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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 THE H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Sinopharm Group Co. Ltd. (the "**Company**") will be held at 10:00 a.m. (or immediately after the conclusion of the annual general meeting for the year 2021) 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 resolution:

SPECIAL RESOLUTION

1. 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.;

* *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."*

- (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 of the Company as it thought 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 of the Company (the “**Shareholders**”) at a general meeting.”

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. The register of members of the Company 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 H Shareholders' Class Meeting, 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 H Shareholders whose names appear on the register of members of the Company on Monday, 20 June 2022 are entitled to attend and vote at the H Shareholders' Class Meeting.

2. Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting 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 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 not less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting. 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 H Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. H Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the H Shareholders' Class Meeting. If corporate Shareholders appoints authorised representative to attend the H Shareholders' Class Meeting, 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 forms signed by the Shareholders or their attorneys when attending the H Shareholders' Class Meeting.
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 H Shareholders and their proxies intending to attend the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting, and appoint the Chairman of the H Shareholders' Class Meeting as your proxy to vote on your behalf at the meeting.

In case the H 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 H Shareholders' Class Meeting, please adopt proper personal preventive measures. Upon arrival at the venue of the H Shareholders' Class Meeting, 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 H Shareholders' Class Meeting is expected to take for less than half a day. Shareholders attending the H Shareholders' Class Meeting 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