

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Sincere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

**(1) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE OF JOINT COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE; AND
(3) WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND RULE 8.17 OF THE LISTING RULES**

The Board hereby announces that:

1. The Board has resolved to propose to appoint Mr. Sung Ka Woon as an independent non-executive Director. The appointment of Mr. Sung will take effect upon the approval by the Shareholders at the EGM;
2. Mr. Bao Jun has tendered his resignation as a Joint Company Secretary, an Authorized Representative for the purpose of Rule 3.05 of the Listing Rules and the secretary to the Board, with effect from November 9, 2022 due to his personal career development. Mr. Wan Yushan, currently an executive Director and the chief financial officer of the Company, has been concurrently appointed as a Joint Company Secretary and the secretary to the Board to replace Mr. Bao with effect from November 9, 2022. Mr. Tang Renhong, currently an executive Director and the Co-CEO of the Company, has been appointed as an Authorized Representative of the Company in accordance with Rule 3.05 of the Listing Rules with effect from November 9, 2022; and
3. The Company has applied for and the Stock Exchange has granted the Company a waiver from strict compliance with Rules 3.28 and Rule 8.17 of the Listing Rules for a period of three years commencing from November 9, 2022.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Simcere Pharmaceutical Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that, the Board has resolved to propose to appoint Mr. Sung Ka Woon (“**Mr. Sung**”) as an independent non-executive Director. The appointment of Mr. Sung will take effect upon the approval by the shareholders (the “**Shareholder(s)**”) of the Company at the extraordinary general meeting to be convened by the Company (the “**EGM**”). Mr. Sung is primarily responsible for supervising and providing independent advice on the operation and management of the Group.

Set out below is the biographical profile of Mr. Sung:

Mr. Sung Ka Woon (宋嘉桓, whose former name was Song Li (宋立)), aged 51, has extensive experience of social services and corporate management. Mr. Sung has been the vice chairman of the board of directors of the Wuhan branch of Yuhu Cold Chain (China) Co., Ltd. (玉湖冷鏈(中國)有限公司) since March 2017. From August 2013 to March 2017, Mr. Sung served as a director at Asia Social Development Research Center (亞洲社會發展研究中心).

Mr. Sung served at various social positions including a president of Hong Kong Industrial and Commercial Association Limited (香港工商總會) from February 2021 to June 2022, a member of Heung Yee Kuk New Territories of Hong Kong since May 2020, a member of the Election Committee of Hong Kong since September 2021, a member of the 12th and 13th CPPCC of Zhanjiang City, Guangdong Province from February 2014 to December 2017, and a member of the 12th CPPCC of Shandong Province from January 2018. Mr. Sung was appointed as non-official Justice of the Peace by the Government of Hong Kong in July 2021.

Mr. Sung obtained an executive master of business and administration degree from Antai College of Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in the PRC in December 2011, completed the part-time postgraduate studies majoring in economic management from Party School of the Central Committee of CPC (中共中央黨校) in the PRC in January 1996 and obtained a bachelor’s degree of machinery design and automation from Northeastern University (東北大學) (previously known as Northeastern Institute of Technology (東北工學院)) in the PRC in July 1993.

Subject to the approval by the Shareholders at the EGM on his appointment, a letter of appointment will be entered into between Mr. Sung and the Company for an initial term of three years commencing from the date of approval by the Shareholders at the EGM on his appointment or the third annual general meeting of the Company since the date of approval by the Shareholders at the EGM on his appointment, whichever is sooner, subject to termination in certain circumstances as stipulated in the letter of appointment. Pursuant to the Amended and Restated Articles of Association of the Company, Mr. Sung will be subject to retirement by rotation and re-election. Mr. Sung will be entitled to receive director’s emoluments of RMB360,000 per annum, which was determined by the Board based on the recommendation of the remuneration and appraisal committee of the Board with reference to his general duties and responsibilities and the prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Mr. Sung has confirmed that (i) he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders; (ii) he does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (iii) he does not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of his appointment; (iv) he does not hold other positions with the Company or any other members of the Group; and (v) there is no other information that is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there are no other matters concerning the appointment of Mr. Sung that need to be brought to the attention of the Shareholders.

Mr. Sung has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

A circular containing, among other things, further details of the proposed appointment of Mr. Sung as an independent non-executive Director and the notice convening the EGM will be despatched to the Shareholders in due course.

CHANGE OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The Board hereby announces that, Mr. Bao Jun (“**Mr. Bao**”) has tendered his resignation as a joint company secretary of the Company (the “**Joint Company Secretary**”), an authorized representative of the Company (the “**Authorized Representative**”) for the purpose of Rule 3.05 of the Listing Rules and the secretary to the Board, with effect from November 9, 2022 due to his personal career development.

Mr. Bao confirmed that he has no disagreement with the Board and that there is no matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shareholders.

The Board further announces that Mr. Wan Yushan (“**Mr. Wan**”), currently an executive Director and the chief financial officer of the Company, has been concurrently appointed as a Joint Company Secretary and the secretary to the Board to replace Mr. Bao with effect from November 9, 2022. Ms. Mak Po Man Cherie (“**Ms. Mak**”), who meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, currently the other Joint Company Secretary, will continue to act as a Joint Company Secretary and will continue to perform and discharge the duties of a company secretary under the Listing Rules.

The Board further announces that Mr. Tang Renhong (“**Mr. Tang**”), currently an executive Director and the Co-CEO of the Company has been appointed as an Authorized Representative of the Company in accordance with Rule 3.05 of the Listing Rules with effect from November 9, 2022.

The biographical details of each of Mr. Wan, Ms. Mak and Mr. Tang are set out below:

Mr. Wan, aged 51, is an executive Director and the chief financial officer of the Company. He is primarily responsible for the financial, legal and compliance management, formulating financial strategies and in charge of the process and information business of the Group. Mr. Wan has over 20 years of experience with the Group where he has accumulated knowledge and skills required in the financial management of the Group. Mr. Wan joined the Group in May 2000 and has assumed various positions successively since then, including the financial controller, general manager of financial department, vice president and chief financial officer. On November 19, 2019, Mr. Wan was officially appointed as an executive Director and the chief financial officer of the Company. He has also been the director of several subsidiaries of the Company including, among others, Hainan Simcere Pharmaceutical Co., Ltd. since July 2011, Shandong Simcere Biopharmaceutical Co., Ltd. since August 2017 and Simcere Pharmaceutical Co., Ltd. since July 2017. Mr. Wan obtained a bachelor’s degree in biochemistry from Nanjing University (南京大學) in June 1992 and a master’s degree in management (majoring in accounting) from Nanjing University in June 1999. Mr. Wan was admitted as a non-practicing member of Jiangsu Institute Certified Public Accountants (江蘇省註冊會計師協會) in November 2009.

Ms. Mak was appointed as one of the joint company secretaries on September 17, 2020, which took effect on the same day. Ms. Mak is the vice president of SWCS Corporate Services Group (Hong Kong) Limited. She has worked for various professional firms and listed companies in Hong Kong, with over 18 years of experience in the fields of audit, accounting, corporate finance, compliance and corporate secretarial. Ms. Mak obtained a Master of Corporate Governance degree from The Hong Kong Polytechnic University in 2017. She has been admitted as an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom in 2017, a member of the Hong Kong Institute of Certified Public Accountants in 2003 and a fellow member of the Association of Chartered Certified Accountants in 2006.

Mr. Tang, aged 42, is an executive Director and the Co-CEO of the Company. He is primarily responsible for the overall leading of the Group’s research and development affairs. Mr. Tang has nearly 12 years of experience in pharmaceutical research and development and management of pharmaceutical companies. Mr. Tang joined the Group acting as the vice president in May 2019. He was officially appointed as an executive Director and the vice president of the Company on November 19, 2019 and further appointed as the senior vice president, the executive vice president and the Co-CEO of the Company on June 1, 2020, March 31, 2021 and May 25, 2022, respectively. Prior to that, he served as the vice general manager of Shanghai Shengdi Pharmaceutical Co., Ltd. (上海盛迪醫藥有限公司) from September 2017 to May 2019. From September 2013 to August 2017, Mr. Tang worked as the associate director of China Innovation Center of Astrazeneca Investment (China) Co., Ltd. (阿斯利康投資(中國)有限公司). Before that, he worked at the Novo Nordisk Research Centre China (諾和諾德中國研究發展中心) from June 2009 to September 2013 with the last position there being the head of department. At the beginning of his career, he was

a postdoctoral researcher at the University of California, San Francisco from April 2007 to May 2009. Mr. Tang obtained a bachelor's degree in biotechnology from Shanghai Jiao Tong University (上海交通大學) in July 2002 and a Ph.D. in molecular cell biology from Nanyang Technological University in April 2007.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Bao for his invaluable contribution to the Company during his tenure of service.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND RULE 8.17 OF THE LISTING RULES

Having considered Mr. Wan's background and experience, the Board is of the view that Mr. Wan is able to properly discharge his functions as a Joint Company Secretary notwithstanding the fact that Mr. Wan does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied for and the Stock Exchange has granted the Company a waiver from strict compliance with Rules 3.28 and Rule 8.17 of the Listing Rules (the "**Waiver**") for a period of three years commencing from November 9, 2022 (the "**Waiver Period**").

The grounds for seeking of the Waiver are (i) Mr. Wan has over 20 years of experience with the Group, and currently serves as an executive Director and the chief financial officer of the Company. He has accumulated abundant knowledge about the business operations and corporate governance with a strong recognition of the corporate culture of the Company. By virtue of his position and familiarity with the Group, Mr. Wan has worked closely with the other Directors and thus possessed a thorough understanding of matters concerning the Board and its operations; (ii) Mr. Wan has attended trainings on, among other things, laws and regulations, the Listing Rules, director and Board secretaries' duties, rules on information disclosure, rules on connected transactions, notifiable transactions, equity management of securities companies, directors' and supervisors' securities dealings, disclosure of interests, market misconduct and the implementation of relevant internal policies. By attending these trainings, Mr. Wan is familiar with the Listing Rules, and other relevant Hong Kong laws and regulations including but not limited to the Securities and Futures Ordinance, Companies Ordinance and the Takeovers Code, and can discharge the functions as a Joint Company Secretary; (iii) Mr. Wan was also admitted as a non-practicing member of Jiangsu Institute Certified Public Accountants (江蘇省註冊會計師協會) in November 2009; and (iv) Ms. Mak, who satisfies the requirements under Rule 3.28 of the Listing Rules, will continue to serve as a Joint Company Secretary. Ms. Mak has over 16 years of experience in the fields of audit, accounting, corporate finance, compliance and corporate secretarial affairs, thus can leverage her expertise to assist Mr. Wan to better discharge his responsibilities as a Joint Company Secretary.

In addition, during the Waiver Period, the Company will implement the following measures to assist Mr. Wan to satisfy the requisite qualifications as prescribed in Rules 3.28 and 8.17 of the Listing Rules:

- i. given the knowledge and experience of Ms. Mak, she will be able to advise both Mr. Wan and the Company on the relevant requirements of the Listing Rules as well as other applicable laws and regulations of Hong Kong;

- ii. Mr. Wan will be assisted by Ms. Mak during the Waiver Period, which should be sufficient for Mr. Wan to acquire the requisite knowledge and experience under Rule 3.28 of the Listing Rules;
- iii. the Company will ensure that Mr. Wan has access to the relevant trainings and support to enable him to familiarize himself with the Listing Rules and the duties required of a company secretary of a Hong Kong listed company, and Mr. Wan has undertaken to attend such trainings;
- iv. Ms. Mak will communicate with Mr. Wan on a regular basis regarding matters in relation to corporate governance, the Listing Rules as well as other applicable laws and regulations of Hong Kong which are relevant to the operations and affairs of the Company. Ms. Mak will work closely with, and provide assistance to Mr. Wan with a view to discharging his duties and responsibilities as a company secretary, including but not limited to organizing the Board meetings and Shareholders' meetings; and
- v. pursuant to Rule 3.29 of the Listing Rules, Mr. Wan will also attend no less than 15 hours of relevant professional training courses in each financial year to familiarize himself with the requirements of the Listing Rules and other legal and regulatory requirements of Hong Kong. Each of Mr. Wan and Ms. Mak will be advised by the legal advisors of the Company as to Hong Kong laws as and when appropriate and required.

The Waiver is granted on the conditions that, (i) Mr. Wan will be assisted by Ms. Mak during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Mr. Wan, having had the benefit of Ms. Mak's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Stock Exchange may change or withdraw the Waiver if the Company's situation changes.

By order of the Board of
Simcere Pharmaceutical Group Limited
Mr. Ren Jinsheng
Chairman and Chief Executive Officer

Hong Kong, November 9, 2022

As at the date of this announcement, the Board comprises Mr. REN Jinsheng as the Chairman and executive Director, Mr. TANG Renhong and Mr. Wan Yushan as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo and Mr. WANG Xinhua as the independent non-executive Directors.