



# 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)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
--	--

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ domestic shares/H shares <sup>(Note 3)</sup>  
of RMB1.00 each in the share capital of Sinopharm Group Co. Ltd. (the "Company"), hereby appoint the Chairman of the meeting or \_\_\_\_\_ <sup>(Note 4)</sup>  
of (address) \_\_\_\_\_  
as my/our proxy(ies) to attend the annual general meeting for the year 2023 of the Company to be held at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People's Republic of China (the "PRC") at 9:00 a.m. on Thursday, 13 June 2024 (the "AGM") or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of the AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2023.		
2.	To consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2023.		
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 2023.		
4.	To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2023.		
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 2024.		
6.	To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 2024.		
7.	To consider and approve the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the international auditor and the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to ratify and confirm their remunerations determined by the audit committee of the Board.		
8.	To consider and approve the delegation of power of provision of guarantees for subsidiaries of the Company to the Board with an aggregate guarantee amount of not more than 30% of the latest audited total assets of the Company over a period of 12 months and a valid period from the date of approval of such resolution at the AGM till the date of next annual general meeting; 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.		

\* 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."

SPECIAL RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
9.	To consider and approve to grant a general mandate to the Board to exercise the power of the Company to allot, issue and/or deal with Domestic Shares and/or H Shares, and to sell or transfer any treasury shares (details of this resolution were set out in the notice of AGM dated 24 May 2024).		
10.	To consider and approve to grant a general mandate to the Board to exercise the power of the Company to repurchase H Shares (details of this resolution were set out in the notice of AGM dated 24 May 2024).		
11.	To consider and approve the centralized registration for the issue amount of non-financial corporate debt financing instruments of RMB30.0 billion in the PRC by the Company, and to authorize the Board and approve 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 matters related to the non-financial corporate debt financing instruments in accordance with the resolutions of the AGM and the authorization of the Board (details of this resolution were set out in the notice of AGM dated 24 May 2024).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024                      Signature *(Note 6)*: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) (in English or Chinese) and address(es) as registered in the register of members of the Company in **Block Letters**.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
5. **Important:** If you wish to vote for any resolution, please put a tick in the box marked “**FOR**” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “**AGAINST**” or insert the number of shares held by you. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of the AGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. To be valid, for holders of H shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the H share registrar of the Company in Hong Kong, 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 AGM. For holders of domestic shares of the Company, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, 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, 200023 not less than 24 hours before the time appointed for holding the AGM (or any adjournment thereof).
8. In the case of joint holders of shares of the Company, only holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the AGM either in person or by proxy in respect of such shares.
9. The AGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses. Shareholders shall produce their identity documents when attending the AGM.