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

If you have sold or transferred all your shares in **China Pioneer Pharma Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **CHINA PIONEER PHARMA HOLDINGS LIMITED**

**中国先锋医药控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01345)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Pioneer Pharma Holdings Limited to be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Wednesday, 22 May 2019 at 10:00 a.m. is set out on pages 16 to 21 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 at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. before 10:00 a.m. on Monday, 20 May 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjourned meeting thereof if they so wish.

17 April 2019

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Wednesday, 22 May 2019 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 16 to 21 of this circular
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	China Pioneer Pharma Holdings Limited (中国先锋医药控股有限公司), an exempted company incorporated on 5 February 2013 with limited liability under the laws of the Cayman Islands, with its Shares listed on the Main Board of the Stock Exchange
“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 PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20 per cent of the number of the issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	9 April 2019, 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

## DEFINITIONS

“Memorandum”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company
“NovaBay”	NovaBay Pharmaceuticals, Inc., a United States based clinical-stage biopharmaceutical company incorporated in Delaware, the United States, whose shares are listed on the New York Stock Exchange (Stock symbol: NBY)
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.01 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.



**CHINA PIONEER PHARMA HOLDINGS LIMITED**

**中国先锋医药控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01345)**

*Executive Directors:*

Mr. Li Xinzhou (*Chairman*)

Mr. Luo Chunyi (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Wang Yinping

Mr. Wu Mijia

*Independent Non-executive Directors:*

Mr. Zhang Hong

Mr. Yan Guoxiang

Mr. Wong Chi Hung, Stanley

*Registered office:*

190 Elgin Avenue

George Town

Grand Cayman KY1-9005

Cayman Islands

*Principal place of business*

*in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

17 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

## LETTER FROM THE BOARD

### 2. ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 9 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20 per cent of the number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued Shares comprised 1,284,477,000 Shares. Subject to the passing of the ordinary resolution no. 9 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 256,895,400 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 11, the number of Shares repurchased by the Company under ordinary resolution no. 10 will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution no. 9 provided that such extended amount shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate, if approved, will continue to be in force from the passing of the said resolution until whichever of the following first occurs: (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 any applicable laws or the Articles of Association or to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in general meeting.

### 3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate, if approved, will continue to be in force from passing of the said resolution until whichever of the following first occurs: (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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

## LETTER FROM THE BOARD

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 resolution at the Annual General Meeting.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 104(1) of the Articles of Association, the Directors being Mr. Wu Mijia and Mr. Wong Chi Hung, Stanley shall retire by rotation and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

In accordance with article 99(3) of the Articles of Association, the Directors being Mr. Luo Chunyi, Mr. Zhang Hong and Mr. Yan Guoxiang shall retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Recommendations to the Board for the proposal for re-election of each of Mr. Zhang Hong, Mr. Yan Guoxiang and Mr. Wong Chi Hung, Stanley as independent non-executive Directors were made by the Nomination Committee, after having reviewed their biographical and background information (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge as set out in the board diversity policy of the Company). The Nomination Committee has also assessed the independence of Mr. Zhang Hong, Mr. Yan Guoxiang and Mr. Wong Chi Hung, Stanley by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Taking into account their previous contributions to the Board and the experience of Mr. Zhang Hong (who is an expert in public security governance), Mr. Yan Guoxiang (who has extensive experience in corporate management) and Mr. Wong Chi Hung, Stanley (who is experienced in auditing, accounting and financial advisory services), the Board accepted the recommendations from the Nomination Committee and recommended Mr. Zhang Hong, Mr. Yan Guoxiang and Mr. Wong Chi Hung, Stanley to stand for re-election by the Shareholders at the Annual General Meeting.

Details of the above retiring 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.

## LETTER FROM THE BOARD

### 5. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 21 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors. The register of members of the Company will be closed from Sunday, 12 May 2019 to Wednesday, 22 May 2019, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the Annual General Meeting. All transfers of Shares accompanied by the relevant share certificates and transfer forms 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 before 4:30 p.m. on Friday, 10 May 2019.

### 6. 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 at [www.hkexnews.hk](http://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 in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, 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 fixed for the holding of the Annual General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

### 7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of the Annual General Meeting be taken by way of poll pursuant to article 81 of the Articles of Association.

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



## LETTER FROM THE BOARD

### 8. 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 or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**China Pioneer Pharma Holdings Limited**  
**Li Xinzhou**  
*Chairman*

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

**LUO Chunyi (羅春憶)**, aged 50, is our executive Director and chief executive officer. Mr. Luo joined our Group in January 2019. Mr. Luo has extensive experience in corporate management and banking. Prior to joining the Group, he had served in Ping An Bank (formerly known as Shenzhen Development Bank) for 23 years since 1995. He held various senior positions in Ping An Bank, including the general manager of Haikou Haidian sub-branch and the assistant to general manager of Haikou branch. He also worked as a manager in China Construction Bank from 1989 to 1995 before joining Ping An Bank. Mr. Luo graduated from the school of law of Hainan University (海南大學) in 2001. Mr. Luo obtained the qualification of economist (economic professional) in 1999 awarded by the Human Resource Office of Hainan province.

Mr. Luo was appointed to the Board on 22 January 2019. Pursuant to a service contract for a term of three years commencing from 22 January 2019, Mr. Luo is entitled to a fixed annual director's fee of RMB800,000 which was determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the then prevailing market conditions.

**ZHANG Hong (張虹)**, aged 60, is our independent non-executive Director. Mr. Zhang joined our Group in January 2019. Mr. Zhang is an expert in public security governance. Prior to joining the Group, he served in a shipping organisation in the PRC for 38 years since 1980. He held various senior positions at such organisation, and was mainly responsible for handling political and legal matters and administration management. From 1982 to 1999, Mr. Zhang pursued his studies at Hubei Radio & TV University and Hubei University, in the areas of law, administrative management, corporate management, as well as economics and management. Mr. Zhang is the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Mr. Zhang was appointed to the Board on 1 January 2019. Pursuant to an appointment letter for a term of three years commencing from 1 January 2019, Mr. Zhang is not entitled to any director's fee pursuant to an appointment letter.

**YAN Guoxiang (嚴國祥)**, aged 45, is our independent non-executive Director. Mr. Yan joined our Group in January 2019. Mr. Yan is experienced in corporate management. Mr. Yan has been also the president of Shanghai Xiangren New Material Co., Ltd. (上海祥仁新材料有限公司) since 2009 and Shanghai Qianjin New Material Co., Ltd. (上海乾瑾新材料有限公司) since 2015. From 1996 to 2007, he served Kennametal Shanghai Co., Ltd. (美國肯納飛碩金屬上海有限公司) ("Kennametal Shanghai") and held various senior positions in Kennametal Shanghai including the regional manager of Northern China and its national operation director. Mr. Yan graduated from Shanghai College of Electronic Engineering\* (上海機電學院) with a diploma in mechanical manufacturing in 1993. He also obtained an executive master's degree in business administration from Madonna University, the United States in 2005. Mr. Yan is a member of the Remuneration Committee and a member of the Nomination Committee.

Mr. Yan was appointed to the Board on 1 January 2019. Pursuant to an appointment letter for a term of three years commencing from 1 January 2019, Mr. Yan is entitled to a fixed annual director's fee of HK\$300,000 which was determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the prevailing market conditions.

**WU Mijia (吳米佳)**, aged 45, is a non-executive Director. Mr. Wu joined the Company in October 2013. Mr. Wu has over 15 years of experience in finance and investment. He has been the managing director of Shanghai Ceton Investment Management Co., Ltd (上海策通投資管理有限公司) since June 2008. Prior to that, Mr. Wu served as a director at UBS AG, Hong Kong Branch between May and August 2007 and a vice president at BNP Paribas, Hong Kong branch between September 2005 and December 2006. He was an assistant vice president at ABN AMRO Bank (China) Co., Ltd. where he worked between October 2002 and June 2005. Mr. Wu graduated from Guangdong University of Foreign Studies (廣東外語外貿大學) with a bachelor's degree in international business in June 1996. Mr. Wu obtained a master's degree in business administration from the Manchester Business School of the University of the Manchester in June 2001 and an executive master's degree in business administration from the Cheung Kong Graduate School of Business (長江商學院) in October 2012. Mr. Wu is a member of the Audit Committee and a member of the Remuneration Committee.

Mr. Wu has automatically renewed his letter of appointment with the Company for a term of one year commencing from 16 October 2018. Mr. Wu is entitled to a fixed annual director's fee of HK\$240,000 which was determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the prevailing market conditions. Save as disclosed above, Mr. Wu did not receive any other payments (whether fixed or discretionary in nature) from the Group for the year ended 31 December 2018.

**WONG Chi Hung, Stanley (黃志雄)**, aged 56, is our independent non-executive Director. Mr. Wong joined the Company in October 2013. Mr. Wong has experience in auditing, accounting and financial advisory services. He was appointed as the director of KBS Fashion Group Limited (formerly known as Aquasition Corp.), a company listed on the NASDAQ exchange (stock quote: KBSF) in August 2014 and resigned on 15 March 2015. He was an independent non-executive director of Great Wall Motor Company Limited (長城汽車股份有限公司) from November 2010 to 11 May 2017, a company listed on the Stock Exchange (stock code: 2333) and the Shanghai Stock Exchange (stock code: 601633). On 1 July 2016, he was appointed as an executive director of Talents Alliance Ltd. Mr. Wong has served as a chief financial officer of Hongri International Holdings Company Limited (紅日國際控股有限公司) since November 2009. He served as a chief executive officer of China Biologic Products, Inc. (中國生物製品有限公司) between March 2007 and May 2008 and a consultant of the same company between June 2008 and December 2008. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He holds a bachelor's degree in accounting from the University of Kent and an EMBA from Peking University (北京大學). He is also a qualified independent director recognised by the Shanghai Stock Exchange. Mr. Wong is the chairman of the Audit Committee.

Mr. Wong has automatically renewed his letter of appointment with the Company for a term of one year commencing from 16 October 2018. Mr. Wong is entitled to a fixed annual director's fee of HK\$350,000 which was determined by the Board with reference to his qualifications, duties and responsibilities with the Group and the prevailing market conditions. Save as disclosed above, Mr. Wong did not receive any other payments (whether fixed or discretionary in nature) from the Group for the year ended 31 December 2018.

Save as disclosed herein and as at the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and immediately preceding the Latest Practicable Date, each of the above Directors has not held any directorships in other listed public companies during the past three years, does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the above Directors that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

*The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Share capital comprised 1,284,477,000 Shares of nominal value of US\$0.01 each. Subject to the passing of the resolution granting the 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 128,447,700 Shares, which represent 10 per cent of the issued Shares, during the period ending on the earlier 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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

## **3. REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. 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 as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Law 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 purposes of the

repurchase or out of capital subject to and in accordance with the Companies Law. 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 Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors 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 as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have a material adverse impact on the working capital or 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 2018, 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 Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the 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 a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Li Xinzhou and the parties acting in concert with him (the "Concert Parties") for the purpose of the Takeovers Code, own or control a total of 894,509,000 Shares, representing approximately 69.64% of the issued share capital of the Company. Mr. Li Xinzhou is the founder of a discretionary trust, through which UBS Trustees (BVI) Limited through its controlled corporations in its capacity as trustee held 858,392,000 Shares. Further, Mr. Li Xinzhou and his spouse Ms. Wu Qian directly hold 34,714,000 Shares and 1,403,000 Shares, respectively. In the event that the Directors should exercise in full the Repurchase Mandate, the aggregate interests of the Concert Parties will be increased to approximately 77.38% of the issued share capital of the Company. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of issued Shares.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of substantial shareholder	Capacity/ Nature of interest	Number of shares interested	% of issued share capital
Li Xinzhou	Founder of a discretionary trust ( <i>Notes 1 &amp; 6</i> )	858,392,000 (Long Position)	66.83%
	Interest of spouse ( <i>Note 2</i> )	1,403,000 (Long Position)	0.11%
	Beneficial owner	34,714,000 (Long Position)	2.70%
Wu Qian	Founder of a discretionary trust ( <i>Notes 3 &amp; 6</i> )	858,392,000 (Long Position)	66.83%
	Interest of spouse ( <i>Note 4</i> )	34,714,000 (Long Position)	2.70%
	Beneficial owner	1,403,000 (Long Position)	0.11%
Tian Tian Limited	Interest of controlled corporation ( <i>Note 5</i> )	858,392,000 (Long Position)	66.83%
UBS Trustees (BVI) Limited	Trustee ( <i>Notes 1 &amp; 6</i> )	858,392,000 (Long Position)	66.83%
Pioneer Pharma (BVI) Co., Ltd.	Beneficial owner	858,392,000 (Long Position)	66.83%

*Notes:*

- Mr. Li Xinzhou is a founder of the discretionary trust and is deemed to be interested in 858,392,000 Shares held under the discretionary trust.
- Such 1,403,000 Shares are held by Ms. Wu Qian, the spouse of Mr. Li Xinzhou. Accordingly, Mr. Li Xinzhou is deemed to be interested in such 1,403,000 Shares.
- Ms. Wu Qian is a founder of the discretionary trust and is deemed to be interested in 858,392,000 Shares held under the discretionary trust.
- Such 34,714,000 Shares are held by Mr. Li Xinzhou, the spouse of Ms. Wu Qian. Accordingly, Ms. Wu Qian is deemed to be interested in such 34,714,000 Shares.
- Tian Tian Limited through its controlled corporation, Pioneer Pharma (BVI) Co., Ltd., is deemed to be interested in 858,392,000 Shares held by Pioneer Pharma (BVI) Co., Ltd.
- UBS Trustees (BVI) Limited, as trustee of the discretionary trust, through its controlled corporations (being Tian Tian Limited and Pioneer Pharma (BVI) Co., Ltd.) is deemed to be interested in 858,392,000 Shares held by Pioneer Pharma (BVI) Co., Ltd.



## 5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles of Association.

## 7. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had repurchased a total of 12,252,000 Shares on the Stock Exchange, details of which were as follows:

<b>Date of the Shares repurchase</b>	<b>Total number of Shares repurchased</b>	<b>Highest price paid per Share (HK\$)</b>	<b>Lowest price paid per Share (HK\$)</b>	<b>Aggregate consideration (HK\$)</b>
15 October 2018	450,000	1.58	1.41	684,270
19 October 2018	600,000	1.55	1.48	928,970
25 October 2018	500,000	1.57	1.48	774,830
31 October 2018	654,000	1.52	1.46	980,550
24 January 2019	4,000,000	0.98	0.95	3,917,330
29 March 2019	6,048,000	1.00	0.93	6,017,590



**8. SHARE PRICES**

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

<b>Month</b>	<b>Highest traded prices <i>HK\$</i></b>	<b>Lowest traded prices <i>HK\$</i></b>
<b>2018</b>		
May	2.76	2.52
June	2.63	2.07
July	2.42	2.10
August	2.23	1.80
September	1.92	1.69
October	1.83	1.38
November	1.60	1.18
December	1.29	0.90
<b>2019</b>		
January	1.12	0.90
February	1.28	1.00
March	1.31	0.91
April (up to the Latest Practicable Date)	1.04	0.97



**CHINA PIONEER PHARMA HOLDINGS LIMITED**  
**中国先锋医药控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01345)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Meeting”) of China Pioneer Pharma Holdings Limited (the “Company”) will be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Wednesday, 22 May 2019 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2018.
2. To re-elect Mr. Luo Chunyi as an executive director of the Company.
3. To re-elect Mr. Zhang Hong as an independent non-executive director of the Company.
4. To re-elect Mr. Yan Guoxiang as an independent non-executive director of the Company.
5. To re-elect Mr. Wu Mijia as a non-executive director of the Company.
6. To re-elect Mr. Wong Chi Hung, Stanley as an independent non-executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
8. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“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 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 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/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) 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 share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, 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 the aggregate of 20 per cent of the number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:
    - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
      - (1) the conclusion of the next annual general meeting of the Company;
      - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;
      - (3) 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 whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (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).”
10. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“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 repurchase shares 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 recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the directors of the Company;
- (iii) the aggregate number of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of the shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

11. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**That** conditional upon the resolutions numbered 9 and 10 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 new 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 9 set out in the notice convening this meeting be and is hereby extended by the addition to the number of shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 10 set out in the notice convening this

meeting, provided that such extended amount shall not exceed 10 per cent of the number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board  
**China Pioneer Pharma Holdings Limited**  
**Li Xinzhou**  
*Chairman*

Hong Kong, 17 April 2019

*Registered Office:*  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9005  
Cayman Islands

*Principal place of business*  
*in Hong Kong:*  
31/F, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

- (i) Ordinary resolution numbered 11 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 9 and 10 are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (iii) In the case of joint holders, 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 are 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 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 of the Company 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 Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 (i.e. before 10:00 a.m. on Monday, 20 May 2019) 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 of the Company will be closed from Sunday, 12 May 2019 to Wednesday, 22 May 2019, both days inclusive, to determine the entitlement of the shareholders to attend the Meeting, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 10 May 2019.
  
- (vi) In respect of ordinary resolutions numbered 2 to 6 above, Mr. Luo Chunyi, Mr. Zhang Hong, Mr. Yan Guoxiang, Mr. Wu Mijia and Mr. Wong Chi Hung, Stanley shall retire at the Meeting and being eligible, have offered themselves for re-election at the Meeting. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 17 April 2019.