
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular, you should obtain independent professional advice.

If you have sold or transferred all your H shares in Sinopharm Group Co. Ltd., you should at once hand this circular together with the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED CHANGE OF AUDITORS
- (2) PROPOSED DELEGATION OF CERTAIN POWER OF THE GENERAL MEETING TO THE BOARD
- (3) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
- (4) GENERAL MANDATE TO ISSUE NEW SHARES
- (5) GENERAL MANDATE TO REPURCHASE H SHARES
- (6) PROPOSED ISSUE OF THE CORPORATE BONDS
- (7) NOTICE OF AGM
- (8) NOTICE OF H SHAREHOLDERS' CLASS MEETING
- AND
- (9) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

A letter from the Board is set out on pages 3 to 14 of this circular. The notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to be held at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC at 9:00 a.m., 10:00 a.m. (or immediately after the conclusion of the AGM) and 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Thursday, 15 June 2023, respectively, are being dispatched to the Shareholders together with this circular.

Shareholders who intend to appoint a proxy to attend the above meeting(s) shall complete and return the appropriate form of proxy in accordance with the instructions printed thereon. The form of proxy must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the form of proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.

In the case of joint holders of Shares, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the AGM and the Class Meetings either in person or by proxy in respect of such Shares.

For holders of H Shares, please return the proxy form together with any documents of authority to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not later than 24 hours before the respective time appointed for holding the AGM and the H Shareholders' Class Meeting. For holders of Domestic Shares, please return the proxy form together with any documents of authority to the Board Office of the Company in the PRC at Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai as soon as possible, and in any event not later than 24 hours before the respective time appointed for holding the AGM and the Domestic Shareholders' Class Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, the H Shareholders' Class Meeting or the Domestic Shareholders' Class Meeting, or any adjournment thereof should you so wish.

25 May 2023

* 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.".

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“AGM”	the 2022 annual general meeting of the Company to be convened at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC at 9:00 a.m. on Thursday, 15 June 2023
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Class Meetings”	the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting
“Company”	Sinopharm Group Co. Ltd. (國藥控股股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, whose H Shares are listed and traded on the Hong Kong Stock Exchange
“Corporate Bonds”	corporate bonds with a registered amount of RMB15 billion proposed to be issued by the Company
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and fully paid up in RMB by PRC nationals and/or PRC incorporated entities
“Domestic Shareholders’ Class Meeting”	the Domestic Shareholders’ class meeting of the Company to be convened at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC at 10:15 a.m. (or immediately after the conclusion of H Shareholders’ class meeting) on Thursday, 15 June 2023
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are listed and traded on the Hong Kong Stock Exchange

DEFINITIONS

“H Shareholders’ Class Meeting”	the H Shareholders’ class meeting of the Company to be convened at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC at 10:00 a.m. (or immediately after the conclusion of the AGM) on Thursday, 15 June 2023
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue General Mandate”	the general mandate to issue new Shares to be granted to the Board at the AGM
“Latest Practicable Date”	19 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan Region
“Repurchase General Mandate”	a general mandate to be granted to the Board at the AGM and the Class Meetings to repurchase the H Shares in issue
“Repurchase General Mandate Resolution”	the special resolution to be proposed to the Shareholders at the AGM and the Class Meetings in relation to the granting of the Repurchase General Mandate to the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange
“Share(s)”	the share(s) of the Company in the nominal value of RMB1.00 each, including the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company, including H Shareholders and Domestic Shareholders
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yu Qingming
Mr. Liu Yong

Non-executive Directors:

Mr. Chen Qiyu
Mr. Hu Jianwei
Mr. Ma Ping
Mr. Deng Jindong
Mr. Wang Kan
Mr. Wen Deyong
Mr. Li Dongjiu
Ms. Feng Rongli

Independent non-executive Directors:

Mr. Zhuo Fumin
Mr. Chen Fangruo
Mr. Li Peiyu
Mr. Wu Tak Lung
Mr. Yu Weifeng

Registered office in the PRC:

1st Floor, No. 385, East Longhua Road
Huangpu District
Shanghai, 200023
the PRC

Principal place of business in Hong Kong:

Room 1601,
Emperor Group Center,
288 Hennessy Road,
Wanchai, Hong Kong

25 May 2023

To the Shareholders

Dear Sir or Madam,

* *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."*

LETTER FROM THE BOARD

- (1) PROPOSED CHANGE OF AUDITORS
- (2) PROPOSED DELEGATION OF CERTAIN POWER OF THE GENERAL MEETING TO THE BOARD
- (3) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
- (4) GENERAL MANDATE TO ISSUE NEW SHARES
- (5) GENERAL MANDATE TO REPURCHASE H SHARES
- (6) PROPOSED ISSUE OF THE CORPORATE BONDS
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- (9) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

I. INTRODUCTION

References are made to the announcement of the Company dated 27 April 2023, in relation to proposed change of auditors and proposed issue of the Corporate Bonds and the announcement of the Company dated 18 May 2023, in relation to (among others) proposed appointment of independent non-executive Director.

The purpose of this circular is to provide you with detailed information regarding, among others, (i) proposed change of auditors; (ii) proposed delegation of certain power of the general meeting to the Board; (iii) proposed appointment of independent non-executive Director; (iv) general mandate to issue new Shares; (v) general mandate to repurchase H Shares; (vi) Proposed Issue of the Corporate Bonds; and (vii) notices convening the AGM and the Class Meetings to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and the Class Meetings.

II. PROPOSED CHANGE OF AUDITORS

The term of service of Ernst & Young, the current international auditor of the Company, and Ernst & Young Hua Ming LLP, the current domestic auditor of the Company (hereinafter collectively referred to as “**Ernst & Young**”) will expire on the date of AGM. Pursuant to the relevant regulations issued by the Ministry of Finance of the People’s Republic of China and the State-owned Assets Supervision and Administration Commission of the State Council regarding the number of years that an accounting firm may continuously undertake the audit work on financial statements of central state-owned enterprises, the term of service of Ernst & Young has reached the prescribed time limit. Based on the result of the tender, the Company intends to appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the international auditor and the domestic auditor of the Company, respectively, upon the expiration of the term of service of Ernst & Young (the “**Proposed Change of Auditors**”) and will not re-appoint Ernst & Young as the auditor of the Company.

LETTER FROM THE BOARD

The term of service of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP is proposed to commence from the date of the Shareholders' approval at the AGM up to the date of the next annual general meeting. The Proposed Change of Auditors is subject to the approval of the shareholders at the AGM.

In the confirmation letter issued on 27 April 2023, Ernst & Young has confirmed that there are no matters regarding the Proposed Change of Auditors that need to be brought to the attention of the Shareholders of the Company. The Company has confirmed that it is not aware of any matter regarding the Proposed Change of Auditors that should be brought to the attention of the Shareholders of the Company as at the Latest Practicable Date.

Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as an ordinary resolution.

III. PROPOSED DELEGATION OF CERTAIN POWER OF THE GENERAL MEETING TO THE BOARD

In order to further clarify the authority of the Board in respect of the relevant guarantees and facilitate and improve the efficiency of the business operation of the Company and its subsidiaries, the Board proposed to seek the Shareholders' approval for 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 Hong Kong Listing Rules 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.

Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as an ordinary resolution.

IV. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

On 18 May 2023, the Board resolved to nominate Mr. Shi Shenghao ("**Mr. Shi**") as an independent non-executive Director, a member of the audit committee of the Board (the "**Audit Committee**") and a member of the nomination committee of the Board (the "**Nomination Committee**").

The nomination was proposed by the Nomination Committee according to the nomination procedure for Directors of the Company and based on the needs of the Company and submitted to the Board for review after the consideration of the Director candidate's relevant qualification by the Nomination Committee, and then will be submitted by the Board to the AGM for final approval. Mr. Shi has confirmed that he meets the independence guidelines under Rule 3.13 of the Hong Kong Listing Rules. In proposing Mr. Shi as the candidate of the independent non-executive Director, the Board has considered his independence confirmation, skills, background, knowledge and experience. In particular, Mr. Shi possesses extensive experience in the medical and health industry and industry operation and investment. Mr. Shi can provide valuable perspectives and contribute to the diversity of the Board leveraging his education, background, professional experience and practice.

LETTER FROM THE BOARD

In accordance with the Articles of Association, the proposed appointment of Mr. Shi as an independent non-executive Director is subject to the approval by the Shareholders at the AGM. Mr. Shi's position as a member of the Audit Committee and a member of the Nomination Committee will take effect upon the approval of his appointment as an independent non-executive Director by the Shareholders at the AGM. Upon due appointment as a Director, the Company will enter into a service contract with Mr. Shi for a term commencing from the date of his appointment by the AGM and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Shi will be subject to retirement by rotation and re-election upon the expiry of his term of office. The remuneration of Mr. Shi will be RMB350,000 per annum (before tax), which is determined by the Board according to the authorization to be granted by the Shareholders at the AGM and in accordance with the Company's 2023 remuneration standard regarding independent non-executive Directors and shall become effective upon the AGM approves the authorization to the Board to determine the 2023 remuneration of the Directors and the appointment of Mr. Shi as a Director.

Biographical details of Mr. Shi

Mr. Shi Shenghao, aged 55, graduated from Capital Normal University with a bachelor's degree and obtained an EMBA degree from China Europe International Business School. Mr. Shi is currently the managing partner of Riverhead Capital Investment Management Co., Ltd. Mr. Shi has more than 30 years of experience in the medical and health industry. He has served as a senior executive and general manager in Greater China for a number of multinational medical companies. He has extensive experience in industry operation and mergers and acquisitions. Mr. Shi was the managing director of Sinopharm Capital Shanghai Co., Ltd. (國藥資本上海有限公司). He successively served as the marketing and sales director of GE Healthcare, the general manager in Greater China of American Medtronic China Co., Ltd. (美敦力中國有限責任公司), the general manager for diabetes healthcare business in Greater China of Bayer Group and the general manager in Greater China of Dentsply Sirona.

Save as disclosed above and as at the Latest Practicable Date, Mr. Shi did not have any relationships with any Director(s), senior management, substantial or controlling Shareholder(s) (as defined in the Hong Kong Listing Rules) of the Company (as defined in the Hong Kong Listing Rules), or hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Shi did not have any interest in the Shares 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. Shi as an independent non-executive Director that need to be brought to the attention of the Shareholders nor any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as an ordinary resolution.

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V. GENERAL MANDATE TO ISSUE NEW SHARES

The Board resolved to seek the Shareholders' approval for obtaining the Issue General Mandate, which is an unconditional general mandate to separately or concurrently allot, issue and/or deal with or agreed conditionally or unconditionally to issue, allot and/or deal with (whether pursuant to an option or otherwise) Domestic Shares and/or H Shares not exceeding 20% of the aggregate nominal amount of the existing issued Domestic Shares and/or H Shares as at the date on which such Issue General Mandate is approved by the Shareholders. As at the Latest Practicable Date, there were 1,778,845,451 Domestic Shares and 1,341,810,740 H Shares in issue. Therefore, a maximum of 355,769,090 Domestic Shares and/or 268,362,148 H Shares, representing 20% of the number of each of the existing issued Domestic Shares and/or H Shares, can be separately or concurrently allotted, issued and/or dealt with by the Board pursuant to the General Mandate to be granted by the Shareholders.

The Board also resolved to seek Shareholders' authorization that contingent on the Board's resolving to issue shares pursuant to the Issue General Mandate, the Board be and is hereby authorised to approve, execute, make and procure to execute and make all such documents, deeds and matters 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 underwriting agreement(s) or any other agreement(s)), 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 the new share capital structure.

The Board will only exercise its authority under the Issue General Mandate in accordance with the Company Law, the Hong Kong Listing Rules (as amended from time to time) and the requirements of the relevant PRC regulatory authorities. The Directors believe that it is in the best interests of the Company and the Shareholders to grant the Issue General Mandate to the Board to issue new Shares, and the ability to do so would give the Board the flexibility to capture the right timing.

The Issue General Mandate will end on the earliest of (i) the expiration date of 12 months following the passing of the relevant resolution; (ii) the conclusion of the next annual general meeting following the passing of the relevant resolution or (iii) the date upon which such authority is revoked or amended by a special resolution of the Shareholders at a general meeting.

Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as a special resolution.

VI. GENERAL MANDATE TO REPURCHASE H SHARES

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares except under any of the following circumstances: (a) in order to reduce the registered capital of the company; (b) merger with another company holding shares in the Company; (c) the shares are used for employee stock ownership plan or equity incentives; (d) a shareholder requests the Company to purchase the shares held by him/her since he/she objects to a resolution of the shareholders' meeting on the combination or division of the

LETTER FROM THE BOARD

Company; (e) the shares are used for converting convertible corporate bonds issued by the listed company; or (f) when it is necessary for the listed company to preserve its value and shareholders' rights and interests. The Articles of Association of the Company provides that the Company may, subject to procedures of its Articles of Association and approval of the relevant competent authorities of the PRC, repurchase its issued shares under the following circumstances: (a) cancellation of shares in order to reduce its capital; (b) merger with another company holding shares in the Company; or (c) other circumstances permitted by the laws and administrative regulations.

The Hong Kong Listing Rules permits shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders at a general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign shares at separate class meetings.

As H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares shall, therefore, be paid in Hong Kong dollars, the payment of the repurchase price is subject to the approval of SAFE or entities authorised by it. Besides, the Company shall file with the CSRC (if required), seek approval of the Ministry of Commerce of the PRC and register the changes with company registration authorities after the Company has repurchased its H Shares.

In accordance with the requirements of Article 26 of the Articles of Association, the Company will have to notify its creditors within 10 days after the date passing the resolution to reduce registered capital of the Company and also make an announcement in newspapers within 30 days after the passing of such resolution. A creditor shall have the right to demand the Company to settle its debts or provide a corresponding guarantee within 30 days of receiving such notice from the Company or, in the case of a creditor who has not received any notice, within 90 days of the date of the announcement.

In order to provide more flexibility to the Directors to repurchase H Shares, a special resolution will be proposed at the AGM and the Class Meetings to grant to the Board the Repurchase General Mandate. The Board is authorized to, in compliance with all applicable laws and regulations promulgated by the PRC government or securities regulatory authorities and the Hong Kong Stock Exchange, exercise all power of the Company to repurchase H Shares on terms that it deems appropriate during the authorization period and 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 outbound; 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 Repurchase General Mandate 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 Repurchase General Mandate.

LETTER FROM THE BOARD

Pursuant to the Repurchase General Mandate, the H Shares which may be repurchased shall not exceed 10% of the total H Shares in issue and not repurchased as at the date of passing of the Repurchase General Mandate Resolution.

The Board will only exercise such authority in accordance with the Hong Kong Listing Rules, relevant PRC laws and regulations and the Articles of Association of the Company and, if applicable, with the approval of all the competent regulatory authorities.

The Repurchase General Mandate will be conditional upon the passing of the Repurchase General Mandate Resolution at the AGM and the Class Meetings. Such Repurchase General Mandate, if approved, will lapse at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the Repurchase General Mandate Resolution at the AGM and the Class Meetings; or
- (ii) the date on which the authority conferred to the Board by the Repurchase General Mandate Resolution is revoked or amended by a special resolution of Shareholders at a general meeting, or a special resolution of class Shareholders at their respective class meeting.

The Repurchase General Mandate is in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the government and regulatory authorities of the PRC. The Repurchase General Mandate Resolution is set out as resolution 11 in the notice of AGM and resolution 1 in the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting, respectively, which are appended to this circular.

An explanatory statement containing information regarding the Repurchase General Mandate is set out in Appendix to this circular.

Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as a special resolution.

VII. PROPOSED ISSUE OF THE CORPORATE BONDS

In order to satisfy the actual needs of replenishment of working capital, investment and standing funds, adjust financing structure and lower the financing cost, on 27 April 2023, the Board resolved to propose the issue of the Corporate Bonds in the PRC.

According to the laws of the PRC and the Articles of Association, the proposed issue of the Corporate Bonds is subject to the approval of the Shareholders at the AGM by way of a special resolution and the approval from the relevant PRC regulatory authorities.

Particulars of the issue of the Corporate Bonds, if it proceeds, are as follows:

LETTER FROM THE BOARD

Issue size:	Registered amount: RMB15 billion. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the specific issue size, issue tranches and type of bonds based on the actual needs of the Company and the market conditions prevailing at the time of issue within the aforesaid range.
Term of the issue:	The term shall not exceed 10 years (inclusive). For the type of bonds, it shall be either of a single term, or of a combination of multiple terms. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine specific terms of maturity based on the actual needs of the Company and the market conditions prevailing at the time of issue within the aforesaid range.
Issue method:	The Corporate Bonds shall be issued publicly to professional investors.
Underwriting method:	Standby commitment underwriting by the lead underwriters
Interest rate:	A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the nominal interest rate and the payment method based on the funding needs of the Company and the market interest rate and according to the market conditions prevailing at the time of issue and by way of market enquiry, after arm's length negotiation with the lead underwriter.
Use of proceeds:	The proceeds from the issue of the Corporate Bonds is proposed to use for repaying the debts of the Company, replenishing the working capital of the Company, project construction, equity investment and other uses in compliance with relevant requirements of the laws and regulations. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the specific use of proceeds.
Guaranty:	The Corporate Bonds are unsecured bonds.

LETTER FROM THE BOARD

- Listing place: Upon completion of the issue of the Corporate Bonds, the Company will apply for listing of the Corporate Bonds on the Shanghai Stock Exchange. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to deal with listing and trading matters in accordance with the relevant regulations of the Shanghai Stock Exchange.
- Guarantee measures for repayment: A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to adopt a variety of guarantee measures for repayment based on the relevant provisions of Bond Entrusting Agreements and Rules of Procedures for Bondholders' Meetings and other documents in the event that the Company expects that it is unable to repay the principal and interests of the Corporate Bonds as scheduled, or is unable to repay the principal and interests of the Corporate Bonds when they become due, so as to effectively safeguard the interest of the bondholders.
- Term of validity of the resolution: The term of validity of the resolution passed at the general meeting in relation to the proposed issue of the Corporate Bonds shall be 36 months from the date of approval at the general meeting. If the Board or its authorised person(s) has resolved to issue or partly issue during the valid period of authorization, and the Company has obtained the approval or permit of the issuance from the regulatory authorities in the valid period of the resolution, the Company may complete the relevant issuance during the valid period of such approval or permit.

The Company proposed the Shareholders to authorize the Board or the person(s) authorised by the Board to do the following, including but without limitation to:

- (1) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions adopted at the general meeting of the Company, as well as the Company and the bond market's actual situation, to determine and adjust the specific plan of the issue of the Corporate Bonds, including but not limited to the issue size of the Corporate Bonds, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and the issue size of each maturity type, whether to include redemption provision or put-back provision, interest rate of the bonds, principal and interest repayment, use of the proceeds, guaranty arrangement, guarantee measures for repayment, specific purchase methods, specific placing arrangements, bond listing, and all matters related to this issue plan;
- (2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing for the Corporate Bonds;

LETTER FROM THE BOARD

- (3) to formulate, approve, execute, amend and announce all the legal documents regarding the issue of the Corporate Bonds;
- (4) to select the bond trustee, execute the bond trustee management agreement and formulate the rules of bondholders' meeting;
- (5) upon the completion of the issue of the Corporate Bonds, to take the actions regarding the listing of the Corporate Bonds;
- (6) if there is any change on the opinions of the regulatory authorities, policies or market conditions, to make suitable adjustments on the matters of the issue of the Corporate Bonds, or to decide whether to proceed the issue of the Corporate Bonds based on the actual situations, except for the matters which are subject to the Shareholders' approval in accordance with the relevant laws, regulations and the Articles of Association; and
- (7) to deal with all other matters relating to the issue of the Corporate Bonds.

The Board will present resolution to the general meeting for authorizing the Board and agreeing the Board in turn to authorize Mr. Yu Qingming, the Chairman of the Board and an executive Director, to be the authorized person of this issue, and to represent the Company to deal specifically with the issue and listing related matters, in accordance with the resolutions of the general meeting. The foregoing authorization shall be valid within 36 months from the date of approval at the AGM. The Board believes that the proposed issue of the Corporate Bonds will provide the Company with a source of medium-term to long-term funding at an interest rate of the issue which has certain advantaged under favourable market conditions. The Board considers that the proposed issue of the Corporate Bonds will lower the Company's costs of borrowings and improve the debt structure of the Company.

Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as a special resolution.

VIII. AGM, H SHAREHOLDERS' CLASS MEETING AND DOMESTIC SHAREHOLDERS' CLASS MEETING

The notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to be held at 9:00 a.m., 10:00 a.m. (or immediately after the conclusion of the AGM) and 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Thursday, 15 June 2023 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC are set out at the end of this circular.

Proxy forms to be used at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are also enclosed herein and published on the website of Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the above meeting(s) shall complete and return the appropriate proxy form in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

For holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, 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 respective time for holding the AGM and the H Shareholders' Class Meeting in order for such documents to be valid. For holders of Domestic Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Board Office of the Company in the PRC at Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, not less than 24 hours before the respective time for holding the AGM and the Domestic Shareholders' Class Meeting in order for such documents to be valid.

Pursuant to the Articles of Association, for the purpose of holding the AGM and the Class Meetings, the register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023 are entitled to attend and vote at the AGM, and holders of the corresponding class of Shares whose name appear on the register of members of the Company on the same day are eligible to attend and vote at the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, respectively.

In order to attend the AGM and the H Shareholders' Class Meeting, holders of H Shares shall lodge all transfer documents together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited, the Company's share registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 9 June 2023.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM in accordance with the Articles of Association. An announcement on the poll vote results will be made by the Company after the AGM and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

IX. RECOMMENDATION

The Directors consider that all of the aforesaid resolutions are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM and the Class Meetings.

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

In accordance with the Hong Kong Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM and the Class Meetings for the granting of the Repurchase General Mandate to the Board.

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SECURITIES REPURCHASE GENERAL MANDATE

Reasons for Repurchasing H Shares

The Board considered that the repurchase of the H Shares would be in the best interests of the Company and its Shareholders as a whole. It can strengthen the investors' confidence in the Company and promote a positive effect on maintaining the Company's reputation in the capital market. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholder as a whole.

Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB3,120,656,191, comprising 1,341,810,740 H Shares with a nominal value of RMB1.00 each and 1,778,845,451 Domestic Shares with a nominal value of RMB1.00 each.

Exercise of the Repurchase General Mandate

Subject to the passing of the special resolution 11 as set out in the notice of AGM and the special resolution 1 as set out in the notice of H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting, respectively, the Board will be granted the Repurchase General Mandate until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the Repurchase General Mandate Resolution at the AGM and the Class Meetings; or
- (ii) the date on which the authority conferred to the Board by the Repurchase General Mandate Resolution is revoked or amended by a special resolution of Shareholders at a general meeting, or a special resolution of class Shareholders at their respective class meeting.

(hereinafter referred to as the "**Relevant Period**").

The Company shall exercise the Repurchase General Mandate in accordance with all applicable laws and regulation promulgated by the Chinese government or security regulatory authorities and the Hong Kong Stock Exchange and shall file with the CSRC (if required), seek approval of the Ministry of Commerce of the PRC and register the changes with company registration authorities after it has repurchased its H Shares.

The exercise in full of the Repurchase General Mandate (on the basis of 1,341,810,740 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings) would result in a maximum of 134,181,074 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue and not repurchased as at the date of passing the relevant resolutions.

Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by its Articles of Association to repurchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under PRC laws, H Shares so repurchased should be cancelled and the Company's registered capital should be reduced by the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the Repurchase General Mandate is exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2022). However, the Directors do not propose to exercise the Repurchase General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to repurchase of H Shares under the Repurchase General Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC, where applicable.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	19.50	17.36
June	19.50	17.72
July	19.94	17.72
August	18.28	16.64
September	17.76	15.30
October	16.62	14.60
November	18.58	14.72
December	21.35	17.98
2023		
January	20.90	18.88
February	22.20	18.82
March	24.20	20.60
April	28.45	23.40
May (up to the Latest Practicable Date)	28.45	26.20

H SHARES REPURCHASED BY THE COMPANY

No repurchase of H Shares has been made by the Company within 6 months preceding the date of the circular (whether on the Hong Kong Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of repurchase of H shares by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, could obtain or consolidate control of the Company or further become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China National Pharmaceutical Group Co., Ltd. ("CNPGC") held directly and indirectly through Sinopharm Industrial Investment Co., Ltd. ("**Sinopharm Investment**") approximately 57.00% of the Company's total registered capital, among which, Sinopharm Investment held directly approximately 50.36% of the Company's total registered capital. Such interests in the Company are notifiable under Part XV of the SFO. In the event that the Board exercises in full the power to repurchase H Shares in accordance with the terms of the Repurchase General Mandate proposed at the AGM and the Class Meetings, the total interests of CNPGC and Sinopharm Investment in the total registered capital of the Company would be increased to approximately 59.56% and 52.62%, respectively. The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the Repurchase General Mandate. Moreover, the Board will not make H Share repurchase on the Hong Kong Stock Exchange if repurchase of H Shares would result in less than 25% of the total registered capital of the Company in the public hands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company under the Repurchase General Mandate in the event that the Repurchase General Mandate is approved by the Shareholders and the conditions (if any) to which the Repurchase General Mandate are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase General Mandate is approved by its Shareholders and the conditions (if any) to which the Repurchase General Mandate are fulfilled.

NOTICE OF AGM



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 2022 (the “**AGM**”) of Sinopharm Group Co. Ltd. (the “**Company**”) will be held at 9:00 a.m. on Thursday, 15 June 2023 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 2022.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2022.
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 2022.
4. To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2022.
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 2023.
6. To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 2023.
7. To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company in place of Ernst & Young Hua Ming LLP to hold office until the conclusion of the next annual general meeting, and the appointment of PricewaterhouseCoopers as the

* 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.”.

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international auditor of the Company in place of Ernst & Young 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.
9. To consider and approve the appointment of Mr. Shi Shenghao as an independent non-executive Director, and to authorize the Board to determine his remuneration 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.

SPECIAL RESOLUTIONS

10. 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

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- (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 amended by a special resolution of the shareholders of the Company (the **“Shareholders”**) at 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 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 the new share capital structure of the Company.”
11. 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) in accordance with all applicable laws and regulation promulgated by the Chinese government or security regulatory authorities and the Hong Kong Stock Exchange and on such terms as it shall think fit, 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.;

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- (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 granted to the Board set out in this resolution is revoked or amended by a special resolution of the Shareholders at a general meeting or a special resolution of the class Shareholders at the respective class meetings.”

12. To consider and approve:

“THAT:

- (a) the Company will issue the corporate bonds of not more than RMB15 billion (inclusive) (the “**Corporate Bonds**”) in the PRC within 36 months from the date of consideration and approval at the AGM;
- (b) the Board be and is hereby authorized and the Board be and is hereby approved in turn to authorize Mr. Yu Qingming, the chairman of the Board and an executive Director, to be the authorized person of this issuance, and to represent the Company to deal specifically with the issuance and listing related matters, in accordance with the resolutions of the general meeting and the authorization of the Board. The foregoing authorization shall be valid within 36 months from the date of approval at the general meeting; the authorization includes but not limited to:
 - (1) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions adopted at the general meeting of the Company, as well as the Company and the bond market’s actual situation, to determine and adjust the specific plan of the issuance, including but not limited to the issue size of the Corporate Bonds, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and the issue size of each maturity type, whether to include redemption provision or put-back provision, interest rate of the bonds, principal

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and interest repayment, use of the proceeds, guaranty arrangement, guarantee measures for repayment, specific purchase methods, specific placing arrangements, bond listing, and all matters related to this issuance plan;

- (2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing for the issuance of the Corporate Bonds;
- (3) to formulate, approve, execute, amend and announce all the legal documents regarding the issuance of the Corporate Bonds;
- (4) to select the bond trustee for the issuance of the Corporate Bonds, execute the bond trustee management agreement and formulate the rules of bondholders' meeting;
- (5) upon the completion of the issuance of the Corporate Bonds, to take the actions regarding the listing of the Corporate Bonds;
- (6) if there is any change on the opinions of the regulatory authorities, policies or market conditions, to make suitable adjustments on the matters of the issuance of the Corporate Bonds, or to decide whether to proceed the issuance of the Corporate Bonds based on the actual situations, except for the matters which are subject to the Shareholders' approval in accordance with the relevant laws, regulations and the Articles of Association; and
- (7) to deal with all other matters relating to the issuance of the Corporate Bonds.”

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

Shanghai, the PRC
25 May 2023

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. Wang Kan, 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, 12 June 2023 to Thursday, 15 June 2023 (both days inclusive), during which period no transfer of Shares can be registered.

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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, 9 June 2023.

The Shareholders whose names appear on the Register of Members on Monday, 12 June 2023 are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2022 of RMB0.82 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 14 August 2023 to the Shareholders whose names appear on the Register of Members on Monday, 26 June 2023.

For the purpose of the distribution of the Final Dividend, the Register of Members will be closed from Wednesday, 21 June 2023 to Monday, 26 June 2023 (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, 20 June 2023.

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. Individual 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. 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.
7. 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

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING



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 2022) on Thursday, 15 June 2023 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) in accordance with all applicable laws and regulation promulgated by the Chinese government or security regulatory authorities and the Hong Kong Stock Exchange and on such terms as it shall think fit, 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

* 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.".

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

- (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 granted to the Board set out in this resolution is revoked or amended by a special resolution of the shareholders of the Company (the "Shareholders") at a general meeting or the class Shareholders at the respective class meetings."

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

Shanghai, the PRC
25 May 2023

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. Wang Kan, 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, 12 June 2023 to Thursday, 15 June 2023 (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, 9 June 2023.

The H Shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023 are entitled to attend and vote at the H Shareholders' Class Meeting.

NOTICE OF 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. 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.
7. 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

NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING



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 DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Sinopharm Group Co. Ltd. (the "**Company**") will be held at 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Thursday, 15 June 2023 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) in accordance with all applicable laws and regulation promulgated by the Chinese government or security regulatory authorities and the Hong Kong Stock Exchange and on such terms as it shall think fit, 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

* 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.".

NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

- (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 granted to the Board set out in this resolution is revoked or amended by a special resolution of the Shareholders at a general meeting or the class Shareholders at the respective class meetings."

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

Shanghai, the PRC
25 May 2023

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. Wang Kan, 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, 12 June 2023 to Thursday, 15 June 2023 (both days inclusive), during which period no transfer of Shares can be registered.

In order to be qualified to attend and vote at the Domestic Shareholders' Class Meeting, for holders of Domestic Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the Board Office of the Company in the PRC at Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC, no later than 4:30 p.m. on Friday, 9 June 2023.

The Domestic Shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023 are entitled to attend and vote at the Domestic Shareholders' Class Meeting.

2. Shareholders who are entitled to attend and vote at the Domestic 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.

NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

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 Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the Domestic 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 Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Domestic Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Domestic Shareholders' Class Meeting. If corporate Shareholders appoints authorised representative to attend the Domestic 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 Domestic Shareholders' Class Meeting.
6. The Domestic Shareholders' Class Meeting is expected to take for less than half a day. Shareholders attending the Domestic Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
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