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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

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING HELD ON THURSDAY, 13 JUNE 2024 AND PAYMENT OF THE FINAL DIVIDEND**

#### **POLL RESULTS OF THE MEETINGS**

The board (the “**Board**”) of directors (the “**Directors**”) of Sinopharm Group Co. Ltd. (the “**Company**”) is pleased to announce that the 2023 annual general meeting (the “**AGM**”), the H shareholders’ class meeting (the “**H Shareholders’ Class Meeting**”) and the domestic shareholders’ class meeting (the “**Domestic Shareholders’ Class Meeting**”) (collectively as the “**Meetings**”) were held at 9:00 a.m. on Thursday, 13 June 2024, immediately after the conclusion of the AGM and immediately after the conclusion of the H Shareholders’ Class Meeting, respectively, at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People’s Republic of China (the “**PRC**”). All resolutions proposed at the Meetings were duly passed by way of poll. All directors of the Company attended the Meetings.

#### **POLL RESULTS OF THE AGM**

The poll results in respect of the resolutions proposed at the AGM are as follows:

*\*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.”.*

| ORDINARY RESOLUTIONS |  | Number of Valid Votes (%)    |                          |
|----------------------|--|------------------------------|--------------------------|
|                      |  | For                          | Against                  |
| 1.                   | To consider and approve the report of the Board of the Company for the year ended 31 December 2023.  | 2,617,278, 582<br>(99.9450%) | 1,441,200<br>(0.0550%)   |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.                            |                              |                          |
| 2.                   | To consider and approve the report of the supervisory committee of the Company (the “ <b>Supervisory Committee</b> ”) for the year ended 31 December 2023. | 2,617,278, 582<br>(99.9450%) | 1,441,200<br>(0.0550%)   |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.                            |                              |                          |
| 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. | 2,617,278, 582<br>(99.9450%) | 1,441,200<br>(0.0550%)   |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.                            |                              |                          |
| 4.                   | To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2023.                                | 2,618,716,582<br>(99.9999%)  | 3,200<br>(0.0001%)       |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.                            |                              |                          |
| 5.                   | To consider and authorize the Board to determine the remuneration of the Directors for the year ending 31 December 2024.                                   | 2,362,819,922<br>(90.2316%)  | 255,796,260<br>(9.7684%) |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.                            |                              |                          |
| 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.  | 2,483,662,670<br>(94.8426%)  | 135,057,112<br>(5.1574%) |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.                            |                              |                          |

| ORDINARY RESOLUTIONS  |  | Number of Valid Votes (%)   |                           |
|---|--|-----------------------------|---------------------------|
|   |  | For                         | Against                   |
| 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. <i>(Note)</i>  | N/A                         | N/A                       |
| 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 “ <b>Hong Kong Listing Rules</b> ”) on The Stock Exchange of Hong Kong Limited (the “ <b>Hong Kong Stock Exchange</b> ”) 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. | 2,006,420,586<br>(76.6200%) | 612,242,396<br>(23.3800%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |                             |                           |

| SPECIAL RESOLUTIONS  |   | Number of Valid Votes (%)   |                           |
|--|---|-----------------------------|---------------------------|
|  |   | For                         | Against                   |
| 9.   | To consider and approve the granting of 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).   | 1,880,093,367<br>(71.7944%) | 738,626,415<br>(28.2056%) |
| As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |   |                             |                           |
| 10.  | To consider and approve the granting of 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).  | 2,615,972,418<br>(99.8951%) | 2,747,364<br>(0.1049%)    |
| As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |   |                             |                           |
| 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). | 2,598,277,646<br>(99.2194%) | 20,442,136<br>(0.7806%)   |
| As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |   |                             |                           |

*Note: As disclosed in the announcement of the Company dated 7 June 2024 in relation to withdrawal of a resolution at the AGM, the Board has decided to withdraw this resolution numbered 7, and thus no poll was conducted or counted for this resolution.*

As at the date of the AGM, the total number of issued shares of the Company and the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 3,120,656,191. There were no shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and abstain

from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules, and no holders of shares are required under the Hong Kong Listing Rules to abstain from voting. There were no parties had stated their intention in the circular dated 24 May 2024 of the Company to vote against the resolutions proposed at the AGM or to abstain from voting.

Shareholders and authorized proxies holding an aggregate of 2,618,719,782 shares, representing 83.92 % of the total issued share capital of the Company, were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The AGM was chaired by Mr. Yu Qingming, the Chairman of the Board.

### **POLL RESULTS OF THE H SHAREHOLDERS' CLASS MEETING**

The poll results in respect of the resolution proposed at the H Shareholders' Class Meeting are as follows:

| <b>SPECIAL RESOLUTION</b>  |  | <b>Number of Valid Votes (%)</b> |                          |
|--|--|----------------------------------|--------------------------|
|  |  | <b>For</b>                       | <b>Against</b>           |
| 1.   | To consider and approve the granting of 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 H Shareholders' Class Meeting dated 24 May 2024). | 837,577,024<br>(99.6731%)        | 2,747,364<br>( 0.3269% ) |
| As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |  |                                  |                          |

As at the date of the H Shareholders' Class Meeting, the total number of issued H shares of the Company and the total number of H shares entitling its holders to attend and vote for or against the resolution proposed at the H Shareholders' Class Meeting was 1,341,810,740. There were no H shares entitling the H Shareholders of the Company to attend and abstain from voting in favour of any resolution proposed at the H Shareholders' Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules, and no H Shareholders are required under the Hong Kong Listing Rules to abstain from voting. There were no parties had stated their intention in the circular of the Company dated 24 May 2024 to vote against the resolution proposed at the H Shareholders' Class Meeting or to abstain from voting.

H Shareholders and authorized proxies holding an aggregate of 840,324,388 H shares, representing 62.63% of the total issued H shares of the Company, were present at the H Shareholders' Class Meeting. The holding of the H Shareholders' Class Meeting was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The H Shareholders' Class Meeting was chaired by Mr. Yu Qingming, the Chairman of the Board.

## POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

The poll results in respect of the resolution proposed at the Domestic Shareholders' Class Meeting are as follows:

| SPECIAL RESOLUTION   |   | Number of Valid Votes (%)    |                |
|--|---|------------------------------|----------------|
|  |   | For                          | Against        |
| 1.   | To consider and approve the granting of 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 Domestic Shareholders' Class Meeting dated 24 May 2024). | 1,778,845,451<br>(100.0000%) | 0<br>(0.0000%) |
| As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |   |                              |                |

As at the date of the Domestic Shareholders' Class Meeting, the total number of issued domestic shares of the Company and the total number of domestic shares entitling the holders to attend and vote for or against the resolution proposed at the Domestic Shareholders' Class Meeting was 1,778,845,451. There were no domestic shares entitling the domestic Shareholders to attend and abstain from voting in favour of any resolution proposed at the Domestic Shareholders' Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules, and no holders of domestic shares are required under the Hong Kong Listing Rules to abstain from voting. There were no parties had stated their intention in the circular of the Company dated 24 May 2024 to vote against the resolution proposed at the Domestic Shareholders' Class Meeting or to abstain from voting.

Domestic Shareholders and authorized proxies holding an aggregate of 1,778,845,451 domestic shares, representing 100% of the total issued domestic shares of the Company, were present at the Domestic Shareholders' Class Meeting. The holding of the Domestic Shareholders' Class Meeting was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The Domestic Shareholders' Class Meeting was chaired by Mr. Yu Qingming, the Chairman of the Board.

In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineer for the vote-taking at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

## **PAYMENT OF THE FINAL DIVIDEND**

The declaration and payment of a final dividend of RMB0.87 per share (inclusive of tax) for the year ended 31 December 2023 (the “**Final Dividend**”) was approved at the AGM. The Final Dividend will be paid no later than 13 August 2024 to the Shareholders whose names appear on the register of members of the Company on Monday, 24 June 2024.

According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Final Dividend on domestic shares of the Company and for investors investing in the H shares of the Company through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect (the “**Southbound Trading**”) will be paid in Renminbi, and the Final Dividend for other H Shareholders of the Company will be paid in Hong Kong dollars.

The amount of the Final Dividend payable in Hong Kong dollars shall be calculated based on the average exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the calendar week prior to 13 June 2024 (being the date of declaration of the Final Dividend), which is HK\$1.00 equivalent to RMB0.91, and the final dividend calculated based on such exchange rate shall be HK\$0.956 per share (inclusive of tax).

For the investors of Southbound Trading, the Company has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading with China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, each of which as a nominee of the investors of Southbound Trading, will receive all the Final Dividend distributed by the Company and distribute the Final Dividend to the relevant investors of Southbound Trading through their depository and clearing systems. The record date and the date of distribution of cash dividends and other time arrangements for the investors of Southbound Trading will be the same as those for other H Shareholders of the Company.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementing regulations (the “**EIT Law**”), the tax rate of the enterprise income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non- individual enterprise, including the H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations or entities, shall be deemed as shares held by non- resident enterprise shareholders as defined under the EIT Law. The Company will distribute the Final Dividend to non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

Any resident enterprise as defined under the EIT Law which has been legally incorporated in the PRC or which has established effective administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the register of members of H shares of the Company should deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the official chop of the issuing law firm affixed thereon) and relevant documents to Computershare Hong Kong

Investor Services Limited in due course, if they do not wish to have the 10% enterprise income tax withheld and paid on their behalf by the Company.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (the “**Notice**”) issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the income tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the Final Dividend payable to any individual H Shareholders whose names appear on the register of members of H shares of the Company on Monday, 24 June 2024, unless otherwise stated in the relevant taxation regulations, taxation agreements or the Notice.

Pursuant to the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) and the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No.127) jointly promulgated by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends derived by Mainland individual investors from investing in H-share listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H-share companies shall withhold individual income tax at a tax rate of 20% for the investors. For Mainland securities investment funds investing in shares listed on Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. Dividends derived by Mainland enterprise investors from investing in H shares listed on Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect shall be reported and paid by the enterprise investors themselves, and H-share companies will not withhold or pay enterprise income tax on their behalf in the distribution of dividends.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

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

Shanghai, the PRC

13 June 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.*