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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 Simcere 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 and by way of live webcast on Friday, June 24, 2022 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 22, 2022) 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 ([www.sincere.com](http://www.sincere.com)) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

June 2, 2022

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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 and by way of live webcast on Friday, June 24, 2022 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
“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 30, 2022, 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
“SIG”	Sincere Investments Group Limited, formerly known as 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
“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”	SIG, 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.*



**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

*Registered office:*

43/F, AIA Tower

183 Electric Road

North Point

Hong Kong

*Non-executive Director:*

Mr. ZHAO John Huan

*Headquarters in the PRC:*

No. 699-18, Xuanwu Road

Xuanwu District, Nanjing

Jiangsu

PRC

*Independent non-executive Directors:*

Mr. SONG Ruilin

Mr. WANG Jianguo

Mr. WANG Xinhua

June 2, 2022

*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, 2021; 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

At the annual general meeting held on June 25, 2021, 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 as at June 25, 2021; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares in issue as at June 25, 2021; 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 2,646,907,618 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 529,381,523 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 2,646,907,618 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 264,690,761 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
- (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.

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## LETTER FROM THE BOARD

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

The Board currently consists of seven Directors, namely Mr. REN Jinsheng, 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. ZHAO John Huan, Mr. SONG Ruilin and Mr. WANG Jianguo 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.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board considers the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

In recommending each of Mr. SONG Ruilin and Mr. WANG Jianguo to stand for re-election as an independent non-executive Director, the Board has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. SONG Ruilin has extensive experience in the pharmaceutical industry. He has held positions in a number of public companies, including a non-executive director of Luye Pharma Group Ltd. (stock code: 2186.HK) since March 2017, an independent director of Mediwelcome Healthcare Service and Technology Inc. (麥迪衛康健康醫療服務科技有限公司) (stock code: 2659.HK) since December 2020, an independent director of Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (stock code: 1167.HK) since December 2020, an independent director of Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696.HK) since June 2018, an independent director of Shenzhen Chipscreen Biosciences Co., Ltd (深圳微芯生物科技股份有限公司) (stock code: 688321.SH) since August 2018. Mr. Song is currently the executive president of PhIRDA (中國醫藥創新促進會) (formerly named as China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會)). Mr. Song also works as Director of Chinese Pharmaceutical Association (CPA) and a member of the Biotech Advisory Panel of the Stock Exchange among other important social positions. Mr. Song graduated with a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in July 1985. He also graduated with a degree of master of business administration from China Europe International Business School (中歐國際商學院) in November 2004 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University (中國藥科大學) in December 2018.



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## LETTER FROM THE BOARD

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- (b) Mr. WANG Jianguo has almost 30 years of experience in corporate management. Mr. WANG has been an independent non-executive director of Honma Golf Limited (stock code: 6858.HK) since September 2016. Mr. Wang also has been the chairman of the board of Five Star Holdings Group Co., Ltd. (五星控股集團有限公司) the chairman of Kidswant Children Products Co., Ltd (stock code: 301078.SZ) and the chairman of Huitongda Network Co., Ltd. (stock code: 9878.HK), since February 2009. Mr. Wang is currently the vice chairman of Jiangsu General Chamber of Commerce (江蘇省總商會). Mr. WANG Jianguo graduated from the Australian National University, in July 2004 with a degree of executive master of business administration. He also completed the program of Ph.D. in Business Administration in Global Finance from Arizona State University, U.S.A. in May 2018.

The Board considered that, in view of their diverse and different educational backgrounds and professional knowledge and experience as mentioned above and as set out in Appendix II to this circular, Mr. SONG Ruilin and Mr. WANG Jianguo will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and their appointments will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

Mr. SONG Ruilin and Mr. WANG Jianguo have provided their annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Board had reviewed the independence of Mr. SONG Ruilin and Mr. WANG Jianguo. The Board is of the view that Mr. SONG Ruilin and Mr. WANG Jianguo meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent for re-election.

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

At the meeting of the Board held on March 24, 2022, the Board recommended the payment of a final dividend of RMB0.15 per Share for the year ended December 31, 2021. 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 2,646,907,618 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 RMB397,036,142.70.

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 5, 2022. The Final Dividend is expected to be distributed to the Shareholders on or before Friday, July 15, 2022.

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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 21, 2022 to Friday, June 24, 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, June 24, 2022. The record date will be Friday, June 24, 2022. 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 20, 2022.

The Register of Members will be closed from Thursday, June 30, 2022 to Tuesday, July 5, 2022 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2021. The record date will be Tuesday, July 5, 2022. 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 29, 2022.

### 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, 2021.

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 22, 2022) 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 and votes 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.

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.

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## LETTER FROM THE BOARD

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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 ([www.simcere.com](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)(5A) of the Listing Rules.

### 7. SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

In light of the recent developments of the COVID-19 pandemic, Shareholders are strongly recommended to submit the form of proxy for voting instead of attending the AGM in person. The form of proxy has been dispatched to Shareholders and is available to download on the Company's website ([www.simcere.com](http://www.simcere.com)) or HKExnews' website ([www.hkexnews.hk](http://www.hkexnews.hk)). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. The Board hereby announces that Shareholders who choose not to attend the AGM in person may access the AGM through a live webcast (the “**Webcast**”). The Webcast link can be accessed by computers, mobile phones or any browser-enabled electronic or communication devices. Shareholders will be able to access the Webcast at the start of the AGM until its conclusion.

Shareholders who wishes to access the AGM by Webcast or submit questions in relation to any resolution set out in the Notice of AGM must send a) Full name; b) Registered Address; c) Number of Shares held; d) Contact Telephone Numbers; and e) Email Address together with the questions, if any, to this email address: [ir@simcere.com](mailto:ir@simcere.com) not later than 72 hours before the appointed time and date of the AGM. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders' records. Shareholders having completed registration and identity verification will receive an email confirmation on or before June 22, 2022, which contains the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

No remote voting system will be provided for the AGM. For the avoidance of doubt, Shareholders' presence through live webcast will not be counted as quorum or attendance of the AGM, and will not revoke any Proxy Form previously delivered to the Company by the same Shareholder. Shareholders may, however, view and listen to the AGM through the Webcast.

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## LETTER FROM THE BOARD

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The Company is closely monitoring the impact of COVID-19 pandemic. Should any changes be made to the AGM arrangements, the Company will publish further announcement(s) to notify the Shareholders.

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)).

### 8. 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.

### 9. 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.

### 10. GENERAL

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

### 11. 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 2,646,907,618 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 264,690,761 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, 2021 (as disclosed in its latest audited financial statements for the year ended December 31, 2021), 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 SIG, 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 Excel Investments Group Limited, collectively held 2,039,800,965 Shares, representing approximately 77.06% 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 85.63% 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.

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 six months immediately preceding the Latest Practicable Date.

**8.    SHARE PRICES**

During each of the previous twelve months 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>2021</b>		
May	11.62	7.66
June	14.08	10.40
July	14.98	8.70
August	9.94	7.27
September	8.13	6.68
October	8.45	6.45
November	10.50	7.56
December	9.95	8.41
<b>2022</b>		
January	12.02	7.31
February	9.73	7.51
March	11.60	8.04
April	10.76	7.53
May (up to the Latest Practicable Date)	10.68	7.42

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

**NON- EXECUTIVE DIRECTOR**

**Mr. ZHAO John Huan (趙令歡)**

***Position and Experience***

**Mr. ZHAO John Huan (趙令歡)**, aged 59, joined the Group in November 2019, is a non-executive Director of the Company. He is primarily responsible for providing strategic advice on corporate operation and development of the Group.

Mr. Zhao is currently the chairman of Hony Capital and has gained rich knowledge of corporate management with senior management positions at a number of public companies including as a non-executive director of Legend Holdings Corporation (stock code: 3396.HK) since January 2020, a non-executive director of China Glass Holdings Limited (stock code: 3300.HK) since January 2005, a non-executive director of Lenovo Group Limited (stock code: 992.HK) since November 2011, a non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (中聯重科股份有限公司) (stock code: 1157.HK, 000157.SZ) since June 2015, a non-executive director of Shanghai Jin Jiang International Hotels Co., Ltd. (上海錦江國際酒店股份有限公司) (stock code: 600754.SH) since September 2015, an executive director and the chairman of the board of Best Food Holding Company Limited (stock code: 1488.HK) since August 2016, a non-executive director of ENN Ecological Holdings Co., Ltd. (新奧生態控股股份有限公司) (stock code: 600803.SH) since December 2017, an executive director and the chairman of the board of Goldstream Investment Limited (stock code: 1328.HK) since December 2018, and a non-executive director of Eros STX Global Corporation (stock code: ESGC.NYSE) since July 2020.

Mr. Zhao graduated with a bachelor's degree in physics from Nanjing University in July 1984. He also obtained dual master's degrees of electronic engineering and physics from Northern Illinois University in the United States in May 1990 and December 1990, respectively, and a master of business administration degree from the J.L. Kellogg Graduate School of Management at Northwestern University in the United States in June 1996.

Save as disclosed above, Mr. Zhao (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. Zhao has entered into a letter of appointment with the Company on October 8, 2020. The letter of appointment is for an initial term of three years commencing from the Listing Date. The letter of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.

***Relationships***

Mr. Zhao 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. Zhao was interested and deemed to be interested in 75,905,613 Shares pursuant to Part XV of the SFO.

***Director's emoluments***

Mr. Zhao is not entitled to receive any emoluments from the Company.

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

Mr. Zhao 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.

**INDEPENDENT NON- EXECUTIVE DIRECTORS****Mr. SONG Ruilin (宋瑞霖)*****Position and Experience***

**Mr. SONG Ruilin (宋瑞霖)**, aged 59, is an independent non-executive Director of the Company. He is primarily responsible for supervising and providing independent advice on the operation and management of the Group.

Mr. Song has extensive experience in the pharmaceutical industry. Mr. Song joined the Group in November 2019. He has held positions in a number of public companies, including a non-executive director of Luye Pharma Group Ltd. (stock code: 2186.HK) since March 2017, an independent director of Mediwelcome Healthcare Service and Technology Inc. (麥迪衛康健康醫療服務科技有限公司) (stock code: 2659.HK) since December 2020, an independent director of Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (stock code: 1167.HK) since December 2020, an independent director of Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696.HK) since June 2018, an independent director of Shenzhen Chipscreen Biosciences Co., Ltd (深圳微芯生物科技股份有限公司) (stock code: 688321.SH) since August 2018, an independent director of Boya Biopharmaceutical Group Co., Ltd. (博雅生物製藥集團股份有限公司) (stock code: 300294.SZ) from March 2017 to March 2021, an independent director of Tibet Aim Pharm. Inc. (西藏易明西雅醫藥科技股份有限公司) (stock code: 002826.SZ) from August 2015 to August 2021, an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd. (山西振東製藥股份有限公司) (stock code: 300158.SZ) from June 2015 to June 2021, an independent director of Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) (stock code: 300181.SZ) from July 2009 to January 2014 and an independent director of Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (stock code: 600998.SH) from November 2008 to November 2014.

Mr. Song is currently the executive president of PhIRDA (中國醫藥創新促進會) (formerly named as China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會)). Mr. Song also hold several important social positions including specially-invited expert of the Talent Pool Participating in and Discussing State Affairs of the CPPCC, consultant of Participating in and Discussing State Affairs of the Chinese Peasants and Workers Democratic Party, a member of the Biotech Advisory Panel of the Stock Exchange, vice chairman of China Alliance Rare Diseases, a honorary council member of the Chinese Medicine Society, council member of Chinese Pharmacist Association, a council member of the Bethune Charitable Foundation, a visiting researcher of Shanghai Jiaotong University. Since 2007, Mr. Song has been dedicated to the research of China's pharmaceutical policies, especially the policies for pharmaceutical innovation. Prior to that, he worked in the Legislative Affairs Office of the State Council of China, mainly engaged in the legislative review and research of health and medicine for a number of years.

Mr. Song graduated with a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in July 1985. He also graduated with a degree of master of business administration from China Europe International Business School (中歐國際商學院) in November 2004 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University (中國藥科大學) in December 2018.

Save as disclosed above, Mr. Song (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. Song has entered into a letter of appointment with the Company on October 8, 2020. The letter of appointment is for an initial term of three years commencing from the Listing Date. The letter of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.

***Relationships***

Mr. Song 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. Song 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. Song is entitled to receive emoluments of RMB360,000 per annum as determined by the Board according to the letter of appointment 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. Song 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.

**Mr. WANG Jianguo (汪建國)*****Position and Experience***

**Mr. WANG Jianguo (汪建國)**, aged 61, is an independent non-executive Director of the Company. He is primarily responsible for supervising and providing independent advice on the operation and management of the Group.

Mr. Wang has over 30 years of experience in corporate management. He joined the Group in November 2019, and meanwhile, he has been an independent non-executive director of Honma Golf Limited (stock code: 6858.HK) since September 2016. Mr. Wang also has been the chairman of the board of Five Star Holdings Group Co., Ltd. (五星控股集團有限公司), the chairman of Kidswant Children Products Co., Ltd (stock code: 301078.SZ) and the chairman of Huitongda Network Co., Ltd. (stock code: 9878.HK) since February 2009. Before that, Mr. Wang was the vice president of the Asia-Pacific Region for Best Buy Co., Inc. (stock code: BBY.NY), an American multinational consumer electronics corporation. He founded Jiangsu Five Star Appliance Co., Ltd. (江蘇五星電器有限公司) in 1998 and was its president and the chairman of the board until February 2009. From 1992 to 1998, Mr. Wang held various positions at Jiangsu Wujiaohua Corporation (江蘇五交化總公司) with his last position there being the general manager.

Mr. Wang is currently the vice chairman of Jiangsu General Chamber of Commerce (江蘇省總商會) and was awarded the Service Industry Professional Special Contribution Award (服務業專業人才特別貢獻獎) by Jiangsu Provincial People's Government in October 2014. Mr. Wang was granted the Outstanding Achievement Award (傑出成就獎) by the China Chain Store & Franchise Association (中國連鎖經營協會) in November 2012. He was elected as the Model Worker of the National Business System (全國商務系統勞動模範) by the Ministry of Personnel and the Ministry of Commerce of the PRC in 2007.

Mr. Wang graduated from the Australian National University, in July 2004 with a degree of executive master of business administration. He also completed the program of Ph.D. in Business Administration in Global Finance from Arizona State University, U.S.A. in May 2018.

Save as disclosed above, Mr. Wang (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. Wang has entered into a letter of appointment with the Company on October 8, 2020. The letter of appointment is for an initial term of three years commencing from the Listing Date. The letter of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.

***Relationships***

Mr. Wang 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. Wang 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. Wang is entitled to receive emoluments of RMB360,000 per annum as determined by the Board according to the letter of appointment 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. Wang 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 and by way of live webcast on Friday, June 24, 2022 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, 2021.
2.
  - (a) To declare a final dividend of RMB0.15 per share of the Company (the “**Final Dividend**”) for the year ended December 31, 2021.
  - (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. ZHAO John Huan as a non-executive Director;
    - ii. Mr. SONG Ruilin as an independent non-executive Director; and
    - iii. Mr. WANG Jianguo as an independent non-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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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, June 2, 2022



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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 22, 2022) 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 21, 2022 to Friday, June 24, 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, June 24, 2022. 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 20, 2022.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2021, the register of members of the Company will be closed from Thursday, June 30, 2022 to Tuesday, July 5, 2022 (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 29, 2022.

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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 ([www.simcere.com](http://www.simcere.com)) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

In light of the recent developments of the COVID-19 pandemic, Shareholders are strongly recommended to submit the form of proxy for voting instead of attending the AGM in person. The form of proxy has been dispatched to Shareholders and is available to download on the Company's website ([www.simcere.com](http://www.simcere.com)) or HKExnews' website ([www.hkexnews.hk](http://www.hkexnews.hk)). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. The Board hereby announces that Shareholders who choose not to attend the AGM in person may access the AGM through a live webcast (the "**Webcast**"). The Webcast link can be accessed by computers, mobile phones or any browser-enabled electronic or communication devices. Shareholders will be able to access the Webcast at the start of the AGM until its conclusion.

Shareholders who wishes to access the AGM by Webcast or submit questions in relation to any resolution set out in the Notice of AGM must send a) Full name; b) Registered Address; c) Number of Shares held; d) Contact Telephone Numbers; and e) Email Address together with the questions, if any, to this email address: [ir@simcere.com](mailto:ir@simcere.com) not later than 72 hours before the appointed time and date of the AGM. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders' records. Shareholders having completed registration and identity verification will receive an email confirmation on or before June 22, 2022, which contains the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

No remote voting system will be provided for the AGM. For the avoidance of doubt, Shareholders' presence through live webcast will not be counted as quorum or attendance of the AGM, and will not revoke any Proxy Form previously delivered to the Company by the same Shareholder. Shareholders may, however, view and listen to the AGM through the Webcast.

The Company is closely monitoring the impact of COVID-19 pandemic. Should any changes be made to the AGM arrangements, the Company will publish further announcement(s) to notify the Shareholders.

11. 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.*