THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

中国泰凌医药集团
CHINA NT PHARMA GROUP

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1011)

ANNUAL GENERAL MEETING

******NO refreshments, NO food and beverage service, and NO handing out of corporate gifts, gift coupons or cake vouchers.** ****

A notice convening an annual general meeting of China NT Pharma Group Company Limited to be held at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting if they so wish.

30 April 2026

CONTENTS

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m. and notice of which is set out on pages 12 to 16 of this circular, or where the context so admits, any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended from time to time
"associate(s)"	has the meaning given to it by the Listing Rules
"Board"	the board of Directors of the Company
"Cayman Companies Act"	the Companies Act Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modifications thereof from time to time
"Company"	China NT Pharma Group Company Limited (中國泰凌醫藥集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 1 March 2010
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"PRC"	The People's Republic of China (excluding, for the purposes of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)

"Proposed Issue Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to issue new Shares, representing up to 20% of the number of total issued Shares as at the date of the passing of the relevant resolution
"Proposed Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of total issued Shares as at the date of passing of the relevant resolution
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)" or "Ordinary Share(s)"	ordinary share(s) of nominal value of US$0.0000008 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
"US$"	United States dollars, the lawful currency of the United States
"%"	per cent

中国泰凌医药集团
CHINA NT PHARMA GROUP

(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
Mr. Lou Yongbin

Independent Non-executive Directors
Mr. Yu Tze Shan Hailson
Mr. Ng Ming Kwan
Dr. Zhao Yubiao

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

Principal place of business in Hong Kong
Unit 2102, 21/F,
West Tower
Shun Tak Centre
168-200 Connaught Road
Central
Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give notice of the Annual General Meeting and to provide the Shareholders with information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to approve, amongst other things, (i) the Proposed Issue Mandate; (ii) the Proposed Repurchase Mandate; and (iii) the re-election of the retiring Directors.

GENERAL MANDATE TO ISSUE SHARES

Pursuant to the Listing Rules, approval from the Shareholders is required for the Directors to issue Shares. In order to ensure flexibility in the event that it becomes desirable to issue any Shares, an ordinary resolution No. 4(A) will be proposed at the Annual General Meeting to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company representing up to 20% of the aggregate number of the issued Shares of the Company immediately after the passing of such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 948,997,694 Ordinary Shares. Subject to the passing of ordinary resolution No. 4(A) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 189,799,539 Shares. In addition, subject to a separate approval of the ordinary resolution No. 4(C), the number of Shares purchased by the Company under ordinary resolution No. 4(B) will also be added to extend the Proposed Issue Mandate as mentioned in the ordinary resolution No. 4(A). The Directors wish to state that currently they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate. The Proposed Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time.

GENERAL MANDATE TO REPURCHASE SHARES

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

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

RE-ELECTION OF RETIRING DIRECTORS

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

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

RE-APPOINTMENT OF THE AUDITOR

The estimated audit fee payable to Moore CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026, based on the same scope as for the financial year ended 31 December 2025, is expected to be approximately HK$750,000 to HK$850,000 (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Moore CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee does not include that part of audit which may arise due to the Group's acquisition of Zhejiang Kangyuan Medical Device Co. Ltd. ("**Kangyuan**") on 25 March 2026. The financial information of Kangyuan currently available is insufficient for Moore CPA Limited to estimate the time cost that may be incurred. Except for the acquisition of Kangyuan mentioned above, the estimated audit fee also assumes that there will be no other material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the grant to the Directors of general mandates to issue and repurchase Shares and the re-election of the retiring Directors.

FORM OF PROXY

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

VOTING BY POLL

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

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

RECOMMENDATION

The Board considers that all the resolutions proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the Annual General Meeting.

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

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

Ms. Chin Yu (錢余女士), aged 62, co-founder of the Group. Ms. Chin has been re-designated from executive Director to non-executive Director of the Company since 15 January 2024. Ms. Chin was originally appointed as non-executive Director on 1 March 2010 and was re-designated as executive Director on 1 February 2015. Prior to the establishment of the Group, Ms. Chin was an accounting professional. Ms. Chin worked in Bank of Communications from 1987 to 1993. Ms. Chin is the spouse of Mr. Ng Tit, the Chairman of the Board of Directors, and the sister of Dr. Qian Wei, a non-executive Director.

Ms. Chin has entered into an appointment letter with the Company with no fixed term. Ms. Chin is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the appointment letter, Ms. Chin is not entitled to any director's remuneration or fees from the Company.

As at the Latest Practicable Date, Ms. Chin held 304,198,896 Shares, which consisted of 303,925,563 Shares held through Golden Base Investment Limited (jointly owned by Mr. Ng Tit and Ms. Chin Yu) and 273,333 Shares jointly held with Mr. Ng Tit.

Save as disclosed above, Ms. Chin has no other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO. Save as disclosed above, Ms. Chin has not held any position with the Company or any other members of the Group nor any directorships in the past three years in other listed public companies which are listed in Hong Kong or overseas. Save as disclosed, she has no relationships with any Directors, senior management, substantial Shareholders of the Company other than as disclosed above.

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

Dr. Zhao Yubiao (趙玉彪博士), aged 55, was appointed as an independent non-executive Director of the Group on 31 December 2019. He obtained his doctorate degree in economics from Jilin University in June 2013. From June 1990 to April 1996, he served as the manager of accounting department and trading department of the securities business department of Jilin Trust Investment Company (Shanghai branch); from April 1996 to December 2000, he served as the general manager of the securities business department of Jilin Trust Investment Company (Hongshan Road branch, Shanghai); from December 2000 to December 2002, he served as the general manager of Shanghai Jinluda Investment Management Co., Ltd.; from December 2002 to May 2017, he served successively as the general manager, vice chairman and chairman of Tianzhi Fund Management Co., Ltd.; from May 2018 to present, he has been serving as the assistant to the chairman of Zhejiang Nandu Power Supply Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300068); from May 2019 to present, he has been serving as an independent director of Huafon Microfibre (Shanghai) Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300180).

Dr. Zhao has entered into an appointment letter with the Company for a term of three years, subject to termination in certain circumstances as stipulated in the appointment letter. Dr. Zhao is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to his appointment letter, the annual remuneration of Dr. Zhao as an independent non-executive Director of the Company is HK$0.14 million. Such remuneration was determined by the remuneration committee of the Company and approved by the Board with reference to the prevailing market conditions and his duties and responsibilities in our Company.

Save as disclosed above, Dr. Zhao has no other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, pursuant to Part XV of the SFO. Save as disclosed above, Dr. Zhao has not held any position with the Company or any other members of the Group nor any directorships in the past three years in other listed public companies which are listed in Hong Kong or overseas. Save as disclosed, he has no relationships with any Directors, senior management, substantial Shareholders of the Company.

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

Mr. Lou Yongbin (樓勇斌先生), aged 46, was appointed as a non-executive Director of the Company on 13 April 2026. Mr. Lou graduated from Zhejiang Technician Institute of Mechanical and Electrical Engineering and has over 20 years of experience in entrepreneurship, enterprise management and investment. He served as the manager of Yiwu Junbin Ribbon Factory from November 2005 to September 2012; subsequently as the director and legal representative of Zhejiang Guihui Trading Co., Ltd. from April 2012 to April 2016; and has been serving as the director and legal representative of Yiwu Panshi Real Estate Co., Ltd. since May 2022. Mr. Lou has been serving as the chairman and legal representative of Zhejiang Kangyuan Medical Devices Co., Ltd. since June 2024.

Mr. Lou has entered into a letter of appointment with the Company, pursuant to which his appointment shall take effect from 13 April 2026 for a term of three years, and is subject to retirement and re-election at the forthcoming annual general meeting of the Company. Mr. Lou will not receive any director's remuneration for his position as a non-executive Director.

As at the Latest Practicable Date, Mr. Lou held 61,073,627 Shares, representing approximately 6.43% of the total issued shares of the Company. Mr. Lou Yongjun, the elder brother of Mr. Lou, holds 47,328,267 Shares of the Company, representing approximately 4.99% of the total issued shares of the Company. Save as disclosed above, Mr. Lou does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Lou has not held any directorships in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years, nor has he held any other positions in the Company or any of its subsidiaries.

Save as disclosed above, Mr. Lou does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders of the Company, or their respective associates (as defined in the Listing Rules), and there is no arrangement or agreement for voting or acting in concert between Mr. Lou and Mr. Lou Yongjun other than their fraternal relationship.

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

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 948,997,694 Shares of nominal value of US$0.0000008 each. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 94,899,769 Shares which represent 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

REASONS FOR REPURCHASES

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

FUNDING OF REPURCHASES

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and/or on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

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

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

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

TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders are the substantial Shareholders of the Company under the Listing Rules. Assuming that the substantial Shareholders do not dispose of their Shares or exercise the conversion rights of the convertible preference shares, the convertible bonds and share options so that no further Shares will be issued, if the Proposed Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial Shareholders before and after such repurchase would be as follows:

Substantial Shareholders	Number of Shares held	Before Repurchase	After Repurchase
Ng Tit ("**Mr. Ng**")(1)	304,198,896	32.05%	35.62%
Chin Yu ("**Ms. Chin**")(1)	304,198,896	32.05%	35.62%
Golden Base Investment Limited ("**Golden Base**")(1)	303,925,563	32.03%	35.58%
Mr. Ieong Iat(2)	146,520,146	15.44%	17.15%
Ms. Chen HongLi	80,326,240	8.46%	9.40%
Mr. Zhang GenHuo	79,399,732	8.37%	9.30%
Mr. Lou Yongbin	61,073,627	6.44%	7.15%
Mr. Ieong Chong Meng(3)	54,932,300	5.79%	6.43%
Ms. Shum Ning(3)	54,932,300	5.79%	6.43%
Annie Investment Co., Ltd.(3)	170,000	0.02%	0.02%

Notes:

(1) Mr. Ng and his spouse, Ms. Chin jointly own 273,333 Shares. An aggregate of 303,925,563 Shares is beneficially owned by Golden Base. Golden Base is owned as to 50% by Mr. Ng and 50% by Ms. Chin. Under the SFO, Ms. Chin is deemed to be interested in all the Shares in which Mr. Ng is interested in and vice versa.

(2) Mr. Ieong Iat is the son of Mr. Ieong Chong Meng and Ms. Shum Ning, who wholly owns Annie Investment Co., Ltd.

(3) Mr. Ieong Chong Meng is the beneficial owner as to 54,762,300 Shares. Ms. Shum Ning is the spouse of Mr. Ieong Chong Meng. Annie Investment Co., Ltd. is wholly owned by Ms. Shum Ning and holds 170,000 Shares. Under the SFO, Ms. Shum Ning is deemed to be interested in all the Shares in which Mr. Ieong Chong Meng is interested in and vice versa.

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

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

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

	Highest traded prices *HK$*	**Lowest traded prices** *HK$*
2025		
April	0.7900	0.2200
May	0.4900	0.3350
June	0.4700	0.4000
July	0.9600	0.4200
August	0.8300	0.6500
September	1.3500	0.7900
October	1.1500	0.7600
November	0.9100	0.6900
December	1.0000	0.7700
2026		
January	0.9000	0.7800
February	0.8300	0.7200
March	0.7900	0.6900
April (up to the Latest Practicable Date)	0.7700	0.5500

中国泰凌医药集团
CHINA NT PHARMA GROUP

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**" or "**AGM**") of China NT Pharma Group Company Limited (the "**Company**") will be held at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m. for the following purposes:

NO refreshments, NO food and beverage service, and NO handing out of corporate gifts, gift coupons or cake vouchers.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2025.

2. (a) To re-elect the following retiring directors of the Company:

   (i) Ms. Chin Yu as a non-executive director

   (ii) Dr. Zhao Yubiao as an independent non-executive director

   (iii) Mr. Lou Yongbin as a non-executive director

   (b) To authorise the board of directors to fix the remuneration of the directors of the Company.

3. To consider the re-appointment of Moore CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly by the applicable rules and requirements of the Listing Rules as amended from time to time; and

(iv) for the purpose of this resolution:

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

(1) the conclusion of the next annual general meeting of the Company; and

(2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

(B) "**THAT**:

(i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to repurchase issued shares or any other rights to subscribe shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the Listing Rules, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares of the Company, which are authorised to be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company; and

(b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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

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

Hong Kong, 30 April 2026

Notes:

(i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.

(ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of 2 or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the above Annual General Meeting. A proxy need not be a shareholder of the Company.

(iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

(iv) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof, if they so wish.

(v) The transfer books and register of members will be closed from Monday, 1 June 2026 to Thursday, 4 June 2026, both days inclusive, for the purpose of ascertaining shareholder's entitlement to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 29 May 2026.

(vi) In respect of ordinary resolution numbered 2 above, Ms. Chin Yu, Dr. Zhao Yubiao and Mr. Lou Yongbin, being eligible, have offered themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the accompanied circular dated 30 April 2026.

(vii) In respect of ordinary resolution numbered 4(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purpose of the Listing Rules.

(viii) In respect of ordinary resolution numbered 4(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the general mandate for directors of the Company to exercise the powers of the Company to repurchase its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 30 April 2026.