

If you are in any doubt about 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 adviser.

If you have sold or transferred all your shares in Sinco Pharmaceuticals Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**Sinco Pharmaceuticals Holdings Limited**  
**兴科蓉医药控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6833)**

**PROPOSED CHANGE OF AUDITORS**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Sinco Pharmaceuticals Holdings Limited to be held at E5-1805, Global Centre, No. 1700, North Section of Tianfu Avenue, High-Tech Zone, Chengdu, Sichuan, PRC on Thursday, 18 July 2019 at 9:30 a.m. is set out on pages 7 to 8 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 ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.sinco-pharm.com](http://www.sinco-pharm.com)). 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 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 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.

## CONTENTS

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>3</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING. ....</b>	<b>7</b>

## DEFINITIONS

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

“Appointment”	the proposed appointment of Crowe as the new auditor of the Group, subject to the approval of the Shareholders at the EGM
“Articles”	the amended and restated articles of association of the Company adopted on 1 February 2016 and effective on 10 March 2016, and as amended from time to time
“Board”	the board of Directors
“Company”	Sinco Pharmaceuticals Holdings Limited (興科蓉醫藥控股有限公司), an exempted company incorporated on 16 March 2015 in the Cayman Islands with limited liability, with its shares listed on the main board of the Stock Exchange
“Crowe”	Crowe (HK) CPA Limited, the proposed new auditor of the Group
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at E5-1805, Global Centre, No. 1700, North Section of Tianfu Avenue, High-Tech Zone, Chengdu, Sichuan, PRC on Thursday, 18 July 2019 at 9:30 a.m., or any adjournment thereof and notice of which is set out on pages 7 to 8 of this circular
“EY”	Ernst & Young, the existing auditor of the Group
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 June 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

“PRC”	the People’s Republic of China
“Proposed Change of Auditors”	collectively, the Proposed Removal and the Appointment
“Proposed Removal”	the proposed removal of EY as the auditor of the Group, subject to the approval of the Shareholders at the EGM
“Share(s)”	ordinary share(s) of nominal value of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## LETTER FROM THE BOARD



### Sinco Pharmaceuticals Holdings Limited 兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)  
(Stock Code: 6833)

*Executive Directors:*

Mr. Huang Xiangbin  
Ms. Zhang Zhijie

*Independent Non-executive Directors:*

Mr. Lau Ying Kit  
Mr. Wang Qing  
Mr. Liu Wenfang

*Registered office:*

PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Corporate headquarters:*

E5-1805, Global Centre  
No.1700, North Section of Tianfu Avenue  
High-Tech Zone, Chengdu  
Sichuan, PRC

*Principal place of business in Hong Kong:*

Unit 3105, Office Tower  
Convention Plaza  
1 Harbour Road  
Hong Kong

28 June 2019

*To the Shareholders*

### PROPOSED CHANGE OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

#### INTRODUCTION

Reference is made to the announcement of the Company dated 17 June 2019 in relation to the Proposed Change of Auditors.

The purpose of this circular is to provide you with further information in connection with the Proposed Change of Auditors and the notice of EGM.

#### PROPOSED REMOVAL OF EY

EY was re-appointed as auditor of the Group at the latest annual general meeting of the Company held on 24 May 2019 to hold office until the conclusion of the next annual general meeting of the Company.

## LETTER FROM THE BOARD

However, the Company and EY have been unable to reach a consensus on the audit fee of EY for the financial year ending 31 December 2019. After considering the facts and circumstances, the audit committee of the Company, having been delegated the power to oversee the effectiveness of the external auditor, was of the view that it would be in the best interest of the Company and the Shareholders as a whole to replace EY with another sizeable accounting firm, and made a recommendation to the Board to seek the approval of the Shareholders regarding the Proposed Removal.

The Board is of the view that the Proposed Removal would enable the Company to carry out effective cost control and reduce operating expenses of the Company to better cope with the future business development of the Group and is in the best interest of the Company and the Shareholders as a whole. The Proposed Removal is subject to the passing of an ordinary resolution at the EGM pursuant to the Articles.

The Company has received a letter from EY confirming that there are no matters in connection with the Proposed Removal that need to be brought to the attention of the Shareholders or the creditors of the Company.

### **PROPOSED APPOINTMENT OF CROWE**

The Company believes that Crowe is a sizeable accounting firm which should be able to devote appropriate and adequate resources to handle the Company's audit work for the year ending 31 December 2019.

The audit committee of the Company has assessed and considered that Crowe is eligible and suitable to act as auditor of the Group. The Board, with recommendation of the audit committee of the Company, proposed to appoint Crowe as the new auditor of the Group until the conclusion of the next annual general meeting of the Company, which will be subject to the passing of an ordinary resolution at the EGM for the Proposed Removal and completion of relevant audit engagement acceptance procedure of Crowe.

The Appointment is subject to the passing of an ordinary resolution at the EGM.

### **IMPLICATIONS OF THE LISTING RULES**

Pursuant to article 29.2 of the Articles, the removal of an auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting, and the Board may fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor, if any, may act. The remuneration of any auditor appointed by the Board under such article may be fixed by the Board.

Pursuant to Rule 13.88 of the Listing Rules, (a) the Company must not remove its auditor before the end of the auditor's term of office without first obtaining Shareholders' approval at a general meeting; (b) the Company must send a circular proposing the removal of the auditor to the Shareholders with any written representations from the auditor not less than 10 business days before the general meeting; and (c) the Company must allow the auditor to attend the general meeting and make written and/or verbal representations to the Shareholders at the general meeting.

## LETTER FROM THE BOARD

In compliance with the Articles and the Listing Rules, the Proposed Removal will be proposed at the EGM as an ordinary resolution. The Appointment will be proposed at the EGM as an ordinary resolution.

The Board confirms that there are no matters in connection with the Proposed Change of Auditors that should be brought to the attention of the Shareholders.

### NOTICE OF EGM AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages 7 to 8 of this circular is the notice of the EGM at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the Proposed Change of Auditors.

The register of members of the Company will be closed from Monday, 15 July 2019 to Thursday, 18 July 2019, both days inclusive, during which no transfer of Shares will be registered, in order to determine the identity of the Shareholders who are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong 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 before 4:30 p.m. on Friday, 12 July 2019.

### FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.sinco-pharm.com](http://www.sinco-pharm.com)). Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong 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 holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the EGM, 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. Accordingly, each of the resolutions set out in the notice of EGM will be taken by way of poll. The results of the voting will be announced in accordance with Rule 2.07C of the Listing Rules after the EGM.

## LETTER FROM THE BOARD

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/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

### RECOMMENDATION

The Directors consider that the Proposed Change of Auditors is fair and reasonable, and passing of the resolutions relating to the Proposed Change of Auditors are in the interests of the Group 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 EGM.

### 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.

Yours faithfully  
By order of the Board  
**Sinco Pharmaceuticals Holdings Limited**  
**Huang Xiangbin**  
*Chairman and Executive Director*



## NOTICE OF EXTRAORDINARY GENERAL MEETING



### Sinco Pharmaceuticals Holdings Limited 兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)  
(Stock Code: 6833)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Sinco Pharmaceuticals Holdings Limited (the “Company”) will be held at E5-1805, Global Centre, No. 1700, North Section of Tianfu Avenue, High-Tech Zone, Chengdu, Sichuan, PRC on Thursday, 18 July 2019 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “THAT Ernst & Young be and is hereby removed as the auditor of the Company and its subsidiaries (collectively, the “Group”) pursuant to article 29.2 of the articles of association of the Company with immediate effect after the conclusion of the EGM (the “Removal”), and the board of directors of the Company (the “Board”) and each of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Removal.”
2. “THAT conditional upon the passing of the ordinary resolution numbered 1 above, (i) Crowe (HK) CPA Limited (“Crowe”) be and is hereby appointed as the auditor of the Group with immediate effect after the conclusion of the EGM, and to hold office until the conclusion of the forthcoming annual general meeting of the Company (the “Appointment”); (ii) the Board and each of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Appointment; and (iii) the Board be and is hereby authorised to fix the remuneration of Crowe.”

By order of the Board  
Sinco Pharmaceuticals Holdings Limited  
Huang Xiangbin  
Chairman and Executive Director

Sichuan, the PRC, 28 June 2019

# NOTICE OF EXTRAORDINARY GENERAL MEETING

*Registered office:*

*Corporate headquarters:*

*Principal place of business in  
Hong Kong:*

PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

E5-1805, Global Centre  
No.1700, North Section  
of Tianfu Avenue  
High-Tech Zone, Chengdu  
Sichuan, PRC

Unit 3105, Office Tower  
Convention Plaza  
1 Harbour Road  
Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong 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 certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Monday, 15 July 2019 to Thursday, 18 July 2019, both days inclusive, in order to determine the eligibility of shareholders to attend and vote at the EGM, during which period no share transfers will be registered. To be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong 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, 12 July 2019.
- (v) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting for all the resolutions set out in this notice will be taken by poll at the EGM.
- (vi) As at the date of this notice, the executive directors of the Company are Mr. Huang Xiangbin and Ms. Zhang Zhijie; and the independent non-executive directors of the Company are Mr. Lau Ying Kit, Mr. Wang Qing and Mr. Liu Wenfang.