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国药集团  
SINOPHARM

# 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)**

## ANNOUNCEMENT

### PROPOSED CENTRALIZED REGISTRATION FOR THE ISSUE AMOUNT OF NON-FINANCIAL CORPORATE DEBT FINANCING INSTRUMENTS

In order to satisfy the actual needs of replenishment of working capital and standing funds of the Company, ensure the smooth direct financing channels, reduce the financing cost and improve debt structure, on 26 April 2024, the Board resolved to propose centralized registration for the issue amount of non-financial corporate debt financing instruments (TDFI) in the PRC.

According to the laws of the PRC and the Articles of Association, the proposed centralized registration for the issue amount of non-financial corporate debt financing instruments is subject to the approval of the Shareholders by way of a special resolution and the approval from the relevant PRC regulatory authorities.

**The proposed centralized registration for the issue amount of non-financial corporate debt financing instruments may or may not proceed, and the Shareholders and investors should therefore exercise caution in dealing in the shares of the Company.**

A circular containing, among other things, detailed information of the proposed centralized registration for the issue amount of non-financial corporate debt financing instruments will be despatched to the Shareholders in due course.

### **Proposed Centralized Registration for the Issue Amount of Non-financial Corporate Debt Financing Instruments**

In order to satisfy the actual needs of replenishment of working capital and standing funds of the Company, ensure the smooth direct financing channels, reduce the financing cost and improve debt structure, on 26 April 2024, the Board resolved to propose centralized registration for the issue amount of non-financial corporate debt financing instruments (TDFI) in the PRC.

*\* 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."*

According to the laws of the PRC and the Articles of Association, the proposed centralized registration for the issue amount of non-financial corporate debt financing instruments is subject to the approval of the Shareholders by way of a special resolution and the approval from the relevant PRC regulatory authorities.

Particulars of the centralized registration for the issue amount of non-financial corporate debt financing instruments, if it proceeds, are as follows:

**Issue size:** The registration amount of non-financial corporate debt financing instruments shall be RMB30.0 billion. In particular, the short-term type (within one year (inclusive)) shall be RMB25.0 billion, and the medium- and long-term type (in principle, not more than ten years) shall be RMB5.0 billion.

**Term of the issue:** The term of super short-term type shall be within 270 days (inclusive), the term of short-term type shall be within one year (inclusive), and the term of the medium- and long-term type shall be, in principle, no more than 10 years. For the type of bonds, it may 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 the specific issue size, issue tranches, the type and the term of the issue based on the funding needs of the Company and the market conditions within the aforesaid range.

**Issue method:** Public issue (facing professional investors)

**Underwriting method:** Standby commitment underwriting by the team of underwriters

**Interest rate:** A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the specific interest rate and the payment method based on the funding needs of the Company, the market interest rate and the market conditions prevailing at the time of issue and determined through market enquiries and negotiation.

**Use of proceeds:** The proceeds will be used for, including but not limited to, repaying the loans of financial institutions and matured debentures, replenishing the working capital, standing funds and other liquid funds and other uses in compliance with relevant requirements of the laws and regulations. The proceeds from the medium and long-term type can also be used for project construction.

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 based on the funding needs of the Company and the market conditions.

**Method of guarantee:** No guarantee

**Proposed listing place:** Upon completion of the issue, the Company will apply for listing and trading of the non-financial corporate debt financing instruments on the NAFMII.

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 NAFMII.

Term of validity of the authorization : The term of validity of the authorization shall be 36 months from the date of approval of the resolution at the general meeting. If the Board or its authorized person(s) has resolved to issue or partly issue during the validity period of authorization and the Company has obtained the approval or permit of the issuance from the regulatory authorities during the validity period of the authorization, the Company could complete the relevant issuance during the validity period of such approval or permit.

Subject to the Shareholders' approval at the general meeting, the Board or its authorized person(s) will be authorized 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 approved at the general meeting of the Company, as well as the actual situation of the Company and the market, to determine and adjust the specific issue plan, including but not limited to the specific issue scale, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and composition of each maturity type, whether to include redemption or put-back arrangements, interest rate, principal and interest repayment arrangements, use of the proceeds, guarantee arrangements, guarantee measures for repayment, specific application and subscription methods, specific placing arrangements, listing, and all matters related to the issue plan;
- (2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing of the non-financial corporate debt financing instruments;
- (3) to formulate, approve, sign, amend and announce all the legal documents regarding the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments;
- (4) to select the trustee of the issue of non-financial corporate debt financing instruments, sign the trustee management agreement and formulate the rules of meetings of the holders of non-financial corporate debt financing instruments;
- (5) upon the completion of the issue of non-financial corporate debt financing instruments, to handle the matters related to the listing of non-financial corporate debt financing instruments;
- (6) according to the opinions of the regulatory authorities, or if there is any change in policies or market conditions, to make corresponding adjustments on the matters relating to the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments, or to decide whether to proceed with the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments based on the actual situations, except for the matters required to be re-approved at the general meeting in accordance with the relevant laws, regulations and the Articles of Association; and
- (7) to handle other matters relating to the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments.

The Board will present resolution to the general meeting for authorizing the Board and agreeing the Board in turn to authorize Mr. Liu Yong, the President and an executive Director of the Company, to be the authorized person of the issue of non-financial corporate debt financing instruments, 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 for 36 months from the date of approval at the general meeting.

The Board believes that the Company is able to issue non-financial corporate debt financing instruments within the aforesaid scope upon the approval of the proposed centralized registration for the issue amount of non-financial corporate debt financing instruments, so as to satisfy the actual needs of replenishment of working capital and standing funds of the Company and ensure the smooth direct financing channels, as well as possess certain advantage in the interest rate of the issue under favorable market conditions, reduce the financing cost and improve debt structure.

A circular containing, among other things, detailed information of the proposed centralized registration for the issue amount of non-financial corporate debt financing instruments will be despatched to the Shareholders in due course.

**The proposed centralized registration for the issue amount of non-financial corporate debt financing instruments may or may not proceed, and the Shareholders and investors should therefore exercise caution in dealing in the shares of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Sinopharm Group Co. Ltd., (國藥控股股份有限公司), a joint stock company incorporated in the PRC with limited liability and whose H shares are listed and traded on The Stock Exchange of Hong Kong Limited
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“NAFMII”	National Association of Financial Market Institutional Investors
“non-financial corporate debt financing instruments”	non-financial corporate debt financing instruments (TDFI) proposed to be centralized registered and issued in the PRC, with the registration amount of non-financial corporate debt financing instruments being RMB30.0 billion, of which the short-term type (within one year (inclusive)) being RMB25.0 billion, and the medium- and long-term type (in principle, not more than ten years) being RMB5.0 billion
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan Region
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company

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

Shanghai, the PRC  
26 April 2024

*As at the date of this announcement, 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. Deng Jindong, Mr. Wang Kan, Mr. Wang Peng, Mr. Wen Deyong, Mr. Li Dongjiu and Ms. Feng Rongli; and the independent non-executive directors of the Company are Mr. Chen Fangruo, Mr. Li Peiyu, Mr. Wu Tak Lung, Mr. Yu Weifeng and Mr. Shi Shenghao.*