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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 stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional advisor.

If you have sold or transferred all your shares in **China Shineway Pharmaceutical Group 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 transferee.

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**CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED****中國神威藥業集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 2877)**

**PROPOSALS FOR
GENERAL MANDATE
TO ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the AGM of the Company to be held at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 28 May 2026 is set out on pages 10 to 12 of this circular.

Whether or not you are able to attend the AGM or any adjournment thereof in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's principal place of business in Hong Kong at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (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 AGM or any adjournment thereof (as the case may be) should you so wish.

Hong Kong, 24 April 2026

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 28 May 2026, notice of which is set out on pages 10 to 12 of this circular or, where the context so admits, any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China Shineway Pharmaceutical Group Limited, a company incorporated in the Cayman Islands on 14 August 2002 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 April 2026, 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 (and where the context requires, reference in this circular to the PRC does not include Hong Kong, the Macau Special Administrative Region of the People’s Republic of China or Taiwan)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) with par value of HK\$0.10 each in the share capital of the Company
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares as defined in paragraph 5 of the letter from the Board in this circular

DEFINITIONS

“Share Issue Resolution”	the proposed ordinary resolution set out in the notice of the AGM as resolution no. 4
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED

中國神威藥業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2877)

Executive Directors:

Mr. Li Zhenjiang (*Chairman*)
Ms. Xin Yunxia
Mr. Li Huimin

Independent Non-executive Directors:

Mr. Liu Shun Fai
Mr. Yew Yat On
Ms. Wang Guihua

Non-executive Director:

Mr. Zhou Wencheng

Company Secretary:

Mr. Lee Bun Ching, Terence

Registered Office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office:

Luan Cheng
Shijiazhuang
Hebei Province
PRC

Principal Place of Business in

Hong Kong:

Suite 3109, 31st Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Hong Kong, 24 April 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE
TO ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information relating to (among others) the proposals for the grant of the Share Issue Mandate and the re-election of retiring Directors.

LETTER FROM THE BOARD

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF DIRECTORS AND AUDITOR

The annual report incorporating, among other things, the audited consolidated financial statements of the Group and the reports of the Directors and the independent auditor for the year ended 31 December 2025 will be published together with this circular on the same date. The audited consolidated financial statements have been reviewed by the audit committee of the Company.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Li Zhenjiang, Ms. Xin Yunxia, Mr. Li Huimin, Mr. Liu Shun Fai, Mr. Yew Yat On, Ms. Wang Guihua and Mr. Zhou Wencheng.

Pursuant to Article 87(1) of the Articles, at each annual general meeting, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to and not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Ms. Xin Yunxia, Mr. Li Huimin and Mr. Yew Yat On will retire by rotation at the AGM. The above-mentioned Directors, being eligible for re-election, offer themselves for re-election.

Mr. Yew Yat On is an independent non-executive Director. The Company has confirmed that Mr. Yew Yat On has satisfied all the factors for assessing independence of a non-executive Director set out in Rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company, and the Board considers Mr. Yew Yat On to be independent. Mr. Yew Yat On has nearly 30 years of experience in investment banking and finance. He held various senior positions in several international, Hong Kong and PRC investment banks and handled a number of initial public offering and merger and acquisition deals. Mr. Yew Yat On is a chartered financial analyst. The Board is of the view that Mr. Yew Yat On has provided the Board with diverse experience, skills, expertise and background.

Information of the Directors standing for re-election is set out in the Appendix to this circular.

The Board recommended that, subject to the approval of Shareholders at the AGM, the Board be authorized to fix the remuneration of the Directors.

4. RE-APPOINTMENT OF AUDITOR

The Board recommended that, subject to the approval of Shareholders at the AGM, Deloitte Touche Tohmatsu be re-appointed as the auditor of the Company for the year ending 31 December 2026 and that the Board be authorized to fix its remuneration.

LETTER FROM THE BOARD

5. SHARE ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to grant the Directors a general mandate to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the Share Issue Resolution (the “**Share Issue Mandate**”).

6. ANNUAL GENERAL MEETING

The notice convening the AGM, at which ordinary resolutions will be proposed to approve, *inter alia*, the adoption of the audited consolidated financial statements and the reports of Directors and the independent auditor, re-election of retiring Directors, re-appointment of auditor and the Share Issue Mandate, is set out on pages 10 to 12 of this circular.

Whether or not you are able to attend the AGM or any adjournment thereof in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s principal place of business in Hong Kong at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (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 AGM or any adjournment thereof (as the case may be) should you so wish.

7. 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 general 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. The chairman of the AGM shall therefore demand voting on all resolutions set out in the notice of AGM be taken by way of poll pursuant to Article 66 of the Articles.

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 19 May 2026 to Thursday, 28 May 2026, both days inclusive, for the purpose of determining Shareholders’ eligibility to attend, act and vote at the AGM, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 28 May 2026 are entitled to attend, act and vote at the AGM. In order to determine the entitlement to attend, act and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, 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 Monday, 18 May 2026.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposals referred to in this circular are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
LI Zhenjiang
Chairman

Set out below are the particulars of the Directors who offer themselves to be re-elected at the AGM:

- (1) Ms. XIN Yunxia (“**Ms. Xin**”), formerly known as XIN Yunxia (信雲霞), aged 62, is an executive Director and one of the founders of the Group. Ms. Xin is also a member of the remuneration committee and the corporate social responsibility and sustainability committee of the Company. Ms. Xin graduated from the Yangtze Commercial Institute with an EMBA degree. Ms. Xin is primarily responsible for the Group’s human resources management and operation. Ms. Xin joined the predecessor of the Group in 1981, focused on administration. She was the Deputy General Manager (human resources management) of Shineway Medical Science & Technology Co., Ltd. immediately prior to the corporate reorganization in preparation of the listing of the Company in 2004. Ms. Xin has more than 30 years’ experience in business management in the industry with the Group. Ms. Xin was appointed as an executive Director in 2004.

Ms. Xin has entered into a service contract with the Company for a term of 2 years from 1 October 2024. The aggregate remuneration and allowances paid for the 3 months ended 31 December 2024, for the year ended 31 December 2025 and payable for the 9 months ending 30 September 2026 are HK\$729,651, HK\$3,500,000 and HK\$2,770,349 respectively. According to the service contract of Ms. Xin, she is entitled to an annual director’s fee of HK\$1,200,000 and an annual salary of HK\$2,300,000. Ms. Xin is also entitled to a discretionary bonus to be determined by the Board at the Board’s absolute discretion (and approved by its duly appointed remuneration committee) having regard to the performance of the Group, provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 5% of the audited consolidated net profits after taxation but before extraordinary items of the Company for the relevant financial year. There will be no change to Ms. Xin’s service terms upon her re-election.

Save as disclosed above, Ms. Xin has not held directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and has not held any other position with the Company and other members of the Group, and Ms. Xin does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Xin beneficially owns 540,000 Shares representing approximately 0.07% of the total issued share capital of the Company. Save as disclosed above, as at the Latest Practicable Date, Ms. Xin does not have any other interests in the Shares within the meaning of Part XV of the SFO.

In relation to the re-election of Ms. Xin Yunxia as Director, save for the information disclosed above, there is no other information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (2) **Mr. LI Huimin** (“**Mr. Li**”), aged 58, has been an executive Director since 2004. He obtained an EMBA degree from The Chinese University of Hong Kong in 2016. He is primarily responsible for the marketing and sales of the Group’s products and, since joining the Group in 1992, has focused on sales and marketing. Immediately prior to the corporate reorganisation in preparation of the listing of the Company in 2004, Mr. Li was the sales and marketing manager of Shineway Medical Science & Technology Co. Ltd. He has developed a deep understanding of sales management in the PRC Chinese medicine industry with more than 25 years’ experience. Mr. Li has been the vice-chairman of Hong Kong Chinese Prepared Medicine Traders Association since 2010.

Mr. Li has entered into a service contract with the Company for a term of 2 years from 1 October 2024. The aggregate remuneration and allowances paid for the 3 months ended 31 December 2024, for the year ended 31 December 2025 and payable for the 9 months ending 30 September 2026 are HK\$450,000, HK\$1,950,000 and HK\$1,500,000 respectively. According to the service contract of Mr. Li, he is entitled to an annual director’s fee of HK\$79,800 and an annual salary of HK\$1,870,200. Mr. Li is also entitled to a discretionary bonus to be determined by the Board at the Board’s absolute discretion (and approved by its duly appointed remuneration committee) having regard to the performance of the Group, provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 5% of the audited consolidated net profits after taxation but before extraordinary items of the Company for the relevant financial year. There will be no change to Mr. Li’s service terms upon his re-election.

Save as disclosed above, Mr. Li has not held directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has not held any other position with the Company and other members of the Group and Mr. Li does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Li beneficially owns 1,020,000 Shares representing approximately 0.12% of the total number of issued Shares. Save as disclosed above, as at the Latest Practicable Date, Mr. Li does not have any other interests in the Shares within the meaning of Part XV of the SFO.

In relation to the re-election of Mr. Li Huimin as Director, save for the information disclosed above, there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (3) **Mr. YEW Yat On** (“**Mr. Yew**”), aged 54, was appointed as an independent non-executive Director on 1 October 2022. Mr. Yew has nearly 30 years of experience in investment banking and finance. He held various senior positions in several international, Hong Kong and PRC investment banks and handled a number of initial public offering and merger and acquisition deals. He is the founder and managing director of Alliance Capital Partners Limited, a leading boutique corporate finance house carrying Type 1 and Type 6 regulated activities under the SFO. Mr. Yew holds an Executive Diploma in Organization Leadership from Saïd Business School, University of Oxford, and obtained a Master

of Science degree in Investment Management from The Hong Kong University of Science and Technology, and a Bachelor of Arts degree from The University of Hong Kong. Mr. Yew is a chartered financial analyst. Mr. Yew was appointed as a non-executive director of Ajisen (China) Holdings Limited (HKEX Stock Code: 538) on 7 June 2023.

Mr. Yew has entered into an appointment letter with the Company for a term of 2 years in 2022 which is terminable by either party by giving 1-month notice. The term of appointment of Mr. Yew is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The annual aggregate director's fee paid for the year ended 31 December 2025 is HK\$156,000. The emoluments of Mr. Yew were determined with reference to his duties, responsibilities and experience, as well as the Group's emolument policy for independent non-executive Directors. There will be no change to Mr. Yew's service terms upon his re-election.

Save as disclosed above, Mr. Yew has not held directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has not held any other position with the Company and other members of the Group. Mr. Yew is not connected with any other Directors, senior management, substantial or controlling Shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to the re-election of Mr. Yew Yat On as Director, save for the information disclosed above, there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED

中國神威藥業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2877)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Shineway Pharmaceutical Group Limited (the “**Company**”) will be held at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 28 May 2026 (the “**AGM**”), for the following purposes:

ORDINARY RESOLUTIONS

1. To adopt the audited consolidated financial statements, the report of directors of the Company (the “**Directors**”) and the report of the independent auditor for the year ended 31 December 2025.
- 2(A). To re-elect Ms. XIN Yunxia as Director.
- 2(B). To re-elect Mr. LI Huimin as Director.
- 2(C). To re-elect Mr. YEW Yat On as Director.
- 2(D). To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the board of Directors to fix their remuneration.
4. To consider, and if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, other than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the law to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.
- (e) for the purpose of this resolution, “Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

NOTICE OF ANNUAL GENERAL MEETING

By Order of the Board of
China Shineway Pharmaceutical Group Limited
LI Zhenjiang
Chairman

Hong Kong, 24 April 2026

Notes:

1. The AGM will be held in the form of a physical meeting. Any member of the Company entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered at the Company's principal place of business in Hong Kong at Suite 3109, 31st Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 19 May 2026 to Thursday, 28 May 2026, both days inclusive, for the purpose of determining shareholders' eligibility to attend, act and vote at the AGM, during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 28 May 2026 are entitled to attend, act and vote at the AGM. In order to determine the entitlement to attend, act and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, 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 Monday, 18 May 2026.
4. With regard to Resolution no. 2 in this notice, the board of Directors proposes that the retiring Directors, namely Ms. XIN Yunxia, Mr. LI Huimin and Mr. YEW Yat On, be re-elected as Directors. Information of these Directors are set out in the Appendix to the circular to shareholders of the Company dated 24 April 2026.
5. As at the date of this notice, the executive Directors are Mr. LI Zhenjiang, Ms. XIN Yunxia and Mr. LI Huimin, the independent non-executive Directors are Mr. LIU Shun Fai, Mr. YEW Yat On and Ms. WANG Guihua, and the non-executive Director is Mr. ZHOU Wencheng.
6. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the meeting, then the AGM will be postponed. The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.