
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this circular, you should obtain independent professional advice.

If you have sold or transferred all your H Shares in Sinopharm Group Co. Ltd., you should at once hand this circular together with the form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED APPOINTMENT OF AUDITORS;
(2) PROPOSED APPOINTMENT OF DIRECTORS; AND
(3) NOTICE OF EGM

A letter from the Board is set out on pages 3 to 8 of this circular. A notice convening the EGM to be held at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC, at 9:30 a.m. on Friday, 13 September 2024, is being dispatched to the Shareholders by means elected by the Shareholders to receive the corporate communications together with this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the appropriate proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorizing the attorney to sign, or other document of authorization, must be notarially certified.

In the case of joint holders of the shares of the Company, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM, either in person or by proxy in respect of such shares.

For holders of H Shares, please return the proxy form together with any documents of authority to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. For holders of Domestic Shares, please return the proxy form together with any documents of authority to the Board Office of the Company in the PRC at Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM, or any adjournment thereof should you so wish.

29 August 2024

* 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.".

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“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 under the laws of the PRC with limited liability and whose H shares are listed and traded on the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities
“EGM”	the extraordinary general meeting of the Company to be convened at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC at 9:30 a.m. on Friday, 13 September 2024
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are listed and traded on the Hong Kong Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan Region
“Proposed Appointment of Directors”	the proposed appointment of Mr. Zhao Bingxiang as the non-executive Director and the proposed appointment of Mr. Lian Wanyong as the executive Director

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	Domestic Share(s) and/ or H Share(s) of the Company

LETTER FROM THE BOARD



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)

Members of the Board:

Non-executive Directors:

Mr. Chen Qiyu
Mr. Wang Kan
Mr. Wang Peng
Mr. Wen Deyong
Mr. Li Dongjiu
Ms. Feng Rongli

Independent non-executive Directors:

Mr. Chen Fangruo
Mr. Li Peiyu
Mr. Wu Tak Lung
Mr. Yu Weifeng
Mr. Shi Shenghao

Registered office in the PRC:

1st and 11th to 15th Floors
No.385 East Longhua Road
Huangpu District
Shanghai, 200023
the PRC

Principal place of business in Hong Kong:

Room 1601,
Emperor Group Center,
288 Hennessy Road,
Wanchai, Hong Kong

29 August 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITORS;
(2) PROPOSED APPOINTMENT OF DIRECTORS; AND
(3) NOTICE OF EGM**

I. INTRODUCTION

References are made to the announcement of the Company dated 23 August 2024, in relation to the proposed appointment of auditors, and the announcement of the Company dated 27 August 2024, in relation to (among others) the proposed appointment of Directors.

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LETTER FROM THE BOARD

The purpose of this circular is to provide you with detailed information regarding (i) the proposed appointment of auditors; and (ii) the proposed appointment of Directors, and a notice convening the EGM, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. PROPOSED APPOINTMENT OF AUDITORS

References are made to the announcement of the Company dated 7 June 2024, in relation to withdrawal of a resolution regarding the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (collectively, “**PwC**”) as the international auditor and the domestic auditor of the Company for the year (the “**Auditors for the Year**”) at the annual general meeting held on 13 June 2024, and the announcement of the Company dated 13 June 2024, in relation to poll results of the annual general meeting. The term of service of PwC has expired and PwC retired from the Auditors for the Year. The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional services provided to the Company for the past years.

In view of market information, based on the principle of prudence, and taking into account of the current business situations, development needs and overall audit needs of the Company, the Company conducted a tendering process for the selection of Auditors for the Year 2024 in order to ensure the smooth progress of the audit work on the Company’s financial statements after PwC retired from the Auditors for the Year. Based on the result of the tender and the recommendation of the Audit Committee of the Board, the Board proposed to appoint Confucius International CPA Limited and Pan-China Certified Public Accountants LLP (collectively, “**Pan-China**”) as the international auditor and the domestic auditor of the Company for the year of 2024 (the “**Proposed Appointment of the Auditors for the Year 2024**”), respectively. When recommending the appointment of Pan-China as the Auditors for the Year 2024, the Audit Committee and the Board considered the background, scale, qualifications, competence, experience, resource allocation, diversified service capabilities and other aspects of Pan-China, and were of view that Pan-China was qualified and suitable to serve as the Auditors for the Year 2024. The term of service of Pan-China will commence from the date on which the relevant resolution is approved by the Shareholders at the EGM up to the date of the next annual general meeting of the Company to be held in 2025. The Proposed Appointment of the Auditors for the Year 2024 is subject to the approval of the Shareholders at the EGM.

PwC has confirmed to the Company that there are no matters that need to be brought to the attention of the Shareholders of the Company. The Company has confirmed that there is no disagreement or unresolved matters between the Company and PwC and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Relevant proposal will be put forward at the EGM for Shareholders’ consideration and approval as an ordinary resolution.

III. PROPOSED APPOINTMENT OF DIRECTORS

On 27 August 2024, the Board resolved to propose to appoint Mr. Zhao Bingxiang (“**Mr. Zhao**”) as the non-executive Director and Mr. Lian Wanyong (“**Mr. Lian**”) as the executive Director.

LETTER FROM THE BOARD

In accordance with the Articles of Association, the above Proposed Appointment of Directors are subject to the approval by the Shareholders at the EGM of the Company.

Upon the approval of the above Proposed Appointment of Directors by the Shareholders, the Company will enter into a service contract with each of them. The term of office of each of them as a Director will commence from the date of approval by the Shareholders and end on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, each of them will be subject to retirement by rotation and re-election upon the expiry of his term of office. The remuneration of each of them for serving as a non-executive Director and executive Director will be determined by the Board according to the authorisation granted at the general meeting of the Company and in accordance with the Company's remuneration standard regarding Directors. Currently, according to the Company's 2024 remuneration standard, non-executive Directors will not receive any remuneration from the Company; executive Directors will receive remuneration based on the performance appraisal, incentive measures and annual salary standard settlement.

Biographies of Mr. Zhao and Mr. Lian

Mr. Zhao Bingxiang, aged 52, holds a bachelor's degree from the School of Pharmacy of Shenyang Pharmaceutical University, a master's degree from the Peking University School of Pharmaceutical Sciences, and a doctoral degree from the College of Chemical and Biological Engineering, Zhejiang University and is a professor-level senior engineer in China. Mr. Zhao served as a regional sales manager and a marketing officer of San-jiu Pharmaceutical Trade Co., Ltd. (三九醫藥貿易有限公司), a deputy general manager of San-jiu Tongda Pharmaceutical Co., Ltd. (三九同達藥業有限公司), a senior researcher of the R&D center of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (華潤三九醫藥股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000999) ("**CR Sanjiu**"), the general manager of China Resources Sanjiu (Ya'an) Pharmaceutical Co., Ltd. (華潤三九(雅安)藥業有限公司), the chairman and the general manager of China Resources Zizhu Pharmaceutical Co., Ltd. (華潤紫竹藥業有限公司), a vice president of China Resources Pharmaceutical Group Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 03320) ("**China Resources Pharmaceutical**"), and a director and the president of CR Sanjiu. Mr. Zhao has received twice the State Scientific and Technological Progress Award – second-class, as well as other awards including the Sichuan Patent Award – special prize and the Sichuan Scientific and Technological Progress Award – first-class. Mr. Zhao currently serves as a professor and doctoral tutor at Shenyang Pharmaceutical University and a professor at School of Medicine of Zhejiang University; previously served as the vice chairman of the Science and Technology Association of China Resources Group, a deputy director of the Academic Committee of the NMPA Key Laboratory for Quality Research and Evaluation of Traditional Chinese Medicine, and a deputy director of the Pharmaceutical Clinical Evaluation Research Professional Committee of the China Association of Traditional Chinese Medicine. Mr. Zhao joined in China National Pharmaceutical Group Co., Ltd. in March 2024, and is currently a director and the general manager of China National Pharmaceutical Group Co., Ltd.

LETTER FROM THE BOARD

Mr. Lian Wanyong, aged 53, holds a master's degree in medicine from Zhongshan Medical Sciences University and a master's degree in business administration from the University of Miami and is an associate chief pharmacist. Mr. Lian successively served as the deputy director of the financial assets management department, a director of the investment management department and the deputy director of policy research office of China National Pharmaceutical Group Co., Ltd. Mr. Lian successively served as a Director and supervisor of the Company from December 2008 to January 2018, and served as a vice president and a member of Party Committee of the Company, a director of China National Accord Medicines Corporation Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000028) and a director of China National Medicines Corporation Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600511) from January 2018 to September 2022. Mr. Lian served as a director, the president and the deputy secretary of Party Committee of Shanghai Shyndec Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600420) from September 2022 to August 2024.

Save as disclosed above, as at the date of this circular, Mr. Zhao and Mr. Lian did not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, or have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this circular, Mr. Zhao and Mr. Lian did not hold any other positions in the Company or any of its subsidiaries, or any directorship in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders or any matter in relation to the Proposed Appointment of Directors that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Recommendation of the Nomination Committee

The above Proposed Appointment of Directors was proposed by the Nomination Committee according to the nomination procedures for Directors of the Company and based on the needs of the Company and has submitted to the Board for review after considering the Director candidates' relevant qualifications by the Nomination Committee, and will then be submitted by the Board to the EGM for final approval.

The examination procedures of the candidates for Directors are: (1) to collect, or require relevant department of the Company to collect the particulars of the occupation, education, designation, detailed work experience and part-time jobs of the candidates and summarize the same in written materials; (2) to hold the Nomination Committee meetings to examine the qualifications of the candidates in accordance with the requirements applicable to a Director of the Company and to state the opinion and recommendations on appointments in the form of proposals; and (3) to carry out other relevant work arrangement according to decisions of or feedback from the Board.

Relevant proposals will be put forward at the EGM for Shareholders' consideration and approval as ordinary resolutions.

LETTER FROM THE BOARD

IV. EGM

A notice convening the EGM to be held at 9:30 a.m. on Friday, 13 September 2024 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC is set out at the end of this circular.

For the purpose of holding the EGM, the register of members of the Company (the “**Register**”) will be closed from Tuesday, 10 September 2024 to Friday, 13 September 2024 (both days inclusive) during which period no transfer of Shares of the Company will be registered. In order to be qualified to attend and vote at the EGM, for holders of H Shares of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable, and in any event no later than 4:30 p.m. on Monday, 9 September 2024. The Shareholders whose names appear on the Register on Tuesday, 10 September 2024 are entitled to attend and vote at the EGM.

A proxy form to be used at the EGM is also enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the appropriate proxy form in accordance with the instructions printed thereon.

For holders of H Shares, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s H Share Registrar, 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 for holding the EGM or any adjournment thereof in order for such documents to be valid. For holders of Domestic Shares, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, 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, the PRC, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the EGM in accordance with the Articles of Association. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors consider that all of the aforesaid resolutions are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Sinopharm Group Co. Ltd.
Wu Yijian
Company Secretary

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Sinopharm Group Co. Ltd. (the “**Company**”) will be held at 9:30 a.m. on Friday, 13 September 2024 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People's Republic of China (the “**PRC**”), for the purpose of considering, and if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and approve (if thought fit) the appointment of Mr. Zhao Bingxiang as a non-executive Director of the sixth session of the Board, and to authorize the Board to determine his remuneration and to authorize any Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.
2. To consider and approve (if thought fit) the appointment of Mr. Lian Wanyong as an executive Director of the sixth session of the Board, and to authorize the Board to determine his remuneration and to authorize any Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.

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NOTICE OF EGM

3. To consider and approve the appointment of Pan-China Certified Public Accountants LLP as the domestic auditor of the Company for 2024 to hold office until the conclusion of the next annual general meeting of the Company, and the appointment of Confucius International CPA Limited as the international auditor of the Company for 2024 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.

By order of the Board
Sinopharm Group Co. Ltd.
Wu Yijian
Company Secretary

Shanghai, the PRC
29 August 2024

As at the date of this notice, the non-executive directors of the Company are Mr. Chen Qiyu, 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.

Notes:

1. In accordance with the Articles of Association, for the purpose of holding the EGM, the register of members of the Company will be closed from Tuesday, 10 September 2024 to Friday, 13 September 2024 (both days inclusive), during which no transfer of Shares of the Company can be registered.

In order to be qualified to attend and vote at the EGM, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable, and in any event no later than 4:30 p.m. on Monday, 9 September 2024.

Shareholders whose names appear on the register of members on Tuesday, 10 September 2024 are entitled to attend and vote at the EGM.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the EGM or any adjourned thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

NOTICE OF EGM

5. Individual Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
6. The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
7. Contact details of the Board Office of the Company in the PRC are as follows:

Address: Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai 200023, the PRC

Telephone No.: (86 21) 2305 2147

Fax No.: (86 21) 2305 2146