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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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)**

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM to be held at Meeting Room M1, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 25 August 2023 at 11:00 a.m. is set out on pages 15 to 17 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 <https://www.hkgem.com> 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>.*

10 August 2023

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## CHARACTERISTICS OF GEM

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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

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

“Board”	the board of Directors
“Business Day”	a day on which licensed banks are generally open for banking business in Hong Kong, other than Saturdays, Sundays and any day on which a tropical cyclone warning No. 8 or above or “extreme conditions” caused by super typhoons is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a black rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 5,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Sinopharm Tech Holdings Limited (Stock Code: 08156), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.3125 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the Share Consolidation
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.0125 each in the existing share capital of the Company before the Share Consolidation becoming effective
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of directors of the Stock Exchange

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## DEFINITIONS

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 August 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every twenty five (25) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option(s)”	the option(s) to subscribe for new Shares granted and to be granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 9 June 2021
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

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

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation is set out below which is indicative only. The timetable is subject to the results of the EGM and other changes which may arise. The Company will notify the Shareholders of any significant changes to the expected timetable by way of announcement(s) as and when appropriate.

Events	Time and Date 2023
Despatch date of the circular with notice and proxy form of the EGM . . . . .	Thursday, 10 August
Latest date and time for lodging transfer documents in order to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Monday, 21 August
Closure of register of members for determining the entitlement to attend and vote at the EGM . . . . .	Tuesday, 22 August to Friday, 25 August (both days inclusive)
Latest date and time for lodging forms of proxy for the EGM. . . . .	11:00 a.m. on Wednesday, 23 August
Record date for attendance and voting at the EGM . . . . .	Friday, 25 August
Date and time of the EGM . . . . .	11:00 a.m. on Friday, 25 August
Publication of the announcement of voting results of the EGM . . . . .	Friday, 25 August

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## EXPECTED TIMETABLE

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**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:**

Effective date of the Share Consolidation . . . . .	Tuesday, 29 August
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences.. . . . .	Tuesday, 29 August
Dealings in Consolidated Shares commence. . . . .	9:00 a.m. on Tuesday, 29 August
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates in yellow colour) temporarily closes . . . . .	9:00 a.m. on Tuesday, 29 August
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates in yellow colour) opens. . . . .	9:00 a.m. on Tuesday, 29 August
Original counter for trading in the Consolidated Shares in new board lots of 10,000 Consolidated Shares (in the form of new share certificates in blue colour) re-opens. . . . .	9:00 a.m. on Tuesday, 12 September
Parallel trading in the Consolidated Shares (in the form of new share certificates in blue colour and existing share certificates in yellow colour) commences. . . . .	9:00 a.m. on Tuesday, 12 September
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Tuesday, 12 September
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on Tuesday, 3 October

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## EXPECTED TIMETABLE

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Temporary counter for trading in the  
Consolidated Shares in board lots of 200  
Consolidated Shares (in the form of existing  
share certificates in yellow colour) closes . . . . . 4:10 p.m. on Tuesday,  
3 October

Parallel trading in the Consolidated Shares (in  
form of new share certificates in blue colour and  
existing share certificates in yellow colour) ends . . . . . 4:10 p.m. on Tuesday,  
3 October

Last day for free exchange of existing share  
certificates for new share certificates for the  
Consolidated Shares. . . . . Thursday, 5 October

*Notes:*

- (1) All times and dates specified in the timetable above refer to Hong Kong times and dates.
- (2) The dates or deadlines specified in this circular are subject to the satisfaction of all the conditions of the Share Consolidation and are therefore indicative only. Any subsequent changes to the expected timetable will be published or notified to the Shareholders in a separate announcement as and when appropriate.





**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 Director:*

Mr. LAU Fai Lawrence

*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

10 August 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 20 July 2023 regarding the proposed Share Consolidation and Change in Board Lot Size. The purpose of this circular is to provide you with, among other things, (i) further details of the proposed Share Consolidation and the Change in Board Lot Size; and (ii) the notice of the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty five (25) Existing Shares of par value of HK\$0.0125 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.3125 each.

#### Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 divided into 16,000,000,000 Shares of par value of HK\$0.0125 each, and there are 4,592,326,397 Existing Shares in issue which are fully paid or credited as fully paid.

Assuming no further Existing Shares will be issued between the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 183,693,055 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$200,000,000 but will be divided into 640,000,000 Consolidated Shares of par value of HK\$0.3125 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

#### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions being fulfilled:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective, and;
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 29 August 2023, being the second Business Day after the EGM.

As at the Latest Practicable Date, none of the conditions above has been fulfilled.

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## LETTER FROM THE BOARD

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### **Listing Application**

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective and the Consolidated Shares which may be issued pursuant to the exercise of the Share Options which may be granted under the Share Option Scheme.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

Pursuant to the relevant terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of Shares falling to be issued and the exercise price of the Share Options. As at the Latest Practicable Date, there are 239,000,000 outstanding Share Options entitling the holders thereof to subscribe for an aggregate of 239,000,000 Existing Shares under the Share Option Scheme. As a result of the Share Consolidation and in accordance with the Share Option Scheme, the exercise price and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options will be adjusted as follows with effect from the effective date of the Share Consolidation (i.e. on Tuesday, 29 August 2023).

## LETTER FROM THE BOARD

Name or category of participant	Date of grant	Exercisable period (both days inclusive)	Immediately prior to the adjustments as a result of completion of the Share Consolidation	Immediately after the adjustments as a result of completion of the Share Consolidation		
			Exercise price per Existing Share <i>HKS</i>	Number of Existing Shares to be issued under the outstanding Share Options	Adjusted exercise price per Consolidated Share <i>HKS</i>	Adjusted number of Consolidated Shares to be issued under the outstanding Share Options
<i>Executive Director:</i>						
Mr. CHAU Wai Wah Fred	28 December 2022	1 July 2023 to 30 June 2028	0.04	40,000,000	1.00	1,600,000
Mr. HO Kam Kin	28 December 2022	1 July 2023 to 30 June 2028	0.04	40,000,000	1.00	1,600,000
Ms. KWOK Shuk Yi	28 December 2022	1 July 2023 to 30 June 2028	0.04	40,000,000	1.00	1,600,000
<i>Non-executive Director:</i>						
Dr. CHENG Yanjie	28 December 2022	1 July 2023 to 30 June 2028	0.04	4,000,000	1.00	160,000
<i>Independent Non-executive Director:</i>						
Mr. LAU Fai Lawrence	28 December 2022	1 July 2023 to 30 June 2028	0.04	4,000,000	1.00	160,000
<i>Others:</i>						
Six employees	28 December 2022	1 July 2023 to 30 June 2028	0.04	111,000,000	1.00	4,440,000
				239,000,000	9,560,000	

As at the Latest Practicable Date, a total of 153,737,680 Existing Shares may be issued upon exercise of the Shares Options to be granted under the scheme mandate limit of the Share Option Scheme. As a result of the Share Consolidation, the maximum number of the Consolidated Shares which may fall to be issued upon exercise of the Shares Options to be granted under the scheme mandate limit of the Share Option Scheme will be adjusted to 6,149,507 Consolidated Shares. Pursuant to the terms of the Share Option Scheme, the maximum number of Shares issued and to be issued upon exercise of the Share Options granted and to be granted to each Share Options holder may be adjusted in such manner as the auditors of the Company (acting as experts and not as arbitrators) shall certify in writing to be fair and reasonable, in the event of any alteration in the capital structure of the Company. The Company intends to obtain such certification from the Company's auditors and the Company will make further announcement(s) in relation to such adjustments closer to the effective date of the Share Consolidation.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

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## LETTER FROM THE BOARD

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On 17 January 2014, the Company issued unlisted convertible bonds with a principal amount of HK\$89,625,000 (the “CBs”). After the fifth amendments of the principal terms of the CBs in 2021, the CBs could be converted into the maximum number of 405,542,986 Existing Shares with the maturity date extended to 17 January 2022, the conversion price amended to HK\$0.221 per conversion share and the interest rate increased to 10% per annum. The bondholder has not exercised any of its conversion right and has no conversion right of the CBs which have been matured since 17 January 2022. Therefore, the CBs have not been convertible since then.

On 30 August 2021, the Company issued unlisted convertible bonds due on 20 February 2023 with a principal amount of HK\$50,000,000 at an interest rate of 7% per annum (the “CBs II”). A maximum number of 172,413,793 Existing Shares would be issued by the Company upon full conversion of the CBs II at the initial conversion price of HK\$0.29 per conversion share. The bondholder has not exercised any of its conversion right and has no conversion right of the CBs II which have been matured since 20 February 2023. Therefore, the CBs II have not been convertible since then.

As at the Latest Practicable Date, the Company is still in the progress of negotiating with the bondholders for the renewal of or further extension on the CBs and the CBs II respectively and will disclose further developments on the above matters by way of further announcement(s) in a timely manner in accordance with regulatory requirements.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will be changed from 5,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK\$0.010 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the estimated market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$1,250; and (ii) the estimated market value of each board lot of 10,000 Consolidated Shares, assuming the Change of Board Lot had also been effective, would be HK\$2,500.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

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## LETTER FROM THE BOARD

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### OTHER ARRANGEMENTS

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

#### **Odd lot arrangement and matching service**

To facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed One China Securities Limited as its designated broker to provide matching services, on a best effort basis regarding the sale and purchase of odd lots of the Consolidated Shares from 9:00 a.m. on Tuesday, 12 September 2023 to 4:00 p.m. on Tuesday, 3 October 2023 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares should contact Ms. Carmen Wong of One China Securities Limited at 2/F., Cheong K. Building, 86 Des Voeux Road Central, Central, Hong Kong (telephone number: (852) 3188 2676) during the office hours of such period.

**Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.**

#### **Exchange of share certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, Shareholders may on or after Tuesday, 29 August 2023 and until Thursday, 5 October 2023 (both days inclusive), submit their existing share certificates of the Existing Shares in yellow colour to 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 for exchange for new share certificates for the Consolidated Shares in blue colour at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for each share certificate of the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

The existing share certificates will only be valid for deliver, trading and settlement purposes for the period up to 4:10 p.m. on Tuesday, 3 October 2023, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of twenty five (25) Existing Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificate for the Existing Shares which are in yellow colour.

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## LETTER FROM THE BOARD

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### REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” (the “Guide”) issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the securities at a level less than HK\$0.1 will be considered as approaching the extremities of HK\$0.01 as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Share Consolidation ratio (i.e. consolidation of every 25 Existing Shares into 1 Consolidated Share) and the Change in Board Lot Size were determined after considering the following factors: (i) avoid and minimise the creation of odd lots; (ii) avoid the creation of fractional Consolidated Shares; and (iii) maintain the trading value of each board lot at a reasonable level. The Company has considered other alternative ratios for the Share Consolidation and was of the view that (i) the ratio smaller than the 25:1 ratio (such as 10:1) would lead to the expected value per new board lot of 10,000 Consolidated Shares as at the Latest Practicable Date to less than HK\$2,000, and (ii) the ratio larger than the 25:1 ratio (such as 30:1) would create more odd lots under the new board lot of 10,000 Consolidated Shares.

Based on the closing price of the Existing Shares of HK\$0.010 on the Latest Practicable Date and the board lot size of 5,000 Existing Shares, the board lot value of the Existing Shares is HK\$50 only, which is less than HK\$2,000. The Board considers that after the Share Consolidation and the Change in Board Lot Size became effective, the estimated board lot value will be HK\$2,500. This will enable the Company to comply with the trading requirements under the Guide and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, because most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, therefore will further broaden the shareholder base of the Company. Adopting the Share Consolidation ratio of 25:1 and the change of the board lot size from 5,000 Existing Shares to 10,000 Consolidated Shares would enable the Company to minimise the creation of odd lots. Meanwhile, in order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed a broker to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

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## LETTER FROM THE BOARD

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Notwithstanding the costs incurred by the Company for the implementation of the Share Consolidation and the Change in Board Lot Size and the creation of odd lots to the Shareholders, the Board considers that the Share Consolidation and Change in Board Lot Size are justifiable in view of the above reasons. Accordingly, the Board is of the view that the current ratio of Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no current plans for, or intention to conduct, any other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size.

### EGM

The EGM will be held at Meeting Room M1, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 25 August 2023 at 11:00 a.m. for the Shareholders to consider and, if thought fit, pass the ordinary resolution for approving the Share Consolidation. The resolution approving the Share Consolidation will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM. The notice of the EGM is set out on pages 15 to 17 of this circular.

To the best knowledge, information and belief of the Directors, no Shareholder has a material interest in the Share Consolidation and is required to abstain from voting on the resolution for approving the Share Consolidation at the EGM.

A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof to 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. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

### CLOSURE OF REGISTER OF MEMBERS

To ascertain the eligibility of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 22 August 2023 to Friday, 25 August 2023 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the entitlements of the Shareholders to attend and vote at the EGM is Friday, 25 August 2023. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with 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 later than 4:30 p.m. (Hong Kong time) on Monday, 21 August 2023.



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## LETTER FROM THE BOARD

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### GENERAL

None of the Directors, the controlling shareholder (as defined under the GEM Listing Rules) of the Company and their respective close associates (as defined under the GEM Listing Rules) are considered to have an interest in a business which competes or may compete with the business of the Group and there is no conflicts of interest which the Directors, the controlling shareholder (as defined under the GEM Listing Rules) of the Company and their respective close associates (as defined under the GEM Listing Rules) have or may have with the Group.

### RECOMMENDATION

The Directors consider that the proposed resolution in relation to the Share Consolidation to be put forward at the EGM is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Share Consolidation.

### 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.

### WARNING

**Shareholders and potential investors of the Company should take note that the Share Consolidation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully,  
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*



**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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the Sinopharm Tech Holdings Limited (the “**Company**”) will be held at Meeting Room M1, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 25 August 2023 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution:

**ORDINARY RESOLUTION**

“**THAT**

1. subject to and conditional upon (i) the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed or the aforesaid conditions are fulfilled (whichever is later):
  - (a) every twenty five (25) issued and unissued ordinary shares of par value of HK\$0.0125 each in the share capital of the Company be consolidated into one (1) consolidated share (the “**Consolidated Share**”) of par value of HK\$0.3125 each (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) following the Share Consolidation, any one of the directors of the Company (the “**Director(s)**”) be and is hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefits of the Company in such manner and on such terms as the Directors may think fit; and
- (c) any one or more of the Directors be and is hereby authorised to do all such acts and things and sign and execute all such documents for and on behalf of the Company, including under the common seal of the Company, where applicable, as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise arising from and/or in connection with the Share Consolidation.”

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, 10 August 2023

*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 EGM (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 EGM is enclosed.
2. To ascertain the eligibility of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 22 August 2023 to Friday, 25 August 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. The record date for determining the entitlements of the shareholders of the Company to attend and vote at the EGM is Friday, 25 August 2023. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on Monday, 21 August 2023.

3. In order to be valid, the 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 of attorney 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 EGM 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 EGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
4. 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.