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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sincere Pharmaceutical Group Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### Sincere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

**(I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE  
AND TO REPURCHASE SHARES;  
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Friday, June 25, 2021 at 9:00 a.m. is set out on pages 19 to 24 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 23, 2021) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted, and any person with a body temperature of over 37.0 degree Celsius will be denied entry into the venue;
- (ii) Every Shareholder or authorized representative must wear a surgical mask throughout the AGM;
- (iii) No refreshment will be served; and
- (iv) The Company will maintain appropriate distance and space in the venue.

**The Company recommends Shareholders, who intend to attend the AGM, to submit the proxy form for voting instead of attending the AGM in person.** The proxy form has been dispatched to Shareholders and is available to download on the Company's website (<http://www.sincere.com>) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

May 26, 2021

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*This circular is prepared in both English and Chinese.*

*In the event of inconsistency, the English text of this circular will prevail.*

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Friday, June 25, 2021 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 19 to 24 of this circular or any adjournment thereof (as the case may be)
“Articles”	the articles of association as adopted by a special resolution passed on October 8, 2020 with effect on October 12, 2020, as amended from time to time
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Sincere Pharmaceutical Group Limited (先聲藥業集團有限公司), a company incorporated in Hong Kong on November 30, 2015 with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2096)
“Director(s)”	the director(s) of the Company
“EGG”	Excel Good Group Limited (先益集團有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on January 19, 2018 and one of the Company’s Ultimate Controlling Shareholders
“Final Dividend”	the proposed final dividend of RMB0.15 per Share as recommended by the Board
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution granting such mandate

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 18, 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	October 27, 2020, the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“P&H Holdings”	P&H Holdings Group Ltd., a company incorporated under the laws of the BVI on December 5, 2018 and one of the Company’s Ultimate Controlling Shareholders
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“Right Wealth”	Right Wealth Holdings Limited, a company incorporated under the laws of the BVI on December 13, 2011 and one of the Company’s Ultimate Controlling Shareholders
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“Ultimate Controlling Shareholders”	EGG, P&H Holdings, Right Wealth, Mr. Ren Jinsheng, Mr. Ren Yong, Ms. Li Shimeng, Mr. Ren Weidong, Ms. Ren Zhen and Ms. Peng Suqin
“%”	per cent

*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.*

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LETTER FROM THE BOARD

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**Sincere Pharmaceutical Group Limited**

**先聲藥業集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2096)**

*Executive Directors:*

Mr. REN Jinsheng (*Chairman*)

Mr. WAN Yushan

Mr. TANG Renhong

*Non-executive Director:*

Mr. ZHAO John Huan

*Independent non-executive Directors:*

Mr. SONG Ruilin

Mr. WANG Jianguo

Mr. WANG Xinhua

*Registered office:*

43/F, AIA Tower

183 Electric Road

North Point

Hong Kong

*Headquarters in the PRC:*

No. 699-18, Xuanwu Road

Xuanwu District, Nanjing

Jiangsu

PRC

May 26, 2021

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE  
AND TO REPURCHASE SHARES;  
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) re-election of the retiring Directors; (iii) proposed declaration and payment of the Final Dividend for the year ended December 31, 2020; and (iv) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the AGM is set out on pages 19 to 24 of this circular.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Pursuant to the written resolutions of the then Shareholders passed on October 8, 2020, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue immediately following the completion of the global offering (but excluding any Shares which may be issued pursuant to the exercise of the over-allotment option); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares in issue immediately following the completion of the global offering (but excluding any Shares which may be issued pursuant to the exercise of the over-allotment option); and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares with a total number of Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable law, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 2,608,641,618 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorised to issue up to 521,728,323 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 2,608,641,618 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 260,864,161 Shares. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable law, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

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## LETTER FROM THE BOARD

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- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

### **3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of seven Directors, namely Mr. REN Jinshen, Mr. WAN Yushan and Mr. TANG Renhong as executive Directors, Mr. ZHAO John Huan as the non-executive Director and Mr. SONG Ruilin, Mr. WANG Jianguo and Mr. WANG Xinhua as independent non-executive Directors.

In accordance with Article 111 of the Articles, Mr. REN Jinshen, Mr. WAN Yushan and Mr. TANG Renhong will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The biographical details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND**

At the meeting of the Board held on March 25, 2021, the Board recommended the payment of a final dividend of RMB0.15 per Share for the year ended December 31, 2020. The Final Dividend is denominated and declared in RMB and payable in HK dollars to Shareholders. The actual amount declared in HK dollars is converted based on the average central parity rate of Renminbi against HK dollars as promulgated by the People's Bank of China for the five business days preceding the date of the AGM.

As at the Latest Practicable Date, there were a total of 2,608,641,618 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to RMB391,296,242.70.

Subject to the approval of this proposal at the AGM, the Final Dividend will be payable to the Shareholders whose names appear on the Register of Members as at the close of business on Tuesday, July 6, 2021. The Final Dividend is expected to be distributed to the Shareholders on or before Friday, July 16, 2021.



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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, June 22, 2021 to Friday, June 25, 2021 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, June 25, 2021. The record date will be Friday, June 25, 2021. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Monday, June 21, 2021.

The Register of Members will be closed from Friday, July 2, 2021 to Tuesday, July 6, 2021 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2020. The record date will be Tuesday, July 6, 2021. In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Wednesday, June 30, 2021.

### 6. ANNUAL GENERAL MEETING

Set out on pages 19 to 24 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue shares and to repurchase shares; (ii) the re-election of the retiring Directors; and (iii) declaration and payment of the Final Dividend for the year ended December 31, 2020.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 23, 2021) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his/her/its proxy form will be deemed to have been revoked.

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from the risk of infection:

- (i) Compulsory body temperature check will be conducted, and any person with a body temperature of over 37.0 degree Celsius will be denied entry into the venue;
- (ii) Every Shareholder or authorized representative must wear a surgical mask throughout the AGM;
- (iii) No refreshment will be served; and
- (iv) The Company will maintain appropriate distance and space in the venue.

The Company recommends Shareholders, who intend to attend the AGM, to submit the proxy form for voting instead of attending the AGM in person. The proxy form has been dispatched to Shareholders and is available to download on the Company's website (<http://www.simcere.com>) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.simcere.com](http://www.simcere.com)) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 7. RECOMMENDATION

The Directors consider that (i) the granting of the General Mandate and the Repurchase Mandate to the Directors to issue and to repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) the declaration and payment of the Final Dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

### 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.

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## LETTER FROM THE BOARD

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### 9. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### 10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board  
**Sincere Pharmaceutical Group Limited**  
**Mr. Ren Jinsheng**  
*Chairman and Chief Executive Officer*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 2,608,641,618 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 260,864,161 Shares, representing 10% of the total issued Shares as at the date of the passing of the relevant resolution at the AGM.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to receive the general authority from the Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will be in the interest of the Company and the Shareholders. Such repurchases may, depending on market conditions, funding arrangements and other circumstances at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

As compared with the financial position of the Company as at December 31, 2020 (as disclosed in its latest audited financial statements for the year ended December 31, 2020), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

## **3. FUNDING OF REPURCHASE**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of Hong Kong.

Any payment for the repurchase of Shares will be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase or out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company.

**4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and applicable laws of Hong Kong.

**6. EFFECT OF TAKEOVERS CODE**

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, the Ultimate Controlling Shareholders, namely EGG, P&H Holdings, Right Wealth, Mr. Ren Jinsheng, Mr. Ren Yong, Ms. Li Shimeng, Mr. Ren Weidong, Ms. Ren Zhen and Ms. Peng Suqin, directly and indirectly through Simcere Pharmaceutical Holding Limited, Artking Global Limited, Fortune Fountain Investment Limited, Simcere Holding Limited and Simcere Investments Group, collectively held 2,035,922,965 Shares, representing approximately 78.04% of the total number of Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Repurchase Mandate which is proposed to be granted, the interest of the Ultimate Controlling Shareholders would be increased to approximately 86.72% of the then total number of Shares in issue. The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Code if the Repurchase Mandate was to be exercised in full.

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## APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of buy-back, any repurchase of Shares which results in the number of Shares held by the public being reduced to less than prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the minimum percentage permitted by the Stock Exchange.

### 7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

### 8. SHARE PRICES

During each of the period from October 27, 2020 (being the date of listing of the Shares on the Stock Exchange) to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
October	11.68	10.10
November	10.80	7.65
December	9.15	7.74
<b>2021</b>		
January	9.48	8.34
February	8.84	8.01
March	8.68	7.67
April	8.78	7.89
May (up to the Latest Practicable Date)	8.24	7.66

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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*The biographical details of the Directors proposed to be re-elected at the AGM are set out below:*

### EXECUTIVE DIRECTORS

#### (1) Mr. REN Jinsheng (任晉生)

##### *Position and Experience*

**Mr. REN Jinsheng (任晉生)**, aged 58, is the founder, an executive Director, the chairman of the Board and the chief executive officer of the Company. He is primarily responsible for the overall corporate and business strategies, business operation and making significant business and operational decisions of the Group.

With more than 30 years of industry experience, Mr. Ren has gained in-depth understanding of the pharmaceutical industry and acquired rich management experience. At the very beginning of the Group's operations, Mr. Ren became the general manager of Jiangsu Simcere Pharmaceutical Co., Ltd. (江蘇先聲藥業有限公司) at the time of its establishment in March 1995, and has subsequently been the chairman of the board and the chief executive officer of the Group. On November 19, 2019, Mr. Ren was officially appointed as the chairman of the Board, an executive Director and the chief executive officer of the Company. Mr. Ren also has been the chairman of the board of various subsidiaries within the Group, including but not limited to Jiangsu Simcere Pharmaceutical Co., Ltd. (江蘇先聲藥業有限公司) since April 2004, Hainan Simcere Pharmaceutical Co., Ltd. (海南先聲藥業有限公司) since April 2001, Simcere Pharmaceutical Co., Ltd. (先聲藥業有限公司) since February 2003 and Shandong Simcere Biopharmaceutical Co., Ltd. (山東先聲生物製藥有限公司) since July 2009. Prior to the foundation of the Group, Mr. Ren served as the manager of the new special drugs business department of Jiangsu Pharmaceutical Industry Co., Ltd. (江蘇省醫藥工業有限公司) from November 1992 to March 1995. Prior to that, Mr. Ren worked at Qidong Pharmaceutical Factory (啟東製藥廠), now known as Gaitianli Pharmaceutical Holding Group Pharmaceutical Co., Ltd. (蓋天力醫藥控股集團製藥股份有限公司) from February 1982 to November 1992. In addition, Mr. Ren is currently the president of the China Pharmaceutical Innovation Promotion Association (中國醫藥創新促進會) for the year from 2020 to 2021.

Mr. Ren graduated with a college diploma in traditional Chinese pharmacology from Nanjing University of Chinese Medicine (南京中醫藥大學) (formerly known as Nanjing College of Chinese Medicine (南京中醫學院)) in January 1982. He also graduated with a master's degree in business administration from Nanjing Normal University (南京師範大學) in December 1996. Mr. Ren was certified as a researcher (natural science series) and a senior economist by Jiangsu Human Resources and Social Security Department (江蘇省人力資源與社會保障廳) in January 2020 and November 2010, respectively.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Over the years, Mr. Ren has received many awards and accolades acknowledging his contributions and accomplishments in the pharmaceutical industry, examples of which are set out below:

<b>Honor/Award</b>	<b>Awarding Body</b>	<b>Timing of granting the award</b>
Top 10 leaders in China's pharmaceutical industry (中國醫藥行業十大領軍人物)	National Federation of Industry and Commerce Pharmaceutical Merchants Association (全國工商業聯合會醫藥商協會)	May 2016
First prize of the Science and Technology Award of Hainan Province (海南省科學技術一等獎)	The People's Government of Hainan Province (海南省人民政府)	December 2014; January 2005
Special Government Allowances (政府特殊津貼)	State Council (國務院)	March 2011
Jiangsu Innovation and Entrepreneurship Talent Award (江蘇創新創業人才獎)	Jiangsu Committee of the Communist Party of China (中共江蘇省委); The People's Government of Jiangsu Province (江蘇省人民政府)	June 2010
National Labor Medal (全國五一勞動獎章)	All-China Federation of Trade Unions (中華全國總工會)	April 2007
Second prize of National Science and Technology Progress Award (國家科學技術進步二等獎)	State Council (國務院)	November 2005

Save as disclosed above, Mr. Ren (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within our Group.

### *Length of service*

Mr. Ren has entered into a service contract with the Company on October 8, 2020. The service contract is for an initial term of three years commencing from the Listing Date. The service contract may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.



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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Relationships*

Mr. Ren Yong, son of Mr. Ren and spouse of Ms. Li Shimeng, is the settlor of the P&H Family Trust, which holds the entire equity interest in P&H Holdings. Mr. Ren Yong, Ms. Li Shimeng and P&H Holdings are our Ultimate Controlling Shareholders and are deemed to be interested in the Shares collectively held by our Ultimate Controlling Shareholders.

Mr. Ren Weidong is the brother of Mr. Ren and holds the entire equity interest in Right Wealth. Mr. Ren Weidong and Right Wealth are our Ultimate Controlling Shareholders and are deemed to be interested in the Shares collectively held by our Ultimate Controlling Shareholders.

Ms. Ren Zhen is the sister of Mr. Ren. She is one of our Ultimate Controlling Shareholders and is deemed to be interested in the Shares collectively held by our Ultimate Controlling Shareholders.

Save as disclosed above, Mr. Ren does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Ren was interested and deemed to be interested in 2,035,922,965 Shares pursuant to Part XV of the SFO.

### *Director's emoluments*

Mr. Ren is entitled to receive emoluments of RMB1,800,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

Mr. Ren has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### (2)    Mr. WAN Yushan (萬玉山)

#### *Position and Experience*

**Mr. WAN Yushan (萬玉山)**, aged 50, is an executive Director and the chief financial officer of the Company. He is primarily responsible for the financial and legal management and formulating financial strategies of the Group.

Mr. Wan has 20 years of experience with the Group where he has accumulated knowledge and skills required in the financial management of the Group. Mr. Wan joined the Group in May 2000 and has assumed various positions successively since then, including the financial controller, general manager of financial department, vice president and chief financial officer. On November 19, 2019, Mr. Wan was officially appointed as an executive Director and the chief financial officer of the Company. He has also been the director of several subsidiaries of the Company including, among others, Hainan Sincere Pharmaceutical Co., Ltd. (海南先聲藥業有限公司) since July 2011, Shandong Sincere Biopharmaceutical Co., Ltd. (山東先聲生物製藥有限公司) since August 2017 and Sincere Pharmaceutical Co., Ltd. (先聲藥業有限公司) since July 2017.

Mr. Wan graduated with a bachelor's degree in biochemistry from Nanjing University (南京大學) in June 1992. He also graduated with a master's degree in management (majoring in accounting) from Nanjing University in June 1999. Mr. Wan was admitted as a non-practicing member of JiangSu Institute Certified Public Accountants (江蘇省註冊會計師協會) in November 2009.

Save as disclosed above, Mr. Wan (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within our Group.

#### *Length of service*

Mr. Wan has entered into a service contract with the Company on October 8, 2020. The service contract is for an initial term of three years commencing from the Listing Date. The service contract may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.

#### *Relationships*

Mr. Wan does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

#### *Interests in Shares*

As at the Latest Practicable Date, Mr. Wan does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Director's emoluments*

Mr. Wan is entitled to receive emoluments of RMB1,700,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

Mr. Wan has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **(3) Mr. TANG Renhong (唐任宏)**

#### *Position and Experience*

**Mr. TANG Renhong (唐任宏)**, aged 41, is an executive Director and the executive vice president of the Company. He is primarily responsible for the overall management of Shanghai R&D Center and management of the pre-clinical R&D of innovative pharmaceuticals of the Group.

Mr. Tang has nearly 12 years of experience in pharmaceutical research and development and management of pharmaceutical companies. Mr. Tang joined the Group acting as the vice president in May 2019. He was officially appointed as an executive Director and the vice president of the Company on November 19, 2019 and further appointed as the senior vice president and the executive vice president of the Company on June 1, 2020 and March 31, 2021, respectively. Prior to that, he served as the vice general manager of Shanghai Shengdi Pharmaceutical Co., Ltd. (上海盛迪醫藥有限公司) from September 2017 to May 2019. From September 2013 to August 2017, Mr. Tang worked as the associate director of China Innovation Center of AstraZeneca Investment (China) Co., Ltd. (阿斯利康投資(中國)有限公司). Before that, he worked at the Novo Nordisk Research Centre China (諾和諾德中國研究發展中心) from June 2009 to September 2013 with the last position there being the head of department. At the beginning of his career, he was a postdoctoral researcher at the University of California, San Francisco from April 2007 to May 2009.

Mr. Tang graduated with a bachelor's degree in biotechnology from Shanghai Jiao Tong University (上海交通大學) in July 2002. He also obtained a Ph.D. in molecular cell biology from Nanyang Technological University in April 2007.

Save as disclosed above, Mr. Tang (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within our Group.

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## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Length of service*

Mr. Tang has entered into a service contract with the Company on October 8, 2020. The service contract is for an initial term of three years commencing from the Listing Date. The service contract may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.

### *Relationships*

Mr. Tang does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

### *Interests in Shares*

As at the Latest Practicable Date, Mr. Wan does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

### *Director's emoluments*

Mr. Tang is entitled to receive emoluments of RMB3,300,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

Mr. Tang has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Sincere Pharmaceutical Group Limited

### 先聲藥業集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2096)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Sincere Pharmaceutical Group Limited (the “Company”) will be held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Friday, June 25, 2021 at 9:00 a.m. for the following purposes:

#### **As Ordinary Business**

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended December 31, 2020.
2.
  - (a) To declare a final dividend of RMB0.15 per share of the Company (the “**Final Dividend**”) for the year ended December 31, 2020.
  - (b) Any Director be and is hereby authorised 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 Final Dividend.
3.
  - (a) To re-elect the following retiring Directors:
    - i. Mr. REN Jinsheng as an executive Director;
    - ii. Mr. WAN Yushan as an executive Director; and
    - iii. Mr. TANG Renhong as an executive Director.
  - (b) To authorise the board of the Directors to fix the remuneration of the Directors.
4. To re-appoint KPMG as the Auditors and authorise the board of the Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business

5. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

**“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares 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;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors 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;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) 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 (iv) 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% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest 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 law or the articles of association of the Company to be held; and
- (iii) 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

**“Rights Issue”** means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors 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).”

6. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

**“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter

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## NOTICE OF ANNUAL GENERAL MEETING

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defined) to procure the Company to repurchase its shares at a price determined by the Directors;

- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest 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 law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- 7. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

**“That** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By order of the Board  
**Sincere Pharmaceutical Group Limited**  
**Mr. Ren Jinsheng**  
*Chairman and Chief Executive Officer*

Hong Kong, May 26, 2021



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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office*  
43/F, AIA Tower  
183 Electric Road  
North Point  
Hong Kong

*Headquarters in the PRC*  
No. 699-18, Xuanwu Road  
Xuanwu District, Nanjing  
Jiangsu  
PRC

*Notes:*

1. The resolution at the AGM (except those related to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.simcere.com](http://www.simcere.com)) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, 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 thereof) not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 23, 2021) before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, June 22, 2021 to Friday, June 25, 2021 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, June 25, 2021. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Monday, June 21, 2021.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2020, the register of members of the Company will be closed from Friday, July 2, 2021 to Tuesday, July 6, 2021 (both days inclusive). In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Wednesday, June 30, 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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9. In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from the risk of infection:
- (i) Compulsory body temperature check will be conducted, and any person with a body temperature of over 37.0 degree Celsius will be denied entry into the venue;
  - (ii) Every Shareholder or authorized representative must wear a surgical mask throughout the AGM;
  - (iii) No refreshment will be served; and
  - (iv) The Company will maintain appropriate distance and space in the venue.

The Company recommends Shareholders, who intend to attend the AGM, to submit the proxy form for voting instead of attending the AGM in person. The proxy form has been dispatched to Shareholders and is available to download on the Company's website (<http://www.simcere.com>) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

10. References to time and dates of this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. REN Jinsheng as the Chairman and executive Director, Mr. WAN Yushan and Mr. TANG Renhong as the executive Directors; Mr. ZHAO John Huan as the non-executive Director; and Mr. SONG Ruilin, Mr. WANG Jianguo and Mr. WANG Xinhua as the independent non-executive Directors.*