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四环医药

SihuanPharm

Sihuan Pharmaceutical Holdings Group Ltd.

四環醫藥控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 0460)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “SGM”) of Sihuan Pharmaceutical Holdings Group Ltd. (the “**Company**”) will be held at Conference Room Mission 4+5, 4th Floor, Hilton Shenzhen Futian, Tower B, Great China International Finance Centre, 1003 Shennan Road, Futian, Shenzhen, the People’s Republic of China on Monday, 15 June 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) (i) the Sale and Purchase Agreement A (as defined in the circular of the Company dated 29 May 2020, hereinafter referred to as the “**Circular**”) entered into between Sun Moral International (HK) Limited (耀忠國際(香港)有限公司) and CFS Development Holding Limited dated 3 May 2020 (a copy of which has been produced to the SGM and marked “A” and signed by a director of the Company for the purpose of identification); and (ii) the Sale and Purchase Agreement B (as defined in the Circular) entered into between Sun Moral International (HK) Limited (耀忠國際(香港)有限公司) and Weicheng Investment Holding Limited dated 3 May 2020 (a copy of which has been produced to the SGM and marked “B” and signed by a director of the Company for the purpose of identification), and the transactions contemplated under Sale and Purchase Agreements (as defined in the Circular) including, without limitation, the Disposal (as defined in the Circular) be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and are hereby authorised to do all such things and execute all such documents as the director may at his/her absolute discretion deem fit or appropriate to give effect to the Sale and Purchase Agreements (as defined in the Circular) and the implementation of all the transactions contemplated thereunder including, without limitation, the Disposal.”

2. “**THAT**

Subject to the Special Cash Dividend Conditions (as defined and set out in the Circular), a special cash dividend of RMB10.6 cents (equivalent to approximately HK11.6 cents) per share (the “**Special Cash Dividend**”) be declared and paid to the shareholders of the Company whose names appear on the register of members of the Company on 24 June 2020, being the record date for determining the entitlements to the Special Cash Dividend, and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Cash Dividend.”

Yours faithfully,
By Order of the Board
Sihuan Pharmaceutical Holding Group Ltd.
Dr. Che Fengsheng
Chairman

29 May 2020

Notes:

- (i) Ordinary resolution numbered 2. will be proposed to the shareholders of the Company for approval provided that ordinary resolution numbered 1. is passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy needs not be a shareholder of the Company.
- (iii) In the case of joint holders, 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 persons so present whose name stands first on the register of members 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 and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the SGM 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 SGM (or any adjourned meeting thereof) if they so wish.

- (v) The transfer books and register of members will be closed from Wednesday, 10 June 2020 to Monday, 15 June 2020, both days inclusive in order to determine the entitlement of shareholders to attend and vote at the SGM, during which period no share transfers can be registered. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 9 June 2020.
- (vi) The transfer books and register of members will be closed from Monday, 22 June 2020 to Wednesday, 24 June 2020, both days inclusive in order to determine the entitlement of shareholders to receive the proposed Special Cash Dividend, during which period no share transfers can be registered. In order to qualify for the Special Cash Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 19 June 2020 (if applicable).

As at the date of this notice, the executive directors of the Company are Dr. Che Fengsheng (Chairman), Dr. Guo Weicheng (Deputy Chairman and Chief Executive Officer), Dr. Zhang Jionglong, Mr. Choi Yiau Chong and Ms. Chen Yanling; the non-executive director of the Company is Mr. Kim Jin Ha; and the independent non-executive directors of the Company are Mr. Patrick Sun, Mr. Tsang Wah Kwong and Dr. Zhu Xun.