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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Sincere Pharmaceutical Group Limited (the “**Company**”) will be held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Monday, November 1, 2021 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. “**That** the proposed grant of 2,025,000 restricted share units (“**RSUs**”) to Mr. Wan Yushan pursuant to the restricted share unit scheme of the Company adopted by the Board on May 20, 2021 (“**2021 RSU Scheme**”) is hereby approved and confirmed.”
2. “**That** the proposed grant of 3,000,000 RSUs to Mr. Tang Renhong pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
3. “**That** the proposed grant of 411,000 RSUs to Mr. Shi Ruiwen pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
4. “**That** the proposed grant of 615,000 RSUs to Mr. Cheng Xianghua pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
5. “**That** the proposed grant of 615,000 RSUs to Mr. Lu Jianxue pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
6. “**That** the proposed grant of 492,000 RSUs to Ms. Wang Xi pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
7. “**That** the proposed grant of 492,000 RSUs to Mr. Wang Feng pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
8. “**That** the proposed grant of 306,000 RSUs to Ms. Ma Yan pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”

9. “**That** the proposed grant of 165,000 RSUs to Ms. Chen Yanqiong pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
10. “**That** the proposed grant of 129,000 RSUs to Mr. Yu Qingzhu pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
11. “**That** the proposed grant of 63,000 RSUs to Ms. Chen Qianjie pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
12. “**That** the proposed grant of 96,000 RSUs to Ms. Cong Yuehua pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
13. “**That** the proposed grant of 225,000 RSUs to Mr. Peng Shaoping pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
14. “**That** the proposed grant of 78,000 RSUs to Mr. Zhang Rong pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
15. To authorize any one or more of the Directors to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the grant of RSUs and the transactions contemplated thereunder, including but not limited to the allotment and issue of the shares of the Company pursuant to the 2021 RSU Scheme.

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

Hong Kong, October 12, 2021

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 resolutions at the EGM (except those related to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM 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) and the Company (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 (excluding any part of a day that is a public holiday in Hong Kong, i.e. 9:00 a.m. on Friday, October 29, 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 EGM, the register of members of the Company will be closed from Wednesday, October 27, 2021 to Monday, November 1, 2021 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the EGM scheduled to be held on Monday, November 1, 2021. In order to be eligible to attend and vote at the EGM, 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 Tuesday, October 26, 2021.
- (8) In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the EGM 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 EGM;
 - (iii) No refreshment will be served; and
 - (iv) The Company will maintain appropriate distance and space in the venue.

The Company strongly recommends Shareholders, who intend to attend the EGM, to submit the proxy form for voting instead of attending the EGM 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).

- (9) 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.