
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinopharm Tech Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Sinopharm Tech Holdings Limited

國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Units 15–16, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong on Friday, 16 December 2022 at 11:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkexnews.hk> for a minimum period of 7 days from the date of its posting and on the website of the Company at <http://www.sinopharmtech.com.hk>.

15 November 2022

CHARACTERISTICS OF GEM

GEM of the Stock Exchange (“GEM”) has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Units 15–16, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong on Friday, 16 December 2022 at 11:00 a.m., notice of which is set out in this circular
“Articles of Association”	the articles of associations of the Company (as amended from time to time), and “Article” shall mean an article thereof
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Sinopharm Tech Holdings Limited, as exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Convertible Bonds”	unlisted convertible bonds of the Company issued on 17 January 2014 (as amended and extended by the first amendment agreement, second amendment agreement, third amendment agreement, fourth amendment agreement and fifth amendment agreement) in the aggregate principal amount of HK\$89,625,000
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	has the meaning ascribed to it under paragraph 2.1 of the Letter from the Board
“Latest Practicable Date”	11 November 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan

DEFINITIONS

“Repurchase Mandate”	has the meaning ascribed to it under paragraph 2.2 of the Letter from the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

If there is any inconsistency in this circular between the Chinese and English versions, the English version shall prevail.



Sinopharm Tech Holdings Limited
國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

Executive Directors:

Mr. CHAU Wai Wah Fred
Mr. HO Kam Kin
Ms. KWOK Shuk Yi

Non-executive Director:

Dr. CHENG Yanjie

Independent Non-executive Directors:

Mr. LAU Fai Lawrence
Dr. LIU Ta-pei
Mr. LAM Kit Sun

Registered office:

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 15–16, 25/F.,
Corporation Park
11 On Lai Street, Shatin
New Territories, Hong Kong

15 November 2022

*To the Shareholders and,
for information only, the Convertible Bonds holders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information relating to the resolutions to be proposed at the AGM for (i) the granting of the general mandates to issue Shares and to repurchase Shares; (ii) the re-election of retiring Directors; and (iii) the notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES AND TO REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant the Directors the general mandates to issue Shares and to repurchase Shares.

2.1 General Mandate to Issue Shares

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the Issuance Mandate) to allot, issue and deal with unissued Shares or underlying Shares of the Company (other than by way of rights or pursuant to a share option scheme of the Company or pursuant to any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividends on Shares in accordance with the Articles of Association) or make or grant offers, agreements, share options and warrants which might require the exercise of such power, of up to 20% of the total number of issued Shares as at the date of granting of the Issuance Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issuance Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 4,537,688,780 Shares in issue. Subject to the passing of the resolutions for the approval of the Issuance Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum number of 907,537,756 Shares under the Issuance Mandate.

2.2 General Mandate to Repurchase Shares

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase a maximum number of 453,768,878 Shares under the Repurchase Mandate.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

The Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issuance Mandate (including the extended Issuance Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 99 of the Articles of Association, Mr. HO Kam Kin, Ms. KWOK Shuk Yi and Mr. LAM Kit Sun (“**Mr. LAM**”) shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) and will retire and, being eligible, offer themselves for re-election at the AGM.

Mr. LAM was nominated by Board members for consideration by the nomination committee of the Company who then made recommendation for the Board’s consideration. Mr. LAM, aged 45, is an executive director, chief financial officer and company secretary of Universe Entertainment and Culture Group Company Limited (stock code: 1046), the securities of which are listed on the Main Board of the Stock Exchange since August 2013. He has over 20 years’ experience in the field of financial reporting, financial management and audit experience in the PRC and Hong Kong. He graduated from The Hong Kong University of Science and Technology with a bachelor’s degree in Business Administration in Accounting. Mr. LAM is a fellow and practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate of The Hong Kong Chartered Governance Institute and a non-practicing member of the Chinese Institute of Certified Public Accountants. He also has extensive experience of serving as independent non-executive directors in other public companies, the securities of which are listed in Hong Kong. The Board believes that Mr. LAM should be elected as independent non-executive Director of the Company for his perspectives, skills, experience and diversity (including age, cultural and educational background, and length of service, etc.) that can be brought to the Board. Mr. LAM has provided the Board with annual confirmation that he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. The Board considers him to be independent.

In accordance with Article 116 of the Articles of Association, Dr. CHENG Yanjie and Dr. LIU Ta-pei will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Information of these Directors required to be disclosed by the GEM Listing Rules is set out in Appendix II of this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The resolutions to be proposed at the forthcoming AGM are set out in full in the notice of the AGM on pages 17 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

If you intend to appoint a proxy to attend the AGM, you are requested to complete the proxy form and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournments thereof if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the 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. Therefore, all resolutions set out in the notice of AGM will be voted by way of poll at the AGM. The Company will announce the results of poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATIONS

The Directors consider the proposed grant of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate; and the proposed re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
CHAU Wai Wah Fred
Executive Director

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued Share capital of the Company comprised 4,537,688,780 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and, on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 453,768,878 Shares, representing 10% of the total number of issued Shares of the Company as at the date of passing of the resolution.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 30 June 2022) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders were interested in 5% or more of the issued Share capital of the Company. In the event that the Repurchase Mandate is exercised in full and there is change in the number of Shares held by them after the Repurchase Mandate is exercised, the interest of such Shareholders will be increased to approximately the percentage set out as follows:

Name of Substantial Shareholders	Capacity	Number of Shares held	Approximate percentage of the shareholding	Approximate percentage of the shareholding if the Repurchase Mandate is exercised in full
Best Frontier Investments Limited ("Best Frontier") & its concert parties (Note 1)	Beneficial Owner	697,364,364 (L)	15.37%	17.08%
Integrated Asset Management (Asia) Limited ("Integrated Asset") & its concert parties (Note 2)	Beneficial Owner	542,363,000 (L)	11.95%	13.28%
Tse Siu Hoi	Beneficial Owner	310,650,000 (L)	6.85%	7.61%

L denotes long position

Notes:

1. The 697,364,364 Shares were held by Best Frontier which was wholly owned by Mr. LAM Yui Keung.
2. The 542,363,000 Shares were owned by Integrated Asset which was wholly owned by Mr. YAM Tak Cheung. 8% coupon convertible bonds in aggregate amount of HK\$89,625,000 (i.e. the Convertible Bonds) for a term of six months maturing on 17 July 2017 were issued to Integrated Asset pursuant to the first amendment agreement dated 18 January 2017 approved by the Shareholders at the extraordinary general meeting of the Company held on 29 March 2017. The Company received a written consent from Integrated Asset, on which the maturity date of the Convertible Bonds would be extended for further six months to 17 January 2018. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full. The amended conversion price was HK\$0.359 per conversion share subject to adjustment.

Pursuant to the second amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 18 April 2018, the amendments were that the maturity date of the Convertible Bonds was extended for six months from 17 January 2018 to 17 July 2018, and further extended to 17 January 2019 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full.

Pursuant to the third amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 19 March 2019, the amendments were that the maturity date of the Convertible Bonds was extended for six months from 17 January 2019 to 17 July 2019, and further extended to 17 January 2020 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full.

As a result of the adjustments of the Convertible Bonds on 10 May 2019 upon the allotment and issue of the consideration shares to Sinopharm Traditional Chinese Medicine Overseas Holdings Limited, a maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full. The adjusted conversion price was HK\$0.34 per conversion share subject to further adjustment.

Pursuant to the fourth amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 25 March 2020, the amendments were that the maturity date of the Convertible Bonds was extended for six months from 17 January 2020 to 17 July 2020, and further extended to 17 January 2021 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full.

Pursuant to the fifth amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 22 March 2021, the Company amended some principal terms of the Convertible Bonds, including to extend the maturity date of the Convertible Bonds for one year from 17 January 2021 to 17 January 2022. Its conversion price shall be amended from HK\$0.34 to HK\$0.221 per conversion share (subject to adjustment), which can be converted into the maximum number of 405,542,986 Shares. The interest rate of the Convertible Bonds shall be increased to 10% per annum and paid annually (the “**Fifth Amendments**”). Save for the Fifth Amendments, all other terms and conditions of the Convertible Bonds shall remain unchanged.

Integrated Asset has not exercised any of its conversion right for the Company’s shares and has no conversion right of the Convertible Bonds which have been matured since 17 January 2022. Therefore, the Convertible Bonds have not been convertible since then.

As at the Latest Practicable Date, the Company has not received any notice of event of default from Integrated Asset demanding immediate repayment. The Company is still in the progress of negotiating with Integrated Asset for the renewal of or further extension on the Convertible Bonds and will disclose further developments on the above matters by way of further announcement(s) in a timely manner in accordance with regulatory requirements.

Save as aforesaid and based on information known to the Latest Practicable Date, the Directors are not aware of any consequences of such repurchases of Shares that would result in the above substantial Shareholders or any other Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code if the Repurchase Mandate was exercised in full. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances trigger off any potential consequences under the Takeovers Code.

Furthermore, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASED BY THE COMPANY

During the six months preceding the Latest Practicable Date, there was no repurchase of Shares by the Company (whether on the Stock Exchange or otherwise).

9. CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
November	0.260	0.199
December	0.202	0.152
2022		
January	0.170	0.133
February	0.140	0.100
March	0.132	0.098
April	0.110	0.078
May	0.174	0.074
June	0.128	0.100
July	0.115	0.060
August	0.070	0.046
September	0.054	0.019
October	0.030	0.018
November (up to the Latest Practicable Date)	0.025	0.019

Information of the Directors, who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, as at the Latest Practicable Date is set out below:

(1) MR. HO KAM KIN

Mr. HO Kam Kin, aged 45, is an executive director, the Group chief financial officer, company secretary and authorised representative of the Company. He is also a director of a subsidiary of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He obtained a Bachelor of Arts Degree in Accountancy and Master Degree of Corporate Finance from The Hong Kong Polytechnic University. Mr. HO held senior accounting positions in a number of companies listed on the Stock Exchange and worked in international audit firms for over three years. He has over 20 years of experience in financial reporting and financial management. Prior to joining the Company, he was the financial controller and company secretary of Great China Holdings (Hong Kong) Limited (Stock code: 21.HK), a company listed on the Main Board of the Stock Exchange. Mr. HO joined the Group in September 2016.

Save as disclosed above, Mr. HO (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Mr. HO has not entered into any service contract for his duties as the executive Director with the Company. He is entitled to receive an annual salary of HK\$1,112,400 and an annual director's fee of HK\$60,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. HO was interested in 5,400,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Mr. HO did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(2) MS. KWOK SHUK YI

Ms. KWOK Shuk Yi, aged 46, is an executive director, the director of Group human resources and public relations of the Company. She holds a bachelor's degree in Human Resources Management from The Royal Melbourne Institute of Technology University in Australia and graduated with distinction. She has over 20 years of experience in human resources management in Hong Kong listed companies, China and overseas investment companies. In the Group, in addition to being responsible for human resources and administration management, she has also expanded the management scope to business-related public relations in recent years. In the future, she will be involved more in management of the Group's business strategies and overall operations. She joined the Group in July 2008.

Save as disclosed above, Ms. KWOK (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Ms. KWOK has not entered into any service contract for her duties as the executive Director with the Company. She is entitled to receive an annual salary of HK\$648,000 and an annual director's fee of HK\$60,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to her relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Ms. KWOK was interested in 5,000,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Ms. KWOK did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(3) DR. CHENG YANJIE

Dr. CHENG Yanjie, aged 58, is a non-executive director of the Company. He joined the Group in July 2019. Being a practicing Chinese medicine practitioner, he holds Bachelor degree of Traditional Chinese Medicine of Changchun University of Chinese Medicine (長春中醫學院中醫系學士學位), Master of Neurology of the Affiliated Hospital of Changchun University of Chinese Medicine (長春中醫學院附屬醫院神經內科碩士學位) and Doctor of Neurology of Beijing University of Chinese Medicine Dongzhimen Hospital (北京中醫藥大

學東直門醫院神經內科博士學位). He previously served as Resident Neurologist of the Affiliated Hospital of Changchun University of Chinese Medicine (長春中醫學院附屬醫院神經內科住院醫師), Attending Physician of China Medical Center in Kuwait (科威特國中國醫療中心主治醫師), Neurology attending physician of Beijing University of Chinese Medicine Dongzhimen Hospital (北京中醫藥大學東直門醫院神經內科主治醫師) and worked in the R&D department of China National Pharmaceutical Group Co., Ltd. (中國藥材集團公司). He serves as committee member of China Pharmaceutical Culture Society (中國藥文化協會理事), executive director of Beijing Chaoyang District Chinese Medicine Association (北京市朝陽區中醫協會常務理事) and expert speaker of knowledge base popularization and bilingual health lecture of Beijing Chaoyang District (北京市朝陽區中醫科普及雙語養生講座專家). Dr. CHENG is currently the Chief Physician of Chinese medicine clinic of Beijing Luxiancaotang (北京鹿銜草堂中醫診所主任醫師). He currently serves as a director of Bencao Lihua Investment Management Co., Ltd. (本草利華投資管理有限公司).

Save as disclosed above, Dr. CHENG (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Dr. CHENG has not entered into any service contract for his duty as the non-executive Director with the Company. He is entitled to receive an annual director's fee of HK\$60,000 which was determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. CHENG was interested in 1,965,000 Shares and 3,600,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Dr. CHENG did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(4) DR. LIU TA-PEI

Dr. LIU Ta-pei, aged 71, is an independent non-executive Director of the Company. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively. He graduated from National Chung-Hsing University in Taiwan. After graduation, he continued his studies in National Cheng-Chi

University, Taiwan and the University of Southern California, U.S.A. and obtained Master of Science and MBA degrees respectively. He was then conferred his Doctoral degree in public administration from the University of La Verne, U.S.A, and the Doctoral degree in Finance from Shanghai University of Finance and Economics. Apart from his strong educational background, Dr. LIU has been active in the financial field for more than 25 years. Dr. LIU was previously the executive director of Huisheng International Holdings Limited, which is listed on the Main Board of the Stock Exchange (Stock code: 1340.HK) from June 2016 to February 2020. He was previously the director of Mega Financial Holdings Company Limited (“**Mega Financial Holdings**”), which is listed on the Taiwan Stock Exchange Corporation (Stock code: 2886.TW) and also served as the chairman of Mega Securities Co., Ltd, a subsidiary of Mega Financial Holdings. He had also been the director of Global Securities Finance Corporation, Chung Hsing Bills Finance Corporation, and Central Investment Holding Company, and the chairman of Jen Hwa Investment Holding Company. Dr. LIU had served China Development Industrial Bank, one of the top management of Taiwan’s largest Investment Banks. He had also been the chief executive officer and an executive director of the Core Pacific-Yamaichi Group in Hong Kong. Dr. LIU was ranked as one of the ‘Top Ten Intelligent Financial Personnel in Greater China’ and he was conferred the ‘Best Integrity Award’ in 2008. He was also granted the honour of “Golden Peak Award of Outstanding Corporation Leaders in Taiwan” in 1998. Dr. LIU was also a member of the Hong Kong-Taiwan Business Co-operation Committee. He joined the Group in February 2017.

Save as disclosed above, Dr. LIU (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Dr. LIU has not entered into any service contract for his duty as the independent non-executive Director with the Company. He is entitled to receive an annual director’s fee of HK\$60,000 which was determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company’s performance. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Dr. LIU was interested in 3,600,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Dr. LIU did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(5) MR. LAM KIT SUN

Mr. LAM Kit Sun, aged 45, is an independent non-executive director of the Company, the chairperson of the nomination committee of the Company and a member of the audit committee and remuneration committee of the Company. He joined the Company in August 2022. He is an executive director, chief financial officer and company secretary of Universe Entertainment and Culture Group Company Limited (stock code: 1046), the securities of which are listed on the Main Board of the Stock Exchange since August 2013. He has over 20 years' experience in the field of financial reporting, financial management and audit experience in the PRC and Hong Kong. He graduated from The Hong Kong University of Science and Technology with a bachelor's degree in Business Administration in Accounting. Mr. LAM is a fellow and practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate of The Hong Kong Chartered Governance Institute and a non-practicing member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Mr. LAM (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Mr. LAM has not entered into any service contract for his duty as the independent non-executive Director with the Company. He is entitled to receive an annual director's fee of HK\$60,000 which was determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. LAM did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

There is no information relating to the above Directors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.



Sinopharm Tech Holdings Limited

國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Sinopharm Tech Holdings Limited (the “Company”) will be held at Units 15–16, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong on Friday, 16 December 2022 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the directors’ report and independent auditors’ report of the Company for the year ended 30 June 2022;
2.
 - (a) To re-elect Mr. HO Kam Kin as an executive director;
 - (b) To re-elect Ms. KWOK Shuk Yi as an executive director;
 - (c) To re-elect Dr. CHENG Yanjie as a non-executive director;
 - (d) To re-elect Dr. LIU Ta-pei as an independent non-executive director;
 - (e) To re-elect Mr. LAM Kit Sun as an independent non-executive director; and
 - (f) To authorize the board of directors (the “Board” or the “Directors”) to fix the Directors’ remuneration;
3. To re-appoint CCTH CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration;
4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”), the exercise by the Directors

NOTICE OF ANNUAL GENERAL MEETING

during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and

(bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

- 5. to, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. to, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and are hereby authorized to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the Share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
CHAU Wai Wah Fred
Executive Director

Hong Kong, 15 November 2022

Registered office:

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 15–16, 25/F.,
Corporation Park
11 On Lai Street, Shatin
New Territories, Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed.
2. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such shares.