
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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



APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Monday, 9 November 2026, 11 a.m. is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM 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 EGM, 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 EGM (i.e. 11 a.m. on 7 November 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the EGM if they so wish.

21 October 2026

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DEFINITIONS

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

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCTH”	CCTH CPA Limited
“Company”	China NT Pharma Group Company Limited (stock code: 1011), a company incorporated in the Cayman Islands with limited liability and its issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened at 11 a.m. on 9 November 2026 at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, approving, among other things, the Subscription Agreements and the transactions contemplated thereunder
“EGM August”	the extraordinary general meeting of the Company to be convened at 11 a.m. on 28 August 2026 at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, approving, among other things, the Subscription Agreements and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HLB”	HLB Hodgson Impey Cheng Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Moore”	Moore CPA Limited
“PRC”	the People’s Republic of China, which for the purpose of this circular only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

The English names of the Chinese entities are translation of their Chinese names and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names prevail.

LETTER FROM THE BOARD



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

Executive Directors:

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

Non-executive Directors:

Dr. Qian Wei
Ms. Chin Yu
Mr. Lou Yongbin

Independent non-executive Directors:

Mr. Yu Tze Shan Hailson
Mr. Kwok Che Chung
Dr. Zhao Yubiao

Registered office:

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

Principal Place of Business

and Headquarters in Hong Kong:
Unit 2102, 21/F
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

21 October 2026

To the Shareholders,

APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of the EGM to be held on 9 November 2026, and provide you with relevant information to enable you to make informed decision on whether to vote for or against the ordinary resolution to be proposed at the EGM regarding the proposed appointment of HLB as the Company's auditor for the year ending 31 December 2026.

LETTER FROM THE BOARD

APPOINTMENT OF AUDITOR

Reference is made to (i) the announcement of the Company dated 4 June 2026 in relation to, among other things, the poll results of the annual general meeting of the Company held on 4 June 2026 and the retirement of Moore as the auditor of the Company; (ii) the supplemental announcement of the Company dated 11 June 2026; (iii) the circular of the EGM August of the Company dated 10 August 2026, the notice of the EGM August dated 10 August 2026, announcement of Company dated 28 August 2026 in relation to the poll results of the EGM August, in relation to, among other matters, the change of auditor of the Company; and (iv) the announcement of the appointment of auditor dated 14 September 2026.

As disclosed in the announcement of the Company dated 4 June 2026, the ordinary resolution regarding the re-appointment of Moore as the auditor of the Company was not passed at the AGM. Accordingly, Moore retired as the auditor of the Company with effect from the conclusion of the AGM. Moore's retirement resulted from the ordinary resolution for its re-appointment not being passed and took effect upon the expiry of its term of office; it was not a resignation during its term of office. Moore has confirmed in writing that there are no matters in relation to its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no unresolved matters between the Company and Moore in respect of Moore's retirement which should be brought to the attention of the Shareholders.

As disclosed in the announcement of the Company dated 28 August 2026, less than 50% of the votes cast at the EGM August were in favour of the proposed resolution regarding the appointment of CCTH CPA Limited as the auditor of the Company. The proposed resolution was therefore not passed as an ordinary resolution by the Shareholders. The Board wishes to clarify that, before the EGM August, following discussions between the Company and CCTH regarding the overall audit arrangements and fee structure, a mutual consensus could not be reached regarding the scope of work and the billing arrangement for professional fees in relation to the interim period. In light of such divergence in commercial expectations regarding the fee arrangements, certain Shareholders voted against the proposed appointment of CCTH at the EGM.

The Board, with the recommendation of the Audit Committee, has resolved to propose the appointment of HLB as the new auditor of the Company to fill the casual vacancy following the retirement of Moore for a term of office commencing from the conclusion of the EGM until the conclusion of the next annual general meeting of the Company, subject to the Shareholders' approval at the EGM.

In assessing the proposed appointment of HLB, the Audit Committee has considered the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the AFRC and the Guidance Notes on Change of Auditors published by the AFRC. The Audit Committee has also reviewed and discussed with HLB its audit proposal, including its proposed audit approach, timetable, staffing arrangement, quality control arrangements, independence and audit fee. For details, please refer to the announcement "Appointment of Auditor" published by the Company on 14 September 2026.

LETTER FROM THE BOARD

Based on the above, the Audit Committee has assessed and considered HLB independent, competent and capable (in terms of manpower, expertise, time and other resources) to perform a high quality audit, and hence eligible and suitable to act as the new auditor of the Company. The Audit Committee is also of the view that the audit fees proposed by HLB are commensurate with the extent of audit work required. The Board and the Audit Committee are of the view that the change of auditor of the Company would maintain the audit quality, enhance the cost-effectiveness and efficiency of the Company's annual audit, will not have any material impact on the release of annual results of the Group for the year ending 31 December 2026, and is in the interest of the Company and the Shareholders as a whole.

Accordingly, the Board proposes to seek the approval of the Shareholders at the EGM in relation to the appointment of HLB as the new auditor of the Company pursuant to the Articles of Association. The appointment of HLB as the new auditor of the Company shall come into effect upon approval of the Shareholders at the EGM.

MEASURES TO BE ADOPTED TO ENSURE SMOOTH GENERAL MEETINGS

To prevent future fee disagreements with prospective auditors and ensure the seamless passing of resolutions at future general meetings, the Company will implement the following procedures:

1. Early Finalization of Commercial Terms: The Company will finalize and execute formal engagement documentation – covering the exact scope of work, fee schedules, and billing arrangements for both interim and annual audit services – with candidate audit firms prior to issuing any circular or notice of a general meeting;
2. Proactive Shareholder Engagement: The Company will maintain proactive communication with major Shareholders to provide clear explanations regarding proposed corporate actions and commercial terms ahead of general meetings.

LISTING RULES IMPLICATIONS

According to Frequently Asked Questions 16 – No. 5(iii) updated by the Stock Exchange in April 2026, where a listed issuer requests an auditor to resign, or takes action to cause an auditor's resignation, such request or action may amount to a removal of the auditor by the listed issuer, which requires shareholders' approval under the Listing Rules.

GENERAL

The EGM will be held at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Monday, 9 November 2026 at 11 a.m., to consider and, if thought fit, to pass resolution in respect of the matters set out in the notice of the EGM. The notice of EGM is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.ntpharma.com>).

LETTER FROM THE BOARD

Whether or not Shareholders are able to attend the EGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 11 a.m. on 7 November 2026). To be effective, all forms of proxy must be lodged with Tricor Investor Services Limited before the deadline.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

Vote of Shareholders of the resolutions proposed at the EGM will be taken by poll (except where the chairman, 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) in accordance with Rule 13.39(4) of the Listing Rules.

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 Group. 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.

RECOMMENDATION

The Directors are of the view that the resolutions to consider and approve the appointment of HLB as the auditor of the Company with effect from the passing of this resolution, to hold office until the conclusion of the next annual general meeting of the Company, are in the interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all resolutions set out in the EGM Notice at the EGM.

For and on behalf of
China NT Pharma Group Company Limited
Ng Tit
Chairman of the Board

NOTICE OF EGM



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China NT Pharma Group Company Limited (the “**Company**”) will be held on Monday, 9 November 2026, 11 a.m. at Unit 2102, 21/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and to approve the appointment of HLB Hodgson Impey Cheng Limited as the auditor of the Company with effect from the passing of this resolution, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to determine their remuneration.

Yours faithfully,
For and on behalf of
China NT Pharma Group Company Limited
Ng Tit
Chairman of the Board

Hong Kong, 21 October 2026

Notes:

1. Details of the above resolutions is set out in the circular of the Company dated 21 October 2026.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. 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.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.

NOTICE OF EGM

4. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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.
5. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. The register of members of the Company will be closed from 4 November 2026 to 9 November 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 3 November 2026 for registration.
7. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the meeting will be postponed. The Company will publish a circular on the website of the Company at <https://www.ntpharma.com> and on the Stock Exchange website at <http://www.hkexnews.com> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. As at the date hereof, the Board comprised:

Executive Directors:

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

Non-executive Directors:

Dr. Qian Wei
Ms. Chin Yu
Mr. Lou Yongbin

Independent non-executive Directors:

Mr. Yu Tze Shan Hailson
Mr. Kwok Che Chung
Dr. Zhao Yubiao