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# 國藥控股股份有限公司

## SINOPHARM GROUP CO. LTD.\*

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 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.

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

6. To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 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 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
- (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.;
  - (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 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.

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