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**Sincere Pharmaceutical Group Limited**

**先聲藥業集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2096)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Sincere Pharmaceutical Group Limited (the “**Company**”) will be held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Wednesday, January 18, 2023 at 1:00 p.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

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

1. “**That** the proposed grant of 1,650,000 restricted share units (“**RSUs**”) to Mr. Tang Renhong pursuant to the restricted share unit scheme of the Company adopted by the Board on May 20, 2021 (“**2021 RSU Scheme**”) is hereby approved and confirmed.”
2. “**That** the proposed grant of 850,000 RSUs to Mr. Wan Yushan pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
3. “**That** the proposed grant of 350,000 RSUs to Mr. Cheng Xianghua pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
4. “**That** the proposed grant of 150,000 RSUs to Mr. Wang Feng pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
5. “**That** the proposed grant of 150,000 RSUs to Ms. Cong Yuehua pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
6. “**That** the proposed grant of 100,000 RSUs to Mr. Peng Shaoping pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
7. “**That** the proposed grant of 100,000 RSUs to Mr. Yu Qingzhu pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”

8. “**That** the proposed grant of 100,000 RSUs to Ms. Chen Yanqiong pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
9. “**That** the proposed grant of 100,000 RSUs to Mr. Hou Zhiwei pursuant to the 2021 RSU Scheme is hereby approved and confirmed.”
10. To authorize any one or more of the Directors to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the grant of RSUs and the transactions contemplated thereunder, including but not limited to the allotment and issue of the shares of the Company pursuant to the 2021 RSU Scheme.
11. To elect Ms. Wang Xi as an executive director of the Company.
12. To elect Mr. Sung Ka Woon as an independent non-executive director of the Company.

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

Hong Kong, December 29, 2022

*Registered office*  
43/F, AIA Tower  
183 Electric Road  
North Point  
Hong Kong

*Headquarters in the PRC*  
No. 699-18, Xuanwu Road  
Xuanwu District, Nanjing  
Jiangsu  
PRC

*Notes:*

- (1) The resolutions at the EGM (except those related to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the EGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange ([www.hkexnews.hk](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 (excluding any part of a day that is a public holiday in Hong Kong, i.e. 1:00 p.m. on Monday, January 16, 2023) 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 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.

- (5) 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.
- (6) For the purposes of holding the EGM, the register of members of the Company will be closed from Friday, January 13, 2023 to Wednesday, January 18, 2023 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the EGM scheduled to be held on Wednesday, January 18, 2023. In order to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, January 12, 2023.
- (7) In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the EGM to protect Shareholders from the risk of infection:
- (i) Compulsory body temperature check will be conducted, and any person with a body temperature of over 37.0 degree Celsius will be denied entry into the venue;
  - (ii) Every Shareholder or authorized representative must wear a surgical mask throughout the EGM;
  - (iii) No refreshment will be served; and
  - (iv) The Company will maintain appropriate distance and space in the venue.

The Company strongly recommends Shareholders, who intend to attend the EGM, to submit the proxy form for voting instead of attending the EGM in person. The proxy form has been dispatched to Shareholders and is available to download on the Company's website (<http://www.simcere.com>) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

- (8) 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. TANG Renhong and Mr. WAN Yushan as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo and Mr. WANG Xinhua as the independent non-executive Directors.*