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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION CHANGE OF JOINT COMPANY SECRETARY

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the business development needs of Sinopharm Group Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”), the board of directors of the Company (the “**Board**”) resolved on 24 August 2018 to propose to make certain amendments to the articles of association of the Company (the “**Articles of Association**”). The proposed amendments will be put forward at the general meeting of the Company for the consideration and approval by the shareholders of the Company as a special resolution. A circular of the Company containing, among others, details of the proposed amendments to the Articles of Association will be despatched to the Shareholders in due course.

The details of the above-mentioned amendments are set out as follows:

Article 14

Which originally reads as:

“The business scope of the Company shall be such items as approved by the relevant registration authority responsible for the Company.

The scope of business of the Company includes: industrial investment holding, pharmaceutical enterprise entrust management and asset restructuring, traditional Chinese medicines, Chinese medicine drinking tablets, chemical medicine preparations, pharmaceutical ingredients of chemical medicines, antibiotics, biochemical medicines, biological products, anesthetics, medicines for psychiatric diseases, medical toxic drugs (compatible with the scope of business), external pharmaceutical diagnostic reagents, vaccines,

protein anabolic preparations, peptide hormones, class III: medical equipment such as injection and puncture equipment, medical sanitary materials and dressings, medical polymers and related products, class II: medical X-ray ancillary equipment and parts; sale and management of food (in dematerialised form), domestic trading (excluding those that require special approvals), logistics and distribution, sale of cosmetics and sports products and commercial information advisory services, import and export of various goods and technologies (catalogue of imported and exported goods not attached), but excluding the goods and technologies that are restricted or prohibited from import or export. Any business which requires administrative approvals shall be operated under the required permit.”

is proposed to be amended as follows:

“The business scope of the Company shall be such items as approved by the relevant registration authority responsible for the Company.

The scope of business of the Company includes: industrial investment holding, pharmaceutical enterprise entrust management and asset restructuring, traditional Chinese medicines, Chinese medicine drinking tablets, chemical medicine preparations, pharmaceutical ingredients of chemical medicines, antibiotics, biochemical medicines, biological products, anesthetics, medicines for psychiatric diseases, medical toxic drugs (compatible with the scope of business), external pharmaceutical diagnostic reagents, vaccines, protein anabolic preparations, peptide hormones, medical device category class III: sales of medical devices (see the medical device business license for details of business scope), ~~medical equipment such as injection and puncture equipment, medical sanitary materials and dressings, medical polymers and related products~~, category class II: sales of medical devices (business scope is subject to the medical device operation filing); ~~medical X ray ancillary equipment and parts~~; technology development, technology transfer, technical consultation and technical services as to the medical science and technology area; sterilization products; chemical raw materials and products (except for dangerous chemicals, monitoring chemicals, fireworks, flammable and explosive materials, explosives used by the general public); business management consultation, business consultation, consultation and investigation of market information (not allowed to engage in social surveys, social research, public opinion polls, public opinion surveys); data processing services; e-commerce (not allowed to engage in value-added telecommunications and financial services); daily necessities, textiles and knitwear, sports equipment, household appliances, electronic products, furniture, toys, edible agricultural products, design, production agents, publication of various types of domestic and foreign advertisement; sale and management of food (in dematerialised form), domestic trading (excluding those that require special approvals), logistics and distribution, sale of cosmetics and sports products and commercial information advisory services, import and export of various goods and technologies (catalogue of imported and exported goods not attached), but excluding the goods and technologies that are restricted or prohibited from import or export. Any business which requires administrative approvals shall be operated under the required permit.”

CHANGE OF JOINT COMPANY SECRETARY

On 24 August 2018, Mr. Cai Maisong (“**Mr. Cai**”) has been appointed by the Board as the new secretary to the Board, joint company secretary and authorised representative of the Company with immediate effect. Since the same day, Mr. Liu Yong, an executive director and the president of the Company, ceased to serve as the joint company secretary of the Company.

The Board also announces that, the Company has applied for, and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) has granted a waiver to the Company from strict compliance with the requirements under Rule 3.28 and Rule 8.17 of The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) for a period of three years from the date of appointment of Mr. Cai as the joint company secretary of the Company, on the condition that Mr. Cai will be assisted by Dr. Liu Wei (“**Dr. Liu**”) to acquire the relevant experience within the meaning of Rule 3.28 of the Listing Rules and to discharge his duties as the joint company secretary of the Company. Dr. Liu is a solicitor qualified to practice law in Hong Kong and England. Dr. Liu has been serving as the joint company secretary of the Company since 24 August 2011.

The Board would like to take this opportunity to express its warm welcome to Mr. Cai for his appointment as the new secretary to the Board, joint company secretary and authorised representative of the Company.

BIOGRAPHICAL DETAILS

Mr. Cai Maisong, aged 48, joined the Group as a vice president in January 2018. Mr. Cai has over 25 years of working experience. Mr. Cai received a bachelor degree of pharmacy from School of Pharmacy of Beijing Medical University in July 1992, and later received a master degree in business administration from Nankai University. Mr. Cai served as a technician, factory director and vice manager of fourth operation department in first factory of Guangzhou Baiyunshan Pharmaceutical Company from July 1992 to June 1996. Mr. Cai served as a medical representative and director in Les Laboratoires Servier Industrie from June 1996 to January 2001, and served as an assistant manager in Beijing Jingdaren Pharmaceutical Co., Ltd. from January 2001 to May 2001. Mr. Cai served as a vice manager in development zone medicine company of Tianjin purchase station of China National Pharmaceutical Group Corp. and manager in logistics center of China National Pharmaceutical Group Corp. Tianjin Co., Ltd. from June 2001 to July 2002 and from July 2002 to January 2003 respectively. Mr. Cai served as a director of commerce department, manager of marketing department and director of operation management center in Sinopharm Holding Tianjin Co., Ltd. from January 2003 to August 2006, and served as a director of risk and operation management department in Sinopharm Group Co. Ltd. from August 2006 to December 2010. Mr. Cai served as a vice director of risk and operation management department, director of risk and operation management department and vice director of policy research office in CNPGC from December 2010 to August 2017. Mr. Cai served as an employee supervisor in CNPGC from June 2014 to May 2017, and served as a vice principal in Sichuan Province Food and Drug Administration from September 2017 to January 2018. Mr. Cai is also the executive director of Sinopharm Pharmaceutical Logistics Co., Ltd, and the chairman of Sichuan Pharmaceutical Group Co., Ltd. of CNPGC, Sinopharm Group Southwest Medicine Co., Ltd., Sinopharm Holding Shenyang Co., Ltd., Sinopharm Holding Dalian Hecheng Co., Ltd., Sinopharm Holding Jilin Co., Ltd. and Sinopharm Holding Heilongjiang Co., Ltd.

By order of the Board
Sinopharm Group Co. Ltd.
Li Zhiming
Chairman

Shanghai, the PRC
24 August 2018

As at the date of this announcement, the executive directors of the Company are Mr. Li Zhiming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. She Lulin, Mr. Wang Qunbin, Mr. Ma Ping, Mr. Deng Jindong, Mr. Wen Deyong, Ms. Rong Yan and Mr. Wu Yijian; and the independent non-executive directors of the Company are Ms. Li Ling, Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong and Mr. Zhuo Fumin.

** 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."*