidated Share) as at the date of this circular, (i) the value per board lot of 500 Existing Shares is HK\$11; (ii) the value of each board lot of 500 Consolidated Shares would be HK\$110 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 10,000 Consolidated Shares would be HK\$2,200 on the assumption that the Change in Board Lot Size had also become effective.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Mr. Lau Wai Man of Orient Securities Limited at Unit B, 8/F, Hip Shing Hong Centre, 55 Des Voeux Road Central, Hong Kong or at telephone number (852) 2123-2200 during office hours (9:00 a.m. to 6:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from 17 July 2024 to 6 August 2024 (both days inclusive).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 3 July 2024, the second Business Day after the date of the EGM, the Shareholders may during the specific period submit existing share certificates for the Existing Shares (in the colour of Blue) to the Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of green) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:10 p.m. on Tuesday, 6 August 2024, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery trading and settlement purposes.

LETTER FROM THE BOARD

ADJUSTMENT IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, there are a total of 20,200,000 outstanding Share Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 20,200,000 Existing Shares.

According to the rules of the Share Option Scheme, in the event of any alteration in the capital structure of the Company whilst any Share Option remains exercisable or the Share Option Scheme remains in effect, and such event arises from a capitalisation of profits or reserves, rights issue, consolidation, sub-division or reduction of the share capital of the Company or otherwise howsoever, then, in any such case the Company shall instruct the auditors or independent financial adviser to the Company to certify in writing the adjustment, if any, to the number of Shares to which the Share Option Scheme or any Share Option(s) relates and the subscription price of any unexercised Share Option. Any such adjustment shall be made on the basis that the aggregate subscription price payable by a grantee on the full exercise of any Share Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event. No such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value.

The expected adjustments to be made in respect of the outstanding Share Options as a result of the Share Consolidation are set out as follows:

Date of grant	Before adjustment		After adjustment	
	Exercise price per outstanding Share Option granted	Number of Existing Shares to be allotted and issued upon full exercise of the outstanding Share Options granted	Exercise price per outstanding Share Option granted	Number of Consolidated Shares to be allotted and issued upon full exercise of the outstanding Share Options granted
10 November 2014	HK\$1.25	2,000,000	HK\$12.50	200,000
15 January 2015	HK\$1.23	18,200,000	HK\$12.30	1,820,000
	Total:	<u>20,200,000</u>	Total:	<u>2,020,000</u>

The Company will appoint an auditor or an independent financial adviser to certify the above adjustments in accordance with the requirements of the Listing Rules and the terms of the Share Option Scheme, and will make further announcement in this regard as and when appropriate.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, the Company has no outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Moreover, pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, it stated that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) the expected board lot value per board lot should be greater than HK\$2,000 after taking into account the minimum transaction costs for a securities trade.

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous six months up to and including the Latest Practicable Date were as follows:

	Highest traded prices	Lowest traded prices
	<i>HK\$</i>	<i>HK\$</i>
2023		
December	0.073	0.048
2024		
January	0.059	0.026
February	0.053	0.036
March	0.057	0.017
April	0.029	0.020
May	0.032	0.019
June (up to the Latest Practicable Date)	0.023	0.021

For the past six months, the share price of the Company has been trading at or below HK\$0.10, ranging from HK\$0.017 to HK\$0.073 (the board lot value of which ranges from HK\$8.5 to HK\$36.5) up to and including the Latest Practicable Date which is less than HK\$2,000.

The Directors consider that the proposed Share Consolidation and Change in Board Lot Size will increase the board lot value to over HK\$2,000, and would bring about a corresponding upward adjustment in the expected value per board lot. As such, it would enable the Company to comply with the trading requirements under the Listing Rules.

LETTER FROM THE BOARD

It is believed that the adjusted share price, as a result of the Share Consolidation, would maintain the trading amount for each board lot at a reasonable level and will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of institutional and professional investors and thus help to further broaden the shareholder base of the Company. The Directors also believe that the Share Consolidation will provide greater opportunity for and more flexibility in the Company's possible equity fund-raising in the future.

In addition, the Board considers that the Share Consolidation and the Change in Board Lot Size would reduce the number of Existing Shares currently in issue and increase the nominal value of the Shares, and bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange, thus maintaining the trading amount for each board lot at a reasonable level to attract more investors and to broaden the shareholder base of the Company. It is also hoped that the Share Consolidation and the Change in Board Lot Size will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. The Directors also believe that the Share Consolidation and the Change in Board Lot Size will provide greater opportunity for, and more flexibility in, the Company's possible equity fund raising in the future. Furthermore, the Share Consolidation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction cost for each securities trade.

The Board considers that the Share Consolidation and the Change in Board Lot Size is essential to achieve the abovementioned purpose. Considering the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are in the best interest of the Company and the Shareholders as a whole.

EGM

The EGM will be held at Suite 3612–3613, 36/F Cosco Tower, 183 Queen's Road Central, Hong Kong at 11:30 a.m. on Friday, 28 June 2024 to consider and, if thought fit, pass the ordinary resolution to approve the Share Consolidation. The notice convening the EGM is set out on pages 15 to 17 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. If you are not able to attend and/or vote at the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, 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 adjourned or postponed meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have any material interest in the Share Consolidation, and accordingly, none of the Shareholders will be required to abstain from voting on the ordinary resolution in relation to the Share Consolidation at the EGM.

VOTING BY POLL AT THE EGM

Pursuant to Rules 13.39(4) and (5) 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 by a show of hands), and an announcement on the poll results of the general meeting must be made by the Company after the general meeting as soon as possible. Accordingly, the resolution to be proposed at the EGM as set out in the notice of the EGM will be voted by poll and an announcement on the poll results of the EGM will be made by the Company as soon as possible after conclusion of the EGM.

RECOMMENDATIONS

Taking into consideration of the reasons set out in the paragraph headed "REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE" above, the Directors believe that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

LETTER FROM THE BOARD

WARNING

Shareholders should take note that the Share Consolidation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

NOTICE OF EGM



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China NT Pharma Group Company Limited (the “**Company**”) will be held at Suite 3612–3613, 36/F Cosco Tower, 183 Queen’s Road Central, Hong Kong on Friday, 28 June 2024 at 11:30 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the other conditions set out in the Letter from the Board under the heading “Conditions of the Share Consolidation” in this circular, with effect to the second business day immediately following the date on which this resolution is passed:
 - (a) every ten (10) issued and unissued ordinary shares of par value of US\$0.00000008 each and every ten (10) issued and unissued convertible preference shares of par value of US\$0.00000008 each in the existing share capital of the Company be respectively consolidated into one (1) ordinary share with a par value of US\$0.00000008 each (each a “**Consolidated Share**”) and one (1) convertible preference share with a par value of US\$0.00000008 each (each a “**Consolidated CPS**”), and such Consolidated Shares and Consolidated CPSs shall rank *pari passu* in all respects with other shares in the same class and have the rights and privileges and be subject to the restrictions contained in the memorandum of association and articles of association of the Company or in their terms of issue (the “**Share Consolidation**”), and the authorized share capital of the Company shall therefore be changed from US\$50,100 divided into 625,925,000,000 ordinary shares of par value of US\$0.00000008 each and 325,000,000 convertible preference shares of par value of US\$0.00000008 each before the Share Consolidation to 62,592,500,000 ordinary shares of par value of US\$0.00000008 each and 32,500,000 convertible preference shares of par value of US\$0.00000008 each;
 - (b) all fractional Consolidated Shares and Consolidated CPSs, if any, resulting from the Share Consolidation will be disregarded and will not be allocated to the shareholder(s) of the Company, but all such fractional Consolidated Shares and Consolidated CPSs will be aggregated and, if possible, sold for the benefit of the

NOTICE OF EGM

Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

- (c) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Consolidation and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith.”

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

Hong Kong, 7 June 2024

Registered office in the Cayman Islands:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office and principal place of business:
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Hong Kong

Notes:

- (a) In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of any share(s) of the Company (“**Shares**”) can be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
- (b) A member entitled to attend and vote at the EGM convened by the above notice (or at any adjournment or postponement thereof) is entitled to appoint a proxy to attend and vote on his/her behalf at the meeting. A proxy need not be a member of the Company.
- (c) To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a 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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the appointed time for the holding of the EGM or any adjournment or postponement thereof (as the case may be).

NOTICE OF EGM

- (d) Completion and delivery of the form of proxy shall not preclude any shareholder of the Company (“**Shareholder(s)**”) from attending and voting in person at the EGM convened or any adjournment or postponement thereof (as the case may be), if the Shareholders so desires and in such event, the form of proxy shall be deemed to be revoked.
- (e) In case of joint registered holders of Shares, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (f) The above resolution will be put to vote by way of a poll at the EGM.

If a tropical cyclone warning signal No. 8 or above is hoisted or a “black” rainstorm warning signal is in force in Hong Kong at or at any time after 6:00 a.m. on the date of the EGM, the EGM will be automatically postponed in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Company at www.rasr.com.hk and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify Shareholders of the date, time and place of the postponed meeting, respectively.

As at the date of this notice, the board of the directors of the Company comprises the executive Directors are Mr. Ng Tit and Ms. Ng Anna Ching Mei; the non-executive Director is Dr. Qian Wei and Ms. Chin Yu; and the independent non-executive Directors are Mr. Tze Shan Hailson Yu, Mr. Ng Ming Kwan and Dr. Zhao Yubiao.