

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary 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 Friday, 30 September 2022 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the Extraordinary 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.

Whether or not you are able to attend the Extraordinary 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 Extraordinary General Meeting (i.e. before 10:00 a.m. on Wednesday, 28 September 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof if they so wish.

8 September 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Friday, 30 September 2022 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 6 to 7 of this circular
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “China Pioneer Pharma Holdings Limited” to “Shanghai Pioneer Holding Ltd” and the dual foreign name of the Company in Chinese from “中国先锋医药控股有限公司” to “上海先锋控股有限公司”
“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



CHINA PIONEER PHARMA HOLDINGS LIMITED

中国先锋医药控股有限公司

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Executive Directors:

Mr. Li Xinzhou (*Chairman*)
Mr. Luo Chunyi (*Chief Executive Officer*)
Mr. Xiao Guoguang

Non-executive Director:

Ms. Hu Mingfei

Independent Non-executive Directors:

Mr. Zhang Hong
Mr. Wong Chi Hung, Stanley
Mr. Lai Chanshu

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

8 September 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 8 September 2022 in relation to the Proposed Change of Company Name. The purpose of this circular is to give you the information on the Proposed Change of Company Name and the notice of Extraordinary General Meeting at which a special resolution will be proposed to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Pioneer Pharma Holdings Limited” to “Shanghai Pioneer Holding Ltd” and the dual foreign name of the Company in Chinese from “中国先锋医药控股有限公司” to “上海先锋控股有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the Extraordinary General Meeting approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect on the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. Thereafter, the Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

In view of the rapid development of the Group’s new environmental protection business, the Group has formed a development trend of both environmental protection business and medicine and health. In order to better reflect the Group’s actual business and future development orientation, the Company plans to change its name to facilitate the expansion of environmental protection business in the future.

Therefore, the Board considers that the Proposed Change of Company Name will be beneficial to the future business development of the Group, and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title to the Shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the exchange of existing share certificates of the securities for new share certificates bearing the new name of the Company.

Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company and the Shares of the Company will be traded on the Main Board of the Stock Exchange under the new name. In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

3. NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages 6 to 7 of this circular is the notice of the Extraordinary General Meeting containing the resolution in relation to the abovementioned proposal. The register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the forthcoming Extraordinary 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 Monday, 26 September 2022 for registration.

4. FORM OF PROXY

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to be present at the Extraordinary 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 fixed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at an extraordinary general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the Extraordinary General Meeting shall therefore demand voting on the resolution set out in the notice of the Extraordinary 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 authorized 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 need not use all his votes or cast all the votes he uses in the same way.

6. 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.

7. RECOMMENDATION

The Directors consider that the proposed resolution set out herein is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the Extraordinary General Meeting.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary general meeting (“EGM”) 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 Friday, 30 September 2022 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. That subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Pioneer Pharma Holdings Limited” to “Shanghai Pioneer Holding Ltd” and the dual foreign name of the Company in Chinese be changed from “中国先锋医药控股有限公司” to “上海先锋控股有限公司”, and that the directors of the Company be and are hereby authorised to do all such acts, and execute such deeds and things they may, in their absolute discretion, deem fit in order to effect such change of name.

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

Hong Kong, 8 September 2022

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the EGM 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 EGM. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the EGM, 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 EGM, 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.
- (iii) 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 EGM (i.e. before 10:00 a.m. on Wednesday, 28 September 2022) 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 EGM (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022, both days inclusive, to determine the entitlement of the shareholders to attend the EGM, during which period no share transfers can be registered. In order to qualify for attending the EGM, 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 Monday, 26 September 2022.
- (v) Shareholders registered to attend the EGM may submit questions related to the resolution submitted at the EGM or raise questions during the EGM. The questions raised by Shareholders at the EGM and those submitted beforehand will be addressed by the Company as far as possible.