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國藥控股股份有限公司

SINOPHARM GROUP CO. LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)
(Stock Code: 01099)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for the year 2021 (the “**AGM**”) of Sinopharm Group Co. Ltd. (the “**Company**”) will be held at 9:00 a.m. on Thursday, 23 June 2022 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People's Republic of China (the “**PRC**”), for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2021.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2021.
3. To consider and approve the audited financial statements and the auditors' report of the Company and its subsidiaries for the year ended 31 December 2021.
4. To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2021.
5. To consider and authorize the Board to determine the remuneration of the directors of the Company (the “**Directors**”) for the year ending 31 December 2022.

* *The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name “Sinopharm Group Co. Ltd.”.*

6. To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 2022.
7. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting, and the appointment of Ernst & Young as the international auditor of the Company to hold office until the conclusion of the next annual general meeting, and to ratify and confirm their remunerations determined by the audit committee of the Board.
8. To consider and approve the delegation of the power to the Board to approve the guarantees in favor of other entities with an aggregate total value of not more than 30% of the latest audited total assets of the Company over a period of 12 months; and if the above delegation is not consistent with, collides with or conflicts with the requirements under the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or other requirements of the Hong Kong Stock Exchange, the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange should be followed.

SPECIAL RESOLUTIONS

9. To consider and approve the granting of a general mandate to the Board to issue new shares:

“**THAT:**

- (a) subject to sub-paragraphs (i) to (iii) below, the Board be and is hereby granted an unconditional general mandate to separately or concurrently allot, issue and/or deal with ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities (the “**Domestic Shares**”) and/or overseas-listed foreign invested ordinary shares of par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (the “**H Shares**”), and to make or grant offers, agreements or options (including bonds, warrants and securities or debentures convertible into shares), and rights to exchange or convert into shares in respect thereof:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options (including bonds, warrants and securities or debentures convertible into shares), and rights to exchange or convert into shares which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate nominal amount of Domestic Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the aggregate nominal amount of the existing issued Domestic Shares and H Shares as at the date on which this resolution is passed; and
- (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) and the requirements of the relevant PRC regulatory authorities;

(b) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the 12-month period following the passing of this resolution; or
 - (iii) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “Shareholders”) in a general meeting; and
- (c) contingent on the Board’s resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and to reflect the new share capital structure of the Company upon completion of the allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.”

10. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

“THAT:

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the aggregate nominal amount of the H Shares in issue as at the date when this resolution is passed;
- (b) the Board be authorised to (including but not limited to the following):
 - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
 - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and
 - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the Articles of Association as it thinks fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.
- (c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (ii) the date on which the authority conferred to the Board set out in this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.”

11. To consider and approve:

“THAT:

- (a) the Company be and is hereby authorised to register centralizedly and issue debt financing instruments of non-financial enterprises ((the “**Debt Financing Instruments**”) with total amount for registration and issuance being outstanding balance of the principal amount of not more than RMB30 billion;
- (b) the president of the Company be and is hereby authorized to deal with all the matters in relation to the proposed centralized registration and issuance of Debt Financing Instruments in his sole discretion, including but not limited to:

- (i) according to laws, regulations, and the specific conditions of the Company and debt market, formulating, adjusting and implementing the specific plans, terms and conditions for centralized registration and issuance of the Debt Financing Instruments, including, among others, determination of the category(ies) of issue, the size of issue, the method of issue (including the issue amount in each tranche), the terms of issue, interest rate, use of proceeds, guarantee and debt security arrangements;
 - (ii) formulating, approving, executing, modifying and announcing the legal documents relating to the issue, and making the appropriate adjustment or supplement to the filings pursuant to the requirements of the regulatory authorities;
 - (iii) selecting the bond trustee(s), execute bond trustee management agreement(s) and promulgate the rules for bondholders' general meeting;
 - (iv) making corresponding adjustments to the relevant matters or determine whether to continue the issue in accordance with the practical situation in the case of any changes in opinions from regulatory authorities, the policies and market conditions except where re-voting at a general meeting is required by any relevant laws and regulations and the articles of association of the Company;
 - (v) dealing with all relevant matters in relation to the reporting and listing of the Debt Financing Instruments;
 - (vi) determining the engagement of necessary intermediary agencies in relation to the issue of the Debt Financing Instruments; and
 - (vii) dealing with other specific matters in relation to the issue of Debt Financing Instruments;
- (c) The term of validity of this resolution is 36 months from the date of approval at the AGM. If the president of the Company has resolved to issue or partly issue during the valid period of authorization, and the Company has obtained the approval or permission of the issue from the regulatory authorities within the valid period of this resolution, the Company may complete the relevant issue during the valid period of such approval or permission.”

By Order of the Board
Sinopharm Group Co. Ltd.
Yu Qingming
Chairman

Shanghai, the PRC
2 June 2022

As at the date of this notice, the executive directors of the Company are Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Hu Jianwei, Mr. Ma Ping, Mr. Deng Jindong, Mr. Wen Deyong, Mr. Li Dongjiu and Ms. Feng Rongli; and the independent non-executive directors of the Company are Mr. Zhuo Fumin, Mr. Chen Fangruo, Mr. Li Peiyu, Mr. Wu Tak Lung and Mr. Yu Weifeng.

Notes:

1. For the purpose of holding the AGM, the register of members of the Company (the “**Register of Members**”) will be closed from Monday, 20 June 2022 to Thursday, 23 June 2022 (both days inclusive), during which period no transfer of Shares can be registered.

In order to be qualified to attend and vote at the AGM, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 17 June 2022.

The Shareholders whose names appear on the Register of Members on Monday, 20 June 2022 are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2021 of RMB0.75 per share (inclusive of tax) (the “**Final Dividend**”). If the resolution regarding the payment of the Final Dividend is approved by the Shareholders at the AGM, it is expected to be distributed no later than 23 August 2022 to the Shareholders whose names appear on the Register of Members on Monday, 4 July 2022.

For the purpose of the distribution of the Final Dividend, the Register of Members will be closed from Wednesday, 29 June 2022 to Monday, 4 July 2022 (both days inclusive) during which period no transfer of Shares will be registered.

In order to be qualified to receive the Final Dividend, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 28 June 2022.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a

notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.

5. Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. **Reminders in relation to COVID-19 pandemic prevention and control:** in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective shareholders' rights, the Company recommends Shareholders and their proxies intending to attend the AGM to vote by completing and submitting the form of proxy, i.e. to indicate how you wish your votes to be cast in the form of proxy for AGM, and appoint the Chairman of the AGM as your proxy to vote on your behalf at the meeting.

In case the Shareholders or their proxies choose to attend the meeting in person, please comply with the policies and requirements of mainland China regarding the pandemic prevention and control. On the way to, from and at the venue of the AGM, please adopt proper personal preventive measures. Upon arrival at the venue of the AGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

7. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. Contact details of the Board Office of the Company in the PRC are as follows:

Address:	Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, 200023, the PRC
Telephone No.:	(86 21) 2305 2147
Fax No.:	(86 21) 2305 2146