
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 or transferred all your shares in Grand Pharmaceutical Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



遠大醫藥集團

GRAND PHARMACEUTICAL GROUP

GRAND PHARMACEUTICAL GROUP LIMITED

遠大醫藥集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00512)

**(1) GENERAL MANDATE TO
REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Grand Pharmaceutical Group Limited to be held at Unit 3302, The Center, 99 Queen's Road Central, Hong Kong on Thursday, 10 April 2025 at 11: 00 a.m. or any adjournment thereof is set out on pages 13 to 17 of this circular.

A form of proxy for use at the annual general meeting of Grand Pharmaceutical Group Limited is enclosed with this circular. Whether or not you are able to attend and vote at such meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to Grand Pharmaceutical Group Limited's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 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 or any adjournment thereof should you so wish.

* For identification purposes only

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board.	3
Appendix I – Explanatory statement	8
Appendix II – Biographical details of the Directors to be re-elected and appointed	11
Notice of Annual General Meeting.	13

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Unit 3302, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 10 April 2025 at 11: 00 a.m., the notice of which is set out on pages 13 to 17 of this circular
“associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Grand Pharmaceutical Group Limited, a company incorporated in Bermuda with limited liability and its securities are listed on the Stock Exchange
“connected person”	has the same meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Government”	the government of Hong Kong
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with the Shares as set out in resolution number 5 of the Notice
“Latest Practicable Date”	14 March 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 13 to 17 of this circular
“Outwit”	Outwit Investments Limited, a company established in British Virgin Islands with limited liability
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to repurchase the Shares as set out in resolution number 6 of the Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy Back Rules”	the provisions in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own shares
“Share(s)”	the share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers for the time being in force
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

[#] The English transliteration of the Chinese name(s) in this circular, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

LETTER FROM THE BOARD



遠大醫藥集團

GRAND PHARMACEUTICAL GROUP

GRAND PHARMACEUTICAL GROUP LIMITED

遠大醫藥集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00512)

Executive Directors:

Dr. Tang Weikun (Chairman)

Mr. Zhou Chao

Mr. Yang Guang

Ms. Lam Chit Yee Jessica

Registered office:

Clarendon House

2 Church Street

Hamilton HM11 Bermuda

Independent non-executive Directors:

Ms. So Tosi Wan, Winnie

Dr. Xing Li Na

Mr. Hu Yebi

Dr. Pei Geng

Principal place of business

in Hong Kong:

Unit 3302, The Center

99 Queen's Road Central

Hong Kong

19 March 2025

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATE TO
REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to seek your approval of resolutions to grant a general mandate to the Directors to repurchase the Shares representing up to a maximum of 10% of the aggregate number of issued Shares at the date of passing the resolution, to grant a general mandate to the Directors to issue new Shares up to a maximum of 20% of the aggregate number of issued Shares at the date of passing of

* For identification purposes only

LETTER FROM THE BOARD

the resolution and to increase the number of shares which the Directors may issue under their general mandate to issue new Shares by the number of Shares repurchased. Resolutions will also be proposed to re-elect the retiring Directors, re-appoint the auditors of the Company in accordance with the Bye-laws. These resolutions will be proposed at the Annual General Meeting to be held on 10 April 2025.

2. GENERAL MANDATE TO REPURCHASE SHARES

A resolution will be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to the Directors to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, the Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 354,957,114 Shares.

In accordance with the Share Buy Back Rules, this circular contains an explanatory statement in Appendix I to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation to the Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE SHARES

A resolution will be proposed at the Annual General Meeting for the grant of the Issue Mandate to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate number of issued Shares at the date of passing of the resolution.

As at the Latest Practicable Date, a total of 3,549,571,148 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 709,914,229 Shares.

In addition, subject to a separate Shareholders' resolution, the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to the Issue Mandate as mentioned above.

4. EXPIRY OF THE REPURCHASE MANDATE AND ISSUE MANDATE

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the applicable laws of Bermuda to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1), one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company and shall then be eligible to offer themselves for re-election. Mr. Yang Guang, Ms. Lam Chit Yee, Jessica, and Dr. Xing Li Na will retire from office at the Annual General Meeting.

Mr. Yang Guang, Ms. Lam Chit Yee, Jessica, and Dr. Xing Li Na, being the retiring Directors and being eligible, will offer themselves for re-election at the Annual General Meeting.

Brief biographical details of Mr. Yang Guang, Ms. Lam Chit Yee, Jessica, and Dr. Xing Li Na are set out in Appendix II to this circular.

6. PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 17 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate and the Repurchase Mandate, the re-election of the retiring Directors and the re-election of auditors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. PROCEDURES TO VOTE

Pursuant to Rule 13.39(4) of the Listing Rules, voting of all resolutions at the Annual General Meeting will be taken by way of poll and the results of the Annual General Meeting will be announced by the Company in compliance with the Listing Rules.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed on/during the following day/periods:

- (i) from Monday, 7 April 2025 to Thursday, 10 April 2025 both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting to be held on Thursday, 10 April 2025. In order to be eligible to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms either overleaf or separately must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4: 30 p.m. on Thursday, 3 April 2025; and
- (ii) on Wednesday, 16 April 2025, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all share certificates with completed transfer forms either overleaf or separately must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4: 30 p.m. on Tuesday, 15 April 2025. The final dividend will be paid on or about Wednesday, 30 April 2025 to the shareholders whose names appear on the register of members as on Wednesday, 16 April 2025.

9. 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.

10. RECOMMENDATION

The Directors consider that all the resolutions as set out in the Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM as set out in the AGM Notice.

11. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

12. LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board of
Grand Pharmaceutical Group Limited
Dr. Tang Weikun
Chairman

The following is the explanatory statement which is required to be sent to the Shareholders under the Share Buy Back Rules in connection with the Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company 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.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,549,571,148 Shares.

Subject to the passing of the Repurchase Mandate, the Company would be allowed to repurchase Shares up to a maximum of 354,957,114 Shares on the basis that no further Shares will be issued or otherwise repurchased and cancelled prior to the date of the forthcoming Annual General Meeting.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

It is presently proposed that any purchase of the Shares would be made out of internal resources of the Company provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

Taking into account the current financial position of the Company, the Directors consider the repurchase of Shares in full at any time during the proposed repurchase period may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the published audited financial statements as at 31 December 2024, but the Directors will only exercise the Repurchase Mandate to such an extent that would be benefit to the Company and Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Share prices	
	Highest	Lowest
	HK\$	HK\$
2024		
April	4.46	3.83
May	5.31	4.33
June	5.18	4.58
July	4.93	4.30
August	4.69	4.17
September	5.24	4.18
October	5.62	4.48
November	4.91	4.25
December	4.86	4.48
2025		
January	4.80	4.21
February	5.36	4.04
March (Up to Latest Practicable Date)	6.36	5.03

6. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

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 purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Outwit, the controlling Shareholder, held 1,671,671,149 Shares representing approximately 47.09% of the issued share capital of the Company. If the Repurchase Mandate is exercised in full and the Shares being repurchased are cancelled, the percentage shareholding of Outwit will increase to approximately 52.33%. Such increase in shareholding would give rise to an obligation for Outwit to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors currently have no intention of exercising the proposed Repurchase Mandate to such an extent as would result in takeover obligations for the Outwit.

Save as aforesaid and as at the Latest Practicable Date, the Directors were not aware of any consequence which the exercise in full of the Repurchase Mandate under the Takeovers Code.

7. SHARE REPURCHASES BY THE COMPANY

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

8. GENERAL INFORMATION AND UNDERTAKINGS

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.
- (c) No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The biographical details of the Directors for re-election at the AGM are set out below:

Mr. Yang Guang, aged 49, has over 20 years experience in business development. He has been the general manager of the investment management headquarters (formerly known as investment development headquarters) of China Grand Enterprises Incorporation (a substantial shareholder of the Company) since 2019. Mr. Yang obtained his bachelor degree in pharmaceutical preparations from the China Pharmaceutical University. He also obtained a master degree in bio-pharmacy engineering from the Tianjin University, and a master degree of business administration from the China Europe International Business School.

Mr. Yang is appointed for a term of one year and is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months' notice in writing served by either party and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Yang will be entitled to receive HK\$50,000 per annum as director's remuneration which is determined by reference to his duties and responsibilities within the Company, the Company's remuneration policy and the market salary range for the position.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any other interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other positions with the Company and its subsidiaries.

Saved as disclosed above, there is no information in relation to Mr. Yang's appointment that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company.

Ms. Lam Chit Yee, Jessica, aged 59, holder of Technical Representative (Broker) Licence issued by the Insurance Authority, has engaged in insurance industry for over 20 years. Before her appointment, she worked at Fur Ren Financial Services Limited for more than 15 years. Her last position was director of the company, and she was responsible for commercial insurance, providing insurance and investment solutions to clients. Ms. Lam joined the Group as director of a subsidiary since May 2024.

Ms. Lam is appointed for a term of one year and is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months' notice in writing served by either party and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Ms. Lam will be entitled to receive HK\$50,000 per annum as director's remuneration which is determined by reference to her duties and responsibilities within the Company, the Company's remuneration policy and the market salary range for the position.

As at the Latest Practicable Date, Ms. Lam is interested in 579,000 Shares.

Saved as disclosed above, as at the Latest Practicable Date, Ms. Lam (i) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any other interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other positions with the Company and its subsidiaries.

Saved as disclosed above, there is no information in relation to Ms. Lam's re-election that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company.

Dr. Xing Li Na, aged 41, was appointed as an independent non-executive Director in June 2024. Dr., Xing joined China Grand Enterprises, INC. in November 2023 as senior business director of the pharmaceutical strategic management headquarters. She has many years of experience in review work at the Medical Device Technical Review Center of the State Food and Drug Administration, and served as deputy director of preclinical safety research for new drugs at BeiGene (Beijing) Biotechnology Co., Ltd. Dr. Xing obtained a postgraduate degree in medicine from Peking University School of Medicine.

Dr. Xing is appointed for a term of one year and is renewable automatically for successive terms of one year after the expiry of the term of appointment, unless terminated by not less than three months' notice in writing served by either party and is subject to retirement by rotation and re-election in accordance with the Bye-laws. Dr. Xing will be entitled to receive HK\$50,000 per annum as director's remuneration which is determined by reference to his duties and responsibilities within the Company, the Company's remuneration policy and the market salary range for the position.

Saved as disclosed above, as at the Latest Practicable Date, Dr. Xing (i) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any other interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold other positions with the Company and its subsidiaries.

Saved as disclosed above, there is no information in relation to Dr. Xing's re-election that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company.

NOTICE OF ANNUAL GENERAL MEETING



遠大醫藥集團

GRAND PHARMACEUTICAL GROUP

GRAND PHARMACEUTICAL GROUP LIMITED

遠大醫藥集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00512)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Grand Pharmaceutical Group Limited (the “Company”) will be held at Unit 3302, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 10 April 2025 at 11: 00 a.m. for the following purposes:

1. To adopt the audited financial statements together with the report of the directors and the report of the auditors for the year ended 31 December 2024.
2. To declare a final dividend of HK\$0.26 per share for the year ended 31 December 2024.
3.
 - (a) To re-elect Mr. Yang Guang as executive director of the Company;
 - (b) To re-elect Ms. Lam Chit Yee, Jessica as executive director of the Company;
 - (c) To re-elect Dr. Xing Li Na as independent non-executive director of the Company; and
 - (d) To authorise the board of directors to fix the remunerations of the Company’s directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as auditors to hold office until the conclusion of the next annual general meeting and to authorise the board of directors to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

As special business to consider and, if thought fit, pass the following resolutions as ordinary resolutions, with or without modification:

5. “THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares in the share capital of the Company 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) of this resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time, shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purposes of this resolution:
 - (aa) “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 the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

(bb) “Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period as defined in Resolution 5(d)(aa) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of shares in the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in Resolution 5(d)(aa).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution.”

Yours faithfully,
By order of the Board of
Grand Pharmaceutical Group Limited
Dr. Tang Weikun
Chairman

Hong Kong, 19 March 2025

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. The register of members of the Company will be closed on/during the following day/periods:
 - (i) from Monday, 7 April 2025 to Thursday, 10 April 2025 both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting to be held on Thursday, 10 April 2025. In order to be eligible to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms either overleaf or separately must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4: 30 p.m. on Thursday, 3 April 2025; and
 - (ii) on Wednesday, 16 April 2025, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all share certificates with completed transfer forms either overleaf or separately must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4: 30 p.m. on Tuesday, 15 April 2025. The final dividend will be paid on or about Wednesday, 30 April 2025 to the shareholders whose names appear on the register of members as on Wednesday, 16 April 2025.
3. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to proposed resolution no. 3 above, Mr. Yang Guang, Ms. Lam Chit Yee, Jessica and Dr. Xing Li Na will retire from their offices of Director at the Annual General Meeting. Mr. Yang Guang, Ms. Lam Chit Yee, Jessica and Dr. Xing Li Na, being eligible, offer themselves for re-election.
7. An explanatory statement containing further details regarding the proposed resolution no. 6 set out in the above notice will be contained in a circular to be despatched to shareholders together with the 2024 Annual Report of the Company.

As at the date of this notice, the Board comprises four executive directors, namely, Dr. Tang Weikun, Mr. Zhou Chao, Mr. Yang Guang and Ms. Lam Chit Yee, Jessica and four independent non-executive directors, namely, Ms. So Tosi Wan, Winnie, Dr. Xing Li Na, Dr. Pei Geng and Mr. Hu Yebi.