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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.

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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,  
PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 22 December 2023 at 11:00 a.m. is set out on pages 25 to 29 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 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 website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of 7 days from the date of its publication and on the website of the Company at <http://www.sinopharmtech.com.hk>.*

23 November 2023

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## CHARACTERISTICS OF GEM

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**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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## CONTENTS

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	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandate to Issue Shares and to Repurchase Shares .....	4
3. Re-election of Retiring Directors .....	5
4. Proposed Amendments to the Existing Memorandum and Articles of Association and Adoption of the New Memorandum and Articles of Association .....	6
5. Annual General Meeting .....	6
6. Responsibility Statement .....	7
7. Recommendations .....	7
<b>Appendix I — Explanatory Statement on Repurchase Mandate</b> .....	8
<b>Appendix II — Details of Directors Proposed to be Re-elected</b> .....	12
<b>Appendix III — Details of the Proposed Amendments to the Existing         Memorandum and Articles of Association</b> .....	16
<b>Notice of Annual General Meeting</b> .....	25

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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:*

“AGM”	the annual general meeting of the Company to be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 22 December 2023 at 11:00 a.m., notice of which is set out in this circular
“Articles of Association”	the articles of association 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, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association 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”	20 November 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum of Association”	the memorandum of association of the Company (as amended from time to time)

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## DEFINITIONS

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“New Memorandum and Articles of Association”	the proposed second amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments to be adopted at the AGM
“PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association currently in force, details of which are set out in Appendix III to this circular
“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\$0.3125 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  
Mr. HSU Dong An  
Mr. HEUNG Pik Lun

*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:*

Unit 1802, 18/F,  
Ruttonjee House, Ruttonjee Centre  
11 Duddell Street, Central  
Hong Kong

23 November 2023

*To the Shareholders:*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
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; (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and (iv) the notice of the AGM.

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## LETTER FROM THE BOARD

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### **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 183,693,055 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 36,738,611 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 18,369,305 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.

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## LETTER FROM THE BOARD

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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 Act, Cap. 22 (Act 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. HSU Dong An (“**Mr. HSU**”) and Mr. HEUNG Pik Lun (“**Mr. HEUNG**”) 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. HSU and Mr. HEUNG were nominated by Board members for consideration by the nomination committee of the Company who then made recommendations for the Board’s consideration. The Board believes that Mr. HSU and Mr. HEUNG should be re-elected as independent non-executive Director of the Company for their perspectives, skills, experience and diversity (including age, cultural and educational background, and length of service, etc.) that can be brought to the Board. Mr. HSU, aged 34, has over 11 years of experience in the field of corporate finance, financial management and audit experience in Hong Kong and the PRC and is a CFA charterholder of the CFA Institute whereas Mr. HEUNG, aged 61, is a senior executive with extensive experience in administrative management and with over 20 years of business experience in both the PRC and Hong Kong and has also managed several listed companies in the PRC and Hong Kong, demonstrating a deep understanding and proficient skills in corporate management and capital market. Mr. HSU and Mr. HEUNG have provided the Board with written confirmation that they have met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. The Board considers them to be independent.

In accordance with Article 116 of the Articles of Association, Mr. CHAU Wai Wah Fred and Mr. LAU Fai Lawrence will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

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



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## LETTER FROM THE BOARD

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#### **4. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 22 November 2023 (the “**Announcement**”). As disclosed in the Announcement, the Board proposes to amend the Existing Memorandum and Articles of Association and to adopt the New Memorandum and Articles of Association.

On 1 January 2022, the GEM Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the GEM Listing Rules. As such, the Board proposes to amend the Existing Memorandum and Articles of Association to, among others, (i) ensure that the memorandum and articles of association of the Company complies with the latest requirements of the GEM Listing Rules and the applicable laws of the Cayman Islands; (ii) update and clarify provisions where it is considered desirable; and (iii) make certain minor housekeeping amendments to the Existing Memorandum and Articles of Association.

The details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM.

The Company has been advised by its legal advisers that the Proposed Amendments conform with the core shareholder protection standards as set out in Appendix 3 of the GEM Listing Rules and the Companies Act (2023 Revision) of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

#### **5. 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 25 to 29 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.

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## LETTER FROM THE BOARD

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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.

### 6. 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.

### 7. RECOMMENDATIONS

The Directors consider the proposed grant of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate; the proposed re-election of retiring Directors; and the Proposed Amendments and the adoption of the New Memorandum and Articles of Association 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 183,693,055 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 18,369,305 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 2023) 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	27,097,575 (L)	14.75%	16.39%
Integrated Asset Management (Asia) Limited ("Integrated Asset") & its concert parties (Note 2)	Beneficial Owner	21,694,520 (L)	11.81%	13.12%
Tse Siu Hoi	Beneficial Owner	12,426,000 (L)	6.76%	7.52%

*L denotes long position*

*Notes:*

1. The 27,097,575 Shares were held by Best Frontier which was wholly owned by Mr. LAM Yui Keung.
2. The 21,694,520 Shares were owned by Integrated Asset which was wholly owned by Mr. YAM Tak Cheung.

On 17 January 2014, the Company issued unlisted convertible bonds with a principal amount of HK\$89,625,000 (the “CBs”) to Integrated Asset. 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 ordinary shares of par value of HK\$0.0125 each of the Company, 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. As at the Latest Practicable Date, the Company is still in the progress of negotiating with the bondholder for the renewal of or further extension on the CBs 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
November	1.625	0.475
December	1.775	0.775
<b>2023</b>		
January	1.000	0.750
February	0.975	0.650
March	0.850	0.425
April	0.550	0.425
May	0.475	0.325
June	0.500	0.350
July	0.425	0.250
August	0.300	0.130
September	0.210	0.112
October	0.164	0.118
November (up to the Latest Practicable Date)	0.147	0.117

*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. CHAU WAI WAH FRED**

**Mr. CHAU Wai Wah Fred**, aged 61, is an executive director, authorised representative and compliance officer of the Company. He is also a member of the remuneration committee and nomination committee of the Company and was an independent non-executive director and a member of the audit committee of the Company. He is the director of various subsidiaries of the Group. Mr. CHAU joined the Group in November 2019. He was formerly the Head of the Office of Dutiable Commodities Administration of Hong Kong Customs and Excise Department (C&ED) and retired with rank of Senior Superintendent. He has served the C&ED for 34 years with wide range of exposure including intellectual property rights (IPR) protection, anti-smuggling, anti-narcotics, intelligence and liaisons and dutiable commodities administration. Mr. CHAU has served as the Divisional Commander and Group Head of the Intellectual Property Investigation Bureau to combat on organized transnational crimes, in particular in IPR infringement cases with the Mainland and overseas counterparts. Mr. CHAU was awarded the honours of Customs and Excise Medal for Meritorious Service (C.M.S.M.) by the Chief Executive in the 2017 honours presentation ceremony.

Save as disclosed above, Mr. CHAU (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. CHAU 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\$240,000 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 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. CHAU was interested in 152,000 Shares and 1,600,000 share options of the Company granted by the Company on 28 December 2022 under the share option scheme adopted by the Company on 9 June 2021. Save as disclosed above, Mr. CHAU did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

**(2) MR. LAU FAI LAWRENCE**

**Mr. LAU Fai Lawrence**, aged 52, is an independent non-executive director of the Company and a chairperson of the audit committee and remuneration committee of the Company. He joined the Company in January 2020. Mr. LAU is currently a practising certified public accountant in Hong Kong. Mr. LAU graduated from The University of Hong Kong with a bachelor's degree in business administration in 1994 and obtained a master's degree in corporate finance from Hong Kong Polytechnic University in 2007. Mr. LAU is currently the company secretary of BBMG Corporation (stock code: 2009.HK) since August 2008, an independent non-executive director of Artini Holdings Limited (stock code: 789.HK) since April 2008, Renco Holdings Group Limited (stock code: 2323.HK) since March 2016 and China Energine International (Holdings) Limited since March 2020 (stock code: 1185.HK). Mr. LAU was an executive director of Future World Financial Holdings Limited (stock code: 572.HK) between January 2014 and July 2022, a non-executive director of Alltronics Holdings Limited (stock code: 833.HK) between March 2017 and December 2018, an independent non-executive director of Winto Group (Holdings) Limited (stock code: 8238.HK) between April 2019 and November 2019, Tenwow International Holdings Limited (stock code: 1219.HK) between November 2018 and November 2020 and Titan Petrochemicals Group Limited (stock code: 1192.HK) between March 2014 and August 2023.

Save as disclosed above, Mr. LAU (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. LAU has not entered into any service contract for his duties as the independent non-executive Director with the Company. He is entitled to receive 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. LAU was interested in 160,000 share options of the Company granted by the Company on 28 December 2022 under the share option scheme adopted by the Company on 9 June 2021. Save as disclosed above, Mr. LAU did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.



**(3) MR. HSU DONG AN**

**Mr. HSU Dong An**, aged 34, 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 2023. He has been a director of a subsidiary of a listed Company in Hong Kong since July 2021. He has over 11 years of experience in the field of corporate finance, financial management and audit experience in Hong Kong and the PRC. From April 2013 to June 2021, he was a vice president of corporate finance of a previously listed Company in Hong Kong. He is a CFA charterholder of the CFA Institute. He graduated from the University of Southern California with a bachelor's degree in Accounting in 2011.

Save as disclosed above, Mr. HSU (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. HSU 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. HSU did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

**(4) MR. HEUNG PIK LUN**

**Mr. HEUNG Pik Lun**, aged 61, is an independent non-executive director of the Company, a member of the audit committee and nomination committee of the Company. He joined the Company in September 2023. He is a senior executive with extensive experience in administrative management. With over 20 years of business experience in both the PRC and Hong Kong, Mr. HEUNG has a wealth of experience in market development. He has also managed several listed companies in the PRC and Hong Kong, demonstrating a deep understanding and proficient skills in corporate management and capital market. Mr. HEUNG has been appointed as an executive director of Master Glory Group Limited (stock code: 275.HK), the shares of which were listed on the Main Board of the Stock Exchange and delisted on 8 February 2021, from 10 February 2011 to 8 February 2021. He holds a Royal Chartered Surveyor qualification.

Save as disclosed above, Mr. HEUNG (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. HEUNG 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. HEUNG 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 retiring Directors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.*

*A summary of details of the proposed major amendments to the Existing Memorandum and Articles of Association as a result of the adoption of the New Memorandum and Articles of Association are as follows:*

#### SUMMARY OF MAJOR AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

THAT the Existing Memorandum and Articles of Association be and are hereby amended as follows (for reference purposes, marked up against the Existing Memorandum and Articles of Association, where applicable):

- (1) By updating the company name of “China Vanguard Group Limited 眾彩科技股份有限公司” wherever they may appear and replacing them with the company name “Sinopharm Tech Holdings Limited 國藥科技股份有限公司”.
- (2) By renaming the “Memorandum and Articles of Association” as “Second Amended and Restated Memorandum and Articles of Association”.
- (3) By deleting the words “Amended and Restated” wherever they may appear and replacing them with the words “Second Amended and Restated”.
- (4) By deleting the words “the Companies Law (2002 Revision)” wherever they may appear and replacing them with the words “the Companies Act (As Revised)”.
- (5) By deleting the words “Companies Law” wherever they may appear and replacing them with the words “Companies Act”.
- (6) By deleting the words “the Law” wherever they may appear and replacing them with the words “the Act”.

#### DETAILS OF AMENDMENTS TO MEMORANDUM OF ASSOCIATION

THAT the Memorandum of Association be and are hereby amended as follows (for reference purposes, marked up against the Memorandum of Association, where applicable):

##### Clause 1

- (7) By deleting existing Clause 1 in its entirety and replacing it with the following:

“1. The name of the Company is ~~China Vanguard Group Limited~~**Sinopharm Tech Holdings Limited**, the Chinese Translation 眾彩科技股份有限公司~~國藥科技~~股份有限公司 ~~is for identification purpose only.~~”

**Clause 2**

(8) By deleting existing Clause 2 in its entirety and replacing it with the following:

“2. The registered office of the Company shall be at Tricor Services (Cayman Islands) Limited, Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103~~Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1 1111~~, Cayman Islands, or at such other place as the Directors may from time to time decide.”

**Clause 5**

(9) By deleting existing Clause 5 in its entirety and replacing it with the following:

“5. The share capital of the Company is **HK\$200,000,000.00** divided into **640,000,000**~~20,000,000,000~~ shares of a par value of **HK\$0.0103125** each.”

**DETAILS OF MAJOR AMENDMENTS TO ARTICLES OF ASSOCIATION**

THAT the Articles of Association be and are hereby amended as follows (for reference purposes, marked up against the Articles of Association, where applicable):

**Article 2**

(10) By deleting the words “Growth Enterprise Market” wherever they may appear and replacing them with the words “GEM”.

(11) By deleting the repeated defined term(s) as appeared in the beginning of every definition for all defined terms.

(12) By deleting the words “GEM” as appeared in the definition of “associate(s)”.

(13) By deleting the definition of “the Company” in its entirety and replacing it with the following:

“the Company/this Company ~~“the Company” or “this Company”~~ shall mean **China Vanguard Group Limited Sinopharm Tech Holdings Limited**, the Chinese Translation 眾彩科技股份有限公司國藥科技股份有限公司 ~~is for identification purpose only;~~”

(14) By deleting the words “Cap. 32” as appeared in the definition of “the Companies Ordinance” and replacing it with the words “Cap. 622”.

(15) By deleting the words “Electronic Transactions Law 2000” as appeared in the definition of “electronic” and replacing it with the words “Electronic Transactions Act (2003 Revision)”

- (16) By deleting the definition of “Electronic Transactions Law” in its entirety and replacing it with the following:

**“Electronic Transactions Law Act**                    ~~“Electronic Transactions Law”~~ shall mean Section 8 of the Electronic Transactions ~~Law Act~~ (2003 Revision) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;”

- (17) By deleting the definition of “HK Code on Takeovers & Mergers” in its entirety and replacing it with the following:

**“HK Code on Takeovers & Mergers**                    ~~“HK Code on Takeovers & Mergers”~~ shall mean the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time;”

- (18) By deleting the definition of “Listing Rules” in its entirety and replacing it with the following:

**“Listing Rules**                    ~~“Listing Rules”~~ shall mean the Rules Governing the Listing of Securities on GEM ~~the Growth Enterprise Market~~ of The Stock Exchange of Hong Kong Limited as amended from time to time;”

- (19) By deleting the definition of “special resolution” in its entirety and replacing it with the following:

**“special resolution**                    ~~“special resolution”~~ shall have the same meaning as ascribed thereto in the ~~Law Act~~ and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the ~~votes of voting rights held by~~ such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given in accordance with Article 73 and includes a special resolution passed pursuant to Article 84;”

- (20) By deleting the word “gener” as appeared in the definition of “gender” and replacing it with the word “gender”.

- (21) By deleting the defined term “singular and plura” and replacing it with the words “singular and plural”.

**Article 3**

(22) By deleting existing Article 3 in its entirety and replacing it with the following:

“3. The capital of the Company at the date of the adoption of these Articles is HK\$200,000,000.00 divided into 640,000,000~~20,000,000,000~~ shares of a par value of HK0.040.3125 each.”

**Article 6(a)**

(23) By deleting existing Article 6(a) in its entirety and replacing it with the following:

“(a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the ~~Law~~Act, be varied or abrogated with the consent in writing of the holders of at least not less than three-fourths in nominal value of the issued shares of that class, or with the ~~approval~~sanction of a ~~special~~ resolution passed by at least three-fourths of the votes cast by of the holders of the shares of that class present and voting in person or by proxy at a separate meeting of the such holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be ~~a person or two~~ persons together holding (or representing by proxy) at the date of the relevant meeting ~~not less than at least one-third in nominal value~~ of the issued shares of that class.”

**Article 15(a) & (c)**

(24) By deleting existing Article 15(a) in its entirety and replacing it with the following:

“(a) Except when a register is closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance and, if applicable, subject to the additional provisions of paragraph (d) of this Article, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.”

(25) By deleting existing Article 15(c) in its entirety and replacing it with the following:

“(c) The register may, on 14 days’ notice being given by advertisement published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, be closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The

Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.”

#### Article 22

(26) By deleting the word “discorder” as appeared in existing Article 22 and replacing it with the word “disorder”.

#### Article 70

(27) By deleting existing Article 70 in its entirety and replacing it with the following:

“70. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; ~~and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting shall be held within six months after of the end of the Company’s financial year and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following years.~~ The annual general meeting shall be held at such time and place as the Board shall appoint.”

#### Article 72

(28) By deleting existing Article 72 in its entirety and replacing it with the following:

“72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~General meetings shall also be convened on the written requisition of any one or more members of the Company holding, deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the~~

requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.”

**Article 73(a)**

(29) By deleting existing Article 73(a) in its entirety and replacing it with the following:

“(a) An annual general meeting shall be called by notice of ~~at least~~not less than ~~twenty-one (21) clear days~~ in writing and a general meeting of the Company, other than an annual general meeting, shall be called by notice of at least fourteen (14) days in writing. ~~not less than twenty (20) clear business days in writing and any extraordinary general meeting called for the passing of a special resolution shall be called by notice of not less than twentyone (21) clear days and not less than ten (10) clear business days in writing. Any other extraordinary general meeting shall be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days in writing.~~ The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

**New Article 85A**

(30) By adding a new Article 85A immediately after the existing Article 85:

“85A All members of the Company (including a member which is a clearing house (or its nominee(s)) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration.”

**Article 89(b)(ii)**

(31) By deleting the word “GEM” as appeared in existing Article 89(b)(ii).



**Article 90**

(32) By deleting existing Article 90 in its entirety and replacing it with the following:

“90. Any member (including a member which is a clearing house (or its nominee(s))) of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A corporation which is a member may execute a form of proxy under the hand of a duly authorised officer. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).”

**Article 96(b)**

(33) By deleting existing Article 96(b) in its entirety and replacing it with the following:

“(b) If a recognised clearing house (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint proxies or authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s), who enjoys rights equivalent to the rights of other members, at any general meeting of the Company (including but not limited to general meetings and creditor meetings) or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorized pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee) which he represents as that recognised clearing house (or its nominee) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such proxy form or authorisation, including the right to speak and vote individually on a show of hands or on a poll, notwithstanding any contrary provision contained in Articles 85 and 85A.”

**Article 99**

(34) By deleting existing Article 99 in its entirety and replacing it with the following:

“99. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional to the Board. Any Director ~~so appointed by the Board to fill a casual vacancy or as an addition to the existing Board~~ shall hold office only until the ~~next following~~ first annual general meeting of the Company after his appointment ~~(in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number)~~ and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.”

**Article 110**

(35) By deleting the word “imediately” as appeared in existing Article 110 and replacing it with “immediately”.

**Article 111**

(36) By deleting the word “ot” as appeared in existing Article 111 and replacing it with “to”.

**Article 112(c)**

(37) By deleting the words “Section 157H of the Companies Ordinance” as appeared in existing Article 112(c) and replacing it with “Sections 500–503 of the Companies Ordinance”.

(38) By deleting the words “Associates (as defined in Article 107(f) above)” as appeared in existing Article 112(c)(i) and replacing it with “associates”.

**Article 119**

(39) By deleting existing Article 119 in its entirety and replacing it with the following:

“119. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law Act, the Company may by ordinary resolution elect any person to be a Director ~~either to fill a casual vacancy or as an addition to the existing Directors (including a managing director or other executive director).~~ Any Director ~~so~~ appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following first annual general meeting of the Company after his appointment (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.”

**Article 122(a)**

(40) By deleting existing Article 122(a) in its entirety and replacing it with the following:

“(a) The ~~Company members~~ may by ordinary resolution at any time remove any Director (including a managing Director or other executive Director) before the expiration of his ~~period-term~~ of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and

may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.”

#### Article 165

(41) By deleting existing Article 165 in its entirety and replacing it with the following:

“165. The members shall at each annual general meeting by ordinary resolution ~~The Company shall at any annual general meeting~~ appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the ~~Company~~ members at the annual general meeting by ordinary resolution at which they are appointed provided that in respect of any particular year the ~~Company~~ members in general meeting may by ordinary resolution delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. Subject to compliance with the Listing Rules, t~~The~~ Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Subject to compliance with the Listing Rules, the~~The~~ remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board. The members may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new Auditors in their place for the remainder of the term.”

#### Article 169(e)

(42) By deleting the word “Laws” as appeared in existing Article 169(e) and replacing it with “laws”.

#### Article 176

(43) By adding the following sentence at the beginning of the existing Article 176:

“176. Subject to the Companies Act, the members may by special resolution resolve to wind up the Company voluntarily or by the court.”

#### Article 180

(44) By deleting existing Article 180 in its entirety and replacing it with the following:

“180. The financial year end of the Company shall be 30 June in each year or as otherwise prescribed by the Board and may, from time to time, be changed by it.”



## 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 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 22 December 2023 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 2023;
2.
  - (a) To re-elect Mr. CHAU Wai Wah Fred as an executive director;
  - (b) To re-elect Mr. LAU Fai Lawrence as an independent non-executive director;
  - (c) To re-elect Mr. HSU Dong An as an independent non-executive director;
  - (d) To re-elect Mr. HEUNG Pik Lun as an independent non-executive director; and
  - (e) To authorize the board of directors (the “Board” or the “Directors”) to fix the Directors’ remuneration;
3. To re-appoint Elite Partners CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) 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;

“**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 Act 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 Act 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.”
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.”

### SPECIAL RESOLUTION

7. To consider and, if thought fit, passing the following resolution as a special resolution:

“**THAT** the amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) be amended in the manner as set out in Appendix III to the circular of the Company dated 23 November 2023 (the “**Circular**”); the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association; and that any one of the Directors or the company secretary or the registered office provider of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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, 23 November 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*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:*  
Unit 1802, 18/F,  
Ruttonjee House, Ruttonjee Centre  
11 Duddell Street, Central  
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.