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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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康臣藥業集團有限公司
CONSUN PHARMACEUTICAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1681)

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) PROPOSED FINAL DIVIDEND,
(3) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
NEW SHARES AND REPURCHASE SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held with the combination of a physical meeting at 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong and an online virtual meeting on 22 May 2025 (Thursday) at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you intend to attend the AGM in person or via online platform, please complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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 the holding of the AGM or any adjournment thereof. 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 should you so wish.

Hong Kong, 28 April 2025

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held by the Company for the Shareholders with the combination of a physical meeting at 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong and an online virtual meeting on 22 May 2025 at 10:00 a.m., or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“business day(s)”	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Law”	the Companies Law of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	Consun Pharmaceutical Group Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability with its Shares listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuing Mandate
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	22 April 2025, 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 as amended, modified or otherwise supplemental from time to time
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the total number of which shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“RMB”	the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HKD0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
“%”	per cent.

LETTER FROM THE BOARD



康臣藥業集團有限公司
CONSUN PHARMACEUTICAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1681)

Executive Directors:

Mr. An Meng (*Chairman*)
Professor Zhu Quan
Mr. Young Yuk Chuen David

Non-executive Director:

Dr. Zhang Lihua

Independent Non-executive Directors:

Mr. Feng Zhongshi
Professor Li Yikai
Mr. Li Zhuoguang
Mr. Duan Weiwu

Registered office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in the PRC:*

71, Dongpeng Avenue
Eastern Section
Guangzhou Economic and
Technological Development District
Guangzhou, PRC

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) PROPOSED FINAL DIVIDEND,
(3) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
NEW SHARES AND REPURCHASE SHARES,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM regarding (a) the re-election of the retiring Directors; (b) the proposed final dividend for the year ended 31 December 2024; and (c) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions passed at the annual general meeting of the Company held on 31 May 2024, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 108 of the Articles of Association, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election. Pursuant to article 111 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to article 108 of the Articles of Association.

Reference is made to the announcements of the Company dated 21 June 2024, 24 February 2025 and 8 April 2025 in relation to, among other things, the appointment of Mr. Young Yuk Chuen David as an executive Director, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu as independent non-executive Directors, respectively. Pursuant to article 112 of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as the Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after the appointment and shall then be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Professor Zhu Quan, Mr. Young Yuk Chuen David, Dr. Zhang Lihua, Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu shall retire at the AGM and being eligible, offer themselves for re-election.

In considering and approving the re-election of Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu, the retiring independent non-executive Directors, the nomination committee of the Company (the “**Nomination Committee**”) had reviewed and assessed the independence of Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu based on the independence guidelines as set out in Rule 3.13 of the Listing Rules. Each of Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu has also confirmed that he fulfils all the requirements set out in Rule 3.13 of the Listing Rules. The Nomination Committee is satisfied that each of Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu remains independent. Professor Li Yikai is the chairman of the Nomination Committee and Mr. Li Zhuoguang is a member of the Nomination Committee. Therefore, both of them did not vote in the resolutions in connection with their own re-election.

In addition, the Nomination Committee had considered a wide range of diversity perspectives as set out in the board diversity policy of the Company including but not limited to gender, age, skills, experience, background and time commitment. Professor Li Yikai has extensive experience in traditional Chinese medicine and has been a director of teaching and research office of the School of Traditional Chinese Medicine of Southern Medical University

LETTER FROM THE BOARD

since 2004, adjunct professor of The University of Hong Kong and The Chinese University of Hong Kong since September 2000 and September 2022 respectively. The election of Professor Li Yikai as an independent non-executive Director will complement the professional background of the board members in traditional Chinese medicine. Mr. Li Zhuoguang has around 20 years of experience in audit and accounting works in the PRC. The election of Mr. Li Zhuoguang as an independent non-executive Director will complement the professional background of the board members in audit and accounting. Each of Mr. Feng Zhongshi and Mr. Duan Weiwu has over 20 years of experience in the provision of legal services. The election of Mr. Feng Zhongshi and Mr. Duan Weiwu as independent non-executive Directors will complement the professional background of the board members in legal and compliance. The Nomination Committee considered that the knowledge and experience of Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu would continue to bring contribution to the diversity of the Board.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, any further appointment of independent non-executive Director who has served more than 9 years should be subject to a separate resolution to be approved by Shareholders. Mr. Feng Zhongshi has served the Company as our independent non-executive Director for more than 9 years since 2 December 2013. Accordingly, the Board has considered thoroughly whether Mr. Feng Zhongshi is still independent and should be re-elected. Other than taking reference to the guidance set out in Rule 3.13 of the Listing Rules, the Board has also analysed and considered his independence based on the specific situation of Mr. Feng Zhongshi and the Company. It is noted that Mr. Feng Zhongshi (i) is not involved in day-to-day management of business operations of the Group; (ii) does not have any relationship with any Directors, senior management or substantial shareholders of the Company; (iii) is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director; and (iv) has been providing objective and independent views to the Company during his tenure of office. After thorough consideration, the Board has not identified any factor that may impair the independence of Mr. Feng Zhongshi, and considers Mr. Feng Zhongshi is still independent. In addition, taking into account his experience in the provision of legal services and deep knowledge of the Group, the Board considers Mr. Feng Zhongshi should be re-elected as the Company's independent non-executive Director to continue making contributions to the Company.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors to stand for re-election as Directors at the AGM. Particulars of each of the retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 26 March 2025 relating to the annual results of the Group for the year ended 31 December 2024, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend of HKD0.3 per Share for the year ended 31 December 2024, which, if approved, is expected to be paid on or about Friday, 20 June 2025, to the Shareholders whose names appear on the register of members of the Company on Wednesday, 11 June 2025.

In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged 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 not later than 4:30 p.m. on Wednesday, 11 June 2025.

PROPOSED GRANT OF ISSUING MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed at the annual general meeting of the Company held on 31 May 2024, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (b) a general and unconditional mandate to repurchase Shares with an aggregate number not exceeding 10% of the total number of the issued Shares of the Company on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the issued Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issuing Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of the issued Shares of the Company on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issuing Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5 to 7 as set out in the notice of the AGM contained in pages AGM-1 to AGM-6 of this circular.

LETTER FROM THE BOARD

Each of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

AGM

A notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular.

At the AGM, resolutions will be proposed to the Shareholders to be considered at the AGM, including: (a) the re-election of retiring Directors; (b) the proposed final dividend for the year ended 31 December 2024; and (c) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions passed at the annual general meeting of the Company held on 31 May 2024.

The register of members of the Company will be closed from Monday, 19 May 2025 to Thursday, 22 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2025.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM in person or via online platform, please complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person or via online platform at the AGM or any adjournment thereof should you so wish.

In addition to physical attendance at the AGM, you may also opt to attend the AGM via online platform by visiting the website at https://meetings.computershare.com/CPGL_2025AGM. For details, please refer to the notice of the AGM set out in this circular.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 79 of the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) 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 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 misleading.

RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the proposed resolutions set out in the notice of the AGM including (a) the re-election of retiring Directors; (b) the proposed final dividend for the year ended 31 December 2024; and (c) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions passed at the annual general meeting of the Company held on 31 May 2024, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

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

Yours faithfully,
By Order of the Board
Consun Pharmaceutical Group Limited
An Meng
Chairman

Hong Kong, 28 April 2025

The particulars of the retiring Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

Professor Zhu Quan (“Professor Zhu”)

Professor Zhu Quan (朱荃), aged 85, is our executive Director. He was appointed as our executive Director with effect from 24 December 2012. Professor Zhu is also a director and the chief scientist of Guangzhou Consun Pharmaceutical Company Limited (“**Guangzhou Consun**”) (廣州康臣藥業有限公司). Professor Zhu joined our Group in August 2006 as the chief scientist of Guangzhou Consun. Professor Zhu is primarily responsible for the product research and development of our Group.

Professor Zhu has over 50 years of experience in teaching and research at medical school and in the business of pharmaceutical industry. He served various positions, such as a deputy director of Department of Traditional Chinese Medicine, a director of Institute of Traditional Chinese Medicine, a director of National Standardization Laboratory for Chinese Herbal Pharmacology* (國家規範化中藥藥理實驗室), a Ph.D. candidate supervisor at Nanjing University of Chinese Medicine* (南京中醫藥大學) between October 1981 and November 2005 and served as professor and Ph.D. candidate supervisor at Macau University of Science and Technology* (澳門科技大學) during the period from 2003 to 2019. Professor Zhu also served as an expert for Science & Technology Commission of National Ministry of Education* (國家教育部科學技術委員會), an assessment expert for Department of Life Science of National Natural Science Foundation* (國家自然科學基金生命科學部), a drug evaluation expert in Jiangsu Province and in the PRC and a State Council Special Allowance Expert.

Professor Zhu graduated from China Academy of Traditional Chinese Medicine* (中醫科學院) (now known as China Academy of Chinese Medical Sciences* (中國中醫科學院)) in November 1981 with a master’s degree in Medical Science. From October 1989 to January 1992, he studied cell pharmacology in the Department of Pharmacy of the University of Toronto, Canada, for two years.

Professor Zhu has entered into a service agreement with the Company with a term of three years commencing from the date of appointment, renewable after expiry, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Professor Zhu is entitled to receive RMB700,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board’s remuneration committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Professor Zhu hold 448,000 share options with right to acquire Shares of the Company.

Mr. Young Yuk Chuen David (“Mr. Young”)

Mr. Young Yuk Chuen David (楊玉川), aged 27, is our executive Director and the overseas business director. He was appointed as our executive Director with effect from 8 April 2025.

Mr. Young has obtained his bachelor’s degree of science, in operations management and management and leadership from Boston College in May 2020 and his master’s degree in management from Institut Européen d’Administration des Affaires (INSEAD) in June 2022. He also holds certificates of PMI Disciplined Agile Scrum Master, ASQ Six Sigma Yellow Belt, CAIA Fundamentals of Alternative Investments & Private Debt, Series 65. Mr. Young will be responsible for the participation in the introduction of the Group’s international investment projects and development for overseas business.

Mr. Young has extensive experience in researching international macro and fundamental investment strategies. He has been serving as the managing director of Champ Standard, an investment management firm, since July 2023.

Mr. Young has entered into a service agreement with the Company for acting as an executive Director and the overseas business director for a term of three years commencing from the date of his appointment. Mr. Young will hold office until the AGM and shall then be eligible for re-election in accordance with the Articles of Association. Mr. Young is entitled to a Director’s fee and remuneration for performing the duties of the overseas business director totalling RMB1,200,000 per year, which is determined with reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. Young is the son of Mr. Young Wai Po, Peter, a substantial shareholder of the Company, who owns all issued shares of Guidoz Limited, which in turn owns 110,050,000 Shares of the Company (representing approximately 12.94% of the total issued Shares of the Company as at the Latest Practicable Date).

Doctor Zhang Lihua (“Doctor Zhang”)

Dr. Zhang Lihua (張麗華), aged 48, is our non-executive Director. She was appointed as our non-executive Director with effect from 9 July 2021.

Dr. Zhang obtained a doctoral degree of medicine from Southern Medical University in June 2013.

Dr. Zhang is currently serving as a chief physician at the affiliated hospital of Southern Medical University and is a tutor of postgraduate students. She is also a committee member of the Research Committee on Basic Theory of Chinese Association of Integrative Medicine* (中國中西醫結合學會基礎理論研究委員會), an expert member of the Gynecology Quality Control Centre of Traditional Chinese Medicine in Guangdong Province* (廣東省中醫婦科質量控制中

心), a director of Guangdong Province Population Culture Promotion Association* (廣東省人口文化促進會) and a standing committee member of its Entrepreneur Health Culture Professional Committee* (企業家健康文化專業委員會), and an evaluation expert for the High-level Talents in Guangdong Province. Dr. Zhang has been awarded a second prize for the 2019 Guangdong Scientific and Technological Advancement Award* (廣東省科技進步獎二等獎), a second prize for the Excellent Textbook (Higher Education) in China by Ministry of Education* (教育部全國優秀教材(高等教育類)二等獎) and a second prize of Science and Technology Award by Chinese Association of Integrative Medicine* (中國中西醫結合學會科學技術獎二等獎). In 2019, Dr. Zhang was selected as Guangdong Province Outstanding Young Medical Talent* (廣東省傑出青年醫學人才).

Dr. Zhang has entered into a service agreement with the Company to act as a non-executive director with a term of three years commencing from the date of appointment, renewable after expiry, and is subject to retirement by rotation and reelection at the AGM in accordance with the Articles of Association, the Listing Rules and any other applicable laws from time to time. According to the service agreement, Dr. Zhang does not receive any director's remuneration for serving as a non-executive Director, but shall be subject to review by resolution of the Board or Shareholders' resolution at the general meeting of the Company from time to time.

Dr. Zhang is the wife of Mr. An Meng, the Chairman, the Chief Executive Officer and an executive Director of the Company. As at the Latest Practicable Date, Dr. Zhang is deemed to be interested in the 230,382,455 Shares in which her spouse, Mr. An Meng, is interested. Among the 230,382,455 Shares in which Mr. An Meng is interested, 33,058,455 Shares are held by Mr. An Meng as beneficial owner and 197,324,000 Shares are held by Central Success Developments Limited. The entire issued share capital of Central Success Developments Limited is owned by Aali Resources Limited which is held in the name of BOS Trustee Limited as a trustee of a discretionary trust of which Mr. An Yubao is the founder and Mr. An Meng is one of the beneficiaries.

Mr. Feng Zhongshi (“Mr. Feng”)

Mr. Feng Zhongshi (馮仲實), aged 66, is our independent non-executive Director. He was appointed as our independent non-executive Director with effect from 2 December 2013.

Mr. Feng is a lawyer qualified in the PRC. He is currently a full-time lawyer of Beijing V&T Law Firm (北京萬商天勤律師事務所). He graduated from China University of Political Science and Law* (中國政法大學) in July 1986 with a bachelor's degree in law. From July 1986 to January 1993, Mr. Feng worked at the Department of Justice of Inner Mongolia Autonomous Region* (內蒙古自治區司法廳). He served as a lawyer at Inner Mongolia Jingji Law Office* (內蒙古經濟律師事務所) (now known as Jingshi Law Office* (經世律師事務所)) from 1993 to 1995. Between 1996 and 2002, Mr. Feng served as a partner at Inner Mongolia Huicong Law Office* (內蒙古慧聰律師事務所). From 1996 to 2003, he also served as the head of legal department of Beijing Hui Cong International Information Co., Ltd.* (北京慧聰國際

**APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION AT THE AGM**

資訊有限公司). Between 2002 and 2009, Mr. Feng served as a lawyer of Beijing Zhong Rui Law Firm* (北京市中瑞律師事務所). Between June 2011 and January 2013, he served as a partner of Beijing Jin Li Law Firm* (北京市金勵律師事務所). Between February 2013 and February 2021, he served as a partner of Beijing GaoJie Law Firm* (北京市高界律師事務所).

Mr. Feng has entered into a service agreement with the Company with a term of three years commencing from the date of appointment and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Feng is entitled to a director's fee of RMB200,000 per year, which is determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Professor Li Yikai (“Professor Li”)

Professor Li Yikai (李義凱), aged 62, is our independent non-executive Director. He was appointed as our independent non-executive Director with effect from 21 June 2024.

Professor Li has extensive experience in traditional Chinese medicine. He has been a director of teaching and research office of the School of Traditional Chinese Medicine of Southern Medical University since 2004, adjunct professor of The University of Hong Kong and The Chinese University of Hong Kong since September 2000 and September 2022 respectively, vice president of the Journal of Cervicodynia and Lumbodynia* (頸腰痛雜誌) since November 2008. Professor Li was also appointed as vice chairman of the National Soft Tissue Pain Research Association* (全國軟組織疼痛研究會) from September 2002 to September 2012, vice president of acupotomy branch of China Association of Chinese Medicine* (中華中醫藥學會) from October 2010 to October 2018 and vice president of massage branch of the China Association of Chinese Medicine* (中華中醫藥學會) from December 2010 to December 2018.

Professor Li obtained a doctorate degree in medicine from Shanghai University of Traditional Chinese Medicine in July 1995 and became a postdoctoral fellow of Southern Medical University in November 1997. He was elected as the first Qihuang Scholars* (首屆岐黃學者) in December 2019, the seventh National traditional Chinese medicine expert instructors* (第七批全國老中醫藥專家指導老師) and second graded professor* (二級教授) in November 2021 respectively. Professor Li won the second prize of China Medical Science and Technology Award* (中華醫學科技獎) in March 2023 and first prize of National Teaching Achievements* (國家級教學成果) in July 2023.

The Company entered into a service agreement with Professor Li for acting as an independent non-executive Director for a term of three years commencing from the date of his appointment. Professor Li will hold office until the AGM and shall then be eligible for re-election in accordance with the Articles of Association. Professor Li is entitled to a director's fee of RMB200,000 per year, which is determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. Li Zhuoguang (“Mr. Li”)

Mr. Li Zhuoguang (李灼光), aged 42, is our independent non-executive Director. He was appointed as our independent non-executive Director with effect from 24 February 2025.

Mr. Li has around 20 years of experience in audit and accounting works in the PRC. Mr. Li has been working for GUANGZHOU HEYGEARS IMC. INC* (廣州黑格智造信息科技有限公司) as an executive director and assistant to the chairman of the board since August 2023. From January 2013 to June 2023, Mr. Li worked for Jiumaojiu International Holdings Limited (“**Jiumaojiu**”), the shares of which are listed on the Stock Exchange (stock code: 9922), and his last position was executive director and chief financial officer of Jiumaojiu and vice president of Guangzhou Jiumaojiu Catering Chain Co., Ltd. He worked at Tianji Real Estate Development (Shenzhen) Co., Ltd.* (天基房地產開發(深圳)有限公司) as vice financial controller from April to December 2012 and KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合伙)) as manager from June 2005 to April 2012.

Mr. Li became a member of the Chinese Institute of Certified Public Accountants in August 2008. He graduated from Sun Yat-sen University (中山大學) in July 2005 with a bachelor’s degree in English.

The Company entered into a service agreement with Mr. Li for acting as an independent non-executive Director for a term of three years commencing from the date of the Appointment. Mr. Li will hold office until the AGM and shall then be eligible for re-election in accordance with the Articles of Association. Mr. Li is entitled to a Director’s fee of RMB200,000 per year, which is determined with reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. Duan Weiwu (“Mr. Duan”)

Mr. Duan Weiwu (段威武), aged 50, is our independent non-executive Director. He was appointed as our independent non-executive Director with effect from 8 April 2025.

Mr. Duan is a lawyer qualified in the PRC and has over 20 years of experience in the provision of commercial legal services. He has been a partner of Dacheng Guangzhou office of Beijing Dacheng Law Offices, LLP (北京大成(廣州)律師事務所) since October 2019. From October 2006 to October 2019, Mr. Duan served as a lawyer and has been promoted to senior partner at Guangdong Jinglun Law Firm* (廣東經綸律師事務所) in 2016.

Mr. Duan obtained his bachelor’s degree in law from Zhongnan Institute of Law (中南政法學院) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in 1999 with and his master’s degree in law from Sun Yat-sen University (中山大學) in 2007. He is also an arbitrator of Guangzhou Arbitration Commission and Wuhan Arbitration Commission. Mr. Duan has extensive experience in the fields of pharmaceutical commerce,

pharmaceutical research and development, and legal services for pharmaceutical commercial transactions. He has been selected as a “Recommended Lawyer” in the field of life sciences and healthcare legal services in the legal market in Greater China for 2025 published by The Legal 500, an international authoritative legal rating agency.

The Company entered into a service agreement with Mr. Duan for acting as an independent non-executive Director for a term of three years commencing from the date of the Appointment. Mr. Duan will hold office until the AGM and shall then be eligible for re-election in accordance with the Articles of Association. Mr. Duan is entitled to a Director’s fee of RMB200,000 per year, which is determined with reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, each of retiring Directors (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company and/or its associated corporation(s) within the meaning of Part XV of the SFO.

There are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

* *for identification purpose only*

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 850,184,033 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase and cancel Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 85,018,403 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 June 2026.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, which may include distributable profits of the Company.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. 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 earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has a present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Directors will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date, according to the latest information available to the Board and to the best knowledge and belief of the Directors, Mr. An Yubao, (a substantial Shareholder, together with a discretionary trust established by him, hold a total of 207,737,455 Shares), Ms. Li Qian (a Shareholder, through Double Grace International Limited, a corporation controlled by her, hold a total of 30,707,000 Shares), Mr. Young Wai Po, Peter (a substantial Shareholder, through Guido Limited, a corporation controlled by him, hold a total of 110,050,000 Shares), were considered as a concert party group the purpose of the Takeovers Code, and hold a total of 348,494,455 Shares, representing approximately 40.99% of the total

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

number of Shares in issue of the Company. On the basis of 850,184,033 Shares in issue as at the Latest Practicable Date and assuming no further change in number of Shares in issue prior to the date of the AGM and assuming no further issue of Share afterward, in the event that the Repurchase Mandate was exercised in full and the Shares being repurchased are cancelled, the concert party group's interests in the Company would be increased to approximately 45.54%. On the basis of the aforesaid increase of shareholding, the Directors believe that such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in an obligation to make a mandatory offer in accordance with the Takeovers Code or the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

SHARE PRICES

The highest and lowest closed prices at which the Shares were traded on the Stock Exchange during each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	Closed prices	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2024		
April	5.58	5.15
May	6.83	5.70
June	6.36	5.39
July	5.90	5.50
August	6.03	5.45
September	7.11	5.40
October	8.46	7.20
November	8.66	7.87
December	8.16	7.57
2025		
January	8.07	7.42
February	8.37	7.83
March	9.24	7.64
April (up to the Latest Practicable Date)	9.76	8.42

NOTICE OF AGM



康臣藥業集團有限公司
CONSUN PHARMACEUTICAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1681)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Consun Pharmaceutical Group Limited (the “**Company**”) will be held with the combination of a physical meeting at 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong and an online virtual meeting on 22 May 2025 (Thursday), at 10:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2024.
2.
 - (a) To re-elect Professor Zhu Quan as an executive director of the Company.
 - (b) To re-elect Mr. Young Yuk Chuen David as an executive director of the Company.
 - (c) To re-elect Dr. Zhang Lihua as a non-executive director of the Company.
 - (d) To re-elect Mr. Feng Zhongshi (who has served more than 9 years) as an independent non-executive director of the Company.
 - (e) To re-elect Professor Li Yikai as an independent non-executive director of the Company.
 - (f) To re-elect Mr. Li Zhuoguang as an independent non-executive director of the Company.
 - (g) To re-elect Mr. Duan Weiwu as an independent non-executive director of the Company.
 - (h) To authorise the board of directors of the Company (the “Directors”) to fix the Directors’ remuneration.
3. To declare and pay to the shareholders of the Company a final dividend of HKD0.3 per ordinary share of the Company for the year ended 31 December 2024.
4. To re-appoint KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF AGM

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

5. “**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued Shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the Shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any 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 or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Memorandum and Articles of Association; or (iv) a specific authority granted by the Shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

(d) for the purpose of this resolution,

“**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 Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares 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 (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares of the Company on 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 requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the total number of Shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
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.”

By Order of the Board
Consun Pharmaceutical Group Limited
An Meng
Chairman

Hong Kong, 28 April 2025

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “AGM”) shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 19 May 2025 to Thursday, 22 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms 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 not later than 4:30 p.m. on Friday, 16 May 2025.
4. In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged 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 not later than 4:30 p.m. on Wednesday, 11 June 2025.
5. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not a Shareholder is able to attend the AGM, he/she is requested to complete the form of proxy in accordance with the instructions printed thereon and return the same together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M 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 AGM or any adjournment thereof.
7. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person or via online platform at the AGM or any adjournment thereof should he so wish.
8. The Company will conduct a hybrid AGM via online platform, which allows shareholders to participate in the AGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the AGM by visiting the website at https://meetings.computershare.com/CPGL_2025AGM via smartphones, tablets, or computers. Please refer to the Online User Guide at <http://www.chinaconsun.com> for assistance. The live broadcast option can also broaden the reach of the AGM to shareholders who are unable to attend in person.
9. If you have any queries on the above, please contact the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

NOTICE OF AGM

10. Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:
- (1) attend the AGM in person and vote at the AGM venue; or
 - (2) attend the AGM via online platform which enables live streaming and interactive platform for Q&A and vote online; or
 - (3) appoint chairman of the AGM or other persons as your proxy to vote on your behalf. Your proxy's authority and instruction will be revoked if you attend and vote in person or via online platform at the AGM.

Non-registered shareholders who wish to attend and participate in the AGM via online platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the “**Intermediaries**”) and provide your email addresses to your Intermediaries. Details regarding the arrangements of the AGM, including login details to access the online platform and online voting, will be sent by Computershare Hong Kong Investor Services Limited to the email addresses provided by the non-registered shareholders.

For corporate shareholders who wish to attend the AGM and vote online, please contact the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at (852) 2862 8555 on or before Tuesday, 20 May 2025 for arrangement.

11. With regard to proposed resolution nos. 2, 5 to 7 in this notice, a circular giving details of the re-election of retiring Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of retiring Directors who are subject to re-election at the AGM and explanatory statement on the repurchase mandate are set out in Appendix I and Appendix II to the Circular, respectively.
12. As at the date of this notice, the Board comprises Mr. An Meng, Professor Zhu Quan and Mr. Young Yuk Chuen David as executive Directors; Dr. Zhang Lihua as non-executive Director; Mr. Feng Zhongshi, Professor Li Yikai, Mr. Li Zhuoguang and Mr. Duan Weiwu as independent non-executive Directors.