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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Sinopharm Group Co. Ltd. (the “Company”) will be held at 9:00 a.m. on Friday, 23 December 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 appointment of Mr. Wang Kan as a non-executive director, and to authorize the chairman of the board or any executive director to enter into the service contract or such other documents or supplemental agreements or deeds with him. For details of this resolution, please refer to the Appendix I of this notice.
2. To consider and approve the appointment of Mr. Wang Peng as a supervisor, and to authorize the chairman of the board or any executive director to enter into the service contract or such other documents or supplemental agreements or deeds with him. For details of this resolution, please refer to the Appendix II of this notice.

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

Shanghai, the PRC  
8 December 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 EGM, the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday, 20 December 2022 to Friday, 23 December 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 EGM, 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 Monday, 19 December 2022.

The Shareholders whose names appear on the Register of Members on Tuesday, 20 December 2022 are entitled to attend and vote at the EGM.

2. Shareholders who are entitled to attend and vote at the EGM 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 EGM or any adjourned thereof. 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 EGM 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 EGM. If corporate shareholders appoint authorised representative to attend the EGM, 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 EGM.
6. 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 share

Shareholders and their proxies intending to attend the EGM to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the Chairman of the EGM as your proxy to vote on your behalf on site.

In case H share Shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Mainland China regarding the containment of COVID-19 pandemic. On the way to, from and at the venue of the EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration and wearing of masks.

7. The EGM is expected to take for less than half a day. Shareholders attending the EGM 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: 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

- \* *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."*.

## APPENDIX I DETAILS REGARDING RESOLUTION NO. 1

The board of directors (the “**Board**”) of the Company resolved to nominate Mr. Wang Kan as a non-executive Director on 5 December 2022. The above-mentioned proposed appointment is subject to the approval by the shareholders of the Company (the “**Shareholders**”) at the general meeting of the Company. Upon due appointment as a Director, the Company will enter into a service contract with Mr. Wang Kan for a term commencing from the date of his appointment and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Wang Kan will be subject to retirement by rotation and re-election upon the expiry of his term of office. The remuneration of Mr. Wang Kan will be determined by the Board according to the authorization granted at the general meeting of the Company and in accordance with the Company’s remuneration policies regarding the non-executive Directors.

### **Biographical details of Mr. Wang Kan**

Mr. Wang Kan, aged 38, serves as the officer of the investment management department and the deputy officer of policy study office of China National Pharmaceutical Group Co., Ltd. Mr. Wang obtained a master’s degree of science in pharmacognosy from the School of Pharmaceutical Sciences of Peking University Health Science Center in July 2009. Mr. Wang successively worked at the planning development and industrial management department of China National Pharmaceutical Industry Corporation Ltd. and the investment management department and securities department of China National Biotec Group Co., Ltd. respectively from August 2009 to November 2014. Mr. Wang has worked for China National Pharmaceutical Group Co., Ltd. since November 2014 and held positions of the officer assistant and the deputy officer of the investment management department. He has been serving as the officer of the investment management department and the deputy officer of policy study office of China National Pharmaceutical Group Co., Ltd. since August 2021. At present, Mr. Wang also serves as the director of China National Biotec Group Co., Ltd., China Traditional Chinese Medicine Holdings Co. Limited, China National Corp. of Traditional and Herbal Medicine, Chongqing Taiji Industry (Group) Co., Ltd. and Fresenius Kabi Huarui Pharmaceutical Co., Ltd.

Save as disclosed above and as at the date of this notice, Mr. Wang Kan confirmed that (1) he did not have any relationships with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company; (2) he did not hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the past three years; and (3) he did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Wang Kan as a non-executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

## **APPENDIX II DETAILS REGARDING RESOLUTION NO. 2**

The supervisory committee of the Company (the “**Supervisory Committee**”) resolved to nominate Mr. Wang Peng as a supervisor of the Supervisory Committee of the Company on 5 December 2022. In accordance with the Articles of Association, the proposed appointment is subject to the approval by the Shareholders at the general meeting of the Company. Upon due appointment of Mr. Wang Peng as a supervisor, the Company will enter into a service contract with Mr. Wang Peng for a term commencing from the date of his appointment and ending on the expiration of the term of the current session of the Supervisory Committee. Pursuant to the Articles of Association, Mr. Wang Peng will be subject to retirement by rotation and re-election upon the expiry of his term of office. The remuneration of Mr. Wang Peng will be determined by the Supervisory Committee according to authorization granted at the general meeting of the Company and in accordance with the Company’s remuneration policies regarding the shareholder representative supervisors.

### **Biographical details of Mr. Wang Peng**

Mr. Wang Peng, aged 40, serves as the officer of the finance department of China National Pharmaceutical Group Co., Ltd. Mr. Wang is a certified public accountant, an international certified internal auditor and a certified management accountant in the United States. Mr. Wang obtained a master’s degree of economics in international trade from Tianjin University of Finance and Economics in June 2008 and obtained a master’s degree of business administration from Guanghua School of Management in Peking University in June 2022. Mr. Wang worked at Tianjin Branch of Deloitte Touche Tohmatsu Certified Public Accountants LLP, Tianjin Branch of Standard Chartered Bank (China) Limited and Vcanland Holdings Group Company Limited (永泰紅礪控股集團有限公司) respectively from July 2008 to October 2015. He served as the financial manager of Vcanbio Cell & Gene Engineering Co., Ltd. since October 2015 and the financial director of the company from August 2017 to April 2022. Mr. Wang has been serving as the officer of the finance department of China National Pharmaceutical Group Co., Ltd. since May 2022. Mr. Wang has been serving as the director of Shanghai Shyndec Pharmaceutical Co., Ltd. since November 2022.

Save as disclosed above and as at the date of this notice, Mr. Wang Peng confirmed that (1) he did not have any relationships with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (as defined in the Listing Rules) of the Company; (2) he did not hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the past three years; and (3) he did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Wang Peng as a supervisor that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.