



CSPC PHARMACEUTICAL GROUP LIMITED

石藥集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1093)

Proxy Form for use at the Extraordinary General Meeting to be held
on Friday, 3 November 2023 at 10:00 a.m. (and at any adjournment thereof)

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ shares of CSPC PHARMACEUTICAL GROUP LIMITED
("the Company"), HEREBY APPOINT ^(note 3) _____

of _____

or failing him _____

of _____

or failing him, the Chairman of the meeting to act as my/our proxy to attend and, in the event of a poll, vote for me/us at the Extraordinary General Meeting of the Company to be held at Suite 3206, 32/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Friday, 3 November 2023 at 10:00 a.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To approve, confirm and ratify the conditional grant of 18,000,000 share options ("Mr. Cai's Share Options") to Mr. Cai Dongchen ("Mr. Cai") pursuant to the share option scheme adopted by the shareholders of the Company on 9 December 2015 (the "Share Option Scheme"), entitling him to 18,000,000 ordinary shares of the Company (the "Shares") at an exercise price of HK\$5.98 per Share (the principal terms and conditions of Mr. Cai's Share Options are set out in the circular of the Company dated 9 October 2023 (the "Circular")) on such terms as stipulated in the offer letter issued by the Company to Mr. Cai and subject to the terms of the Share Option Scheme from time to time and authorize any one director of the Company to do all such things and take all such actions (including but not limited to the allotment and issuance of Shares upon exercise of Mr. Cai's Share Options) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to Mr. Cai's Share Options.		
2.	To approve, confirm and ratify the conditional grant in the aggregate of 50,000,000 Shares (the "Share Options") at the exercise price of HK\$5.98 per Share to Mr. Cai, Mr. ZHANG Cuilong, Dr. LI Chunlei, Mr. WANG Huaiyu, Mr. WANG Zhenguo, Mr. PAN Weidong, Dr. WANG Qingxi, Mr. CHAK Kin Man and Dr. JIANG Hao (collectively, the "Management Grantees") in accordance with the terms of the Share Option Scheme in such manner as set out in the Circular and the exercise of the relevant Share Options granted to each of the Management Grantees in accordance with the terms of the Share Options and the Share Option Scheme (the "Underlying Transaction") and authorize any one director of the Company to do all such things and take all such actions (including but not limited to the allotment and issuance of Shares upon the exercise of the Share Options) and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) as he/she may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Underlying Transaction.		
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
3.	To approve the waiver pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving the obligation on the part of the Management Grantees to make a mandatory general offer for all the issued Shares and other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company (if any) not already owned or agreed to be acquired by the Management Group as a result of the allotment and issuance of the Shares pursuant to the Share Options to the Management Grantees (the "Whitewash Waiver"), subject to the Executive (as defined in the Circular) granting the Whitewash Waiver and the satisfaction of the conditions attached to the Whitewash Waiver and to authorize any one director of the Company to do all acts and things and execute such documents (including the affixation of the common seal of the Company where execution under seal is required) and take all steps which, in his/her opinion deem necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder.		

Dated _____, 2023

Shareholder's signature ^(note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”**. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited to the Company’s share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Any alterations made in this form should be initialled by the person who signs it.
10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the meeting 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.

PERSONAL INFORMATION COLLECTION STATEMENT

1. “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
2. Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
3. Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
4. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Secretaries Limited