THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") 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.

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, ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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, 19 December 2025 at 11:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

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

This circular will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at 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.

26 November 2025

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.

CONTENTS

Page

Characteristics of GEM i

Definitions 1

Letter from the Board

1. Introduction 3
2. General Mandate to Issue Shares and to Repurchase Shares 4
3. Re-election of Retiring Directors and Election of Directors 5
4. Annual General Meeting 6
5. Responsibility Statement 6
6. Recommendations 7

Appendix I — Explanatory Statement on Repurchase Mandate 8

Appendix II — Details of Directors Proposed to be Re-elected and Elected 12

Notice of Annual General Meeting 17

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, 19 December 2025 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
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"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
"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"	21 November 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Nomination Committee"	the nomination committee of the Company
"PRC"	The People's Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan

"Repurchase Mandate"	has the meaning ascribed to it under paragraph 2.2 of the Letter from the Board
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.0125 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"treasury shares"	has the meaning ascribed to it under the GEM Listing Rules which came into effect on 11 June 2024, as amended ands supplemented from time to time
"%"	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. CHIU Sin Nang Kenny
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:
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman KY1-1205
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

26 November 2025

To the Shareholders:

Dear Sir/Madam,

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

1. INTRODUCTION

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

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 (including any sale or transfer of treasury shares out of treasury) (other than by way of rights issue 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 (excluding any treasury 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 633,693,055 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 126,738,611 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 (excluding any treasury 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 63,369,305 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.

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 AND ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Dr. CHENG Yanjie and Mr. HEUNG Pik Lun will retire from office by rotation at the AGM. Dr. CHENG will not offer himself for re-election. Mr. HEUNG Pik Lun, being eligible, has offered himself for re-election at the AGM.

In accordance with Article 99 of the Articles of Association, any director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Mr. CHIU Sin Nang Kenny was appointed as an executive Director on 2 June 2025. Mr. CHIU will retire from office and, being eligible, offer himself for re-election at the AGM.

At the AGM, ordinary resolutions will also be proposed to elect Mr. DIU Peter and Mr. YU Ping Ming (the "**Proposed Directors**") as independent non-executive Directors.

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

The Nomination Committee, having taken into account the factors in the Company's nomination policy and the board diversity policy, with due regard to the diversity perspective on the background, experience and knowledge of Mr. CHIU Sin Nang Kenny, Mr. HEUNG Pik Lun, Mr. DIU Peter and Mr. YU Ping Ming, considers that they could contribute to the Board from their respective knowledge and experience as set out in Appendix II to this circular, and was satisfied that the re-election of Mr. CHIU Sin Nang Kenny as executive Director and Mr. HEUNG Pik Lun as an independent non-executive Director and the election of Mr. DIU Peter and Mr. YU Ping Ming as independent non-executive Directors would be in the interests of the Company and its Shareholders as a whole.

In addition, the Nomination Committee has assessed the independence of Mr. HEUNG, Mr. DIU and Mr. YU and reviewed the written confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules provided by each of them and the Nomination Committee considers that they are independent. The Nomination Committee is also satisfied that Mr. HEUNG, Mr. DIU and Mr. YU had the required character, integrity and experience to fulfil their respective role as independent non-executive Directors effectively and believed that the re-election/election of Mr. HEUNG, Mr. DIU and Mr. YU as independent non-executive Directors would be in the interests of the Company and its Shareholders as a whole.

4. ANNUAL GENERAL MEETING

The resolutions to be proposed at the AGM are set out in full in the notice of the AGM on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

To ascertain the entitlements to attend, speak and vote at the AGM, all relevant transfer document(s) and share certificate(s) must be lodged 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 no later than 4:30 p.m. on Monday, 15 December 2025 for registration. The record date for attending, speaking and voting at AGM is Monday, 15 December 2025.

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

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions set out in the notice of AGM will be voted by way of poll at the AGM. The Company will announce the results of poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

5. RESPONSIBILITY STATEMENT

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

6. RECOMMENDATIONS

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

Yours faithfully,
For and on behalf of the Board of
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
KWOK Shuk Yi
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 633,693,055 Shares and 1,480,151,050 non-voting convertible preference shares. There was no treasury share.

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 up to a maximum of 63,369,305 Shares, representing 10% of the total number of issued Shares as at the date of passing of the resolution.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS.

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 the market conditions and the funding arrangements at the material 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 2025) 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 in accordance with the GEM Listing Rules.

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 the meanings 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 Shares. In the event that the Repurchase Mandate is exercised in full and there is no 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 as at the Latest Practicable Date	Approximate percentage of the shareholding if the Repurchase Mandate is exercised in full
Integrated Asset Management (Asia) Limited ("**Integrated Asset**") & its concert parties *(Note 1)*	Beneficial Owner	321,694,520 (L)	50.77%	56.41%
Quantum Worldwide Investment Limited ("**Quantum**") & its concert parties *(Note 2)*	Beneficial Owner	150,000,000 (L)	23.67%	26.30%

L denotes long position

Notes:

1. Integrated Asset was wholly owned by Mr. YAM Tak Cheung.

2. Quantum was wholly owned by Mr. YAM Tak Cheung.

Save as aforesaid and based on the information known to Directors, as at 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 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 an obligation 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. CONFIRMATION OF NO UNUSUAL FEATURES

The Board confirms that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

11. SHARE PRICES

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

	Highest *HK$*	**Lowest** *HK$*
2024		
November	N/A*	N/A*
December	0.150	0.098
2025		
January	0.128	0.102
February	0.140	0.102
March	0.125	0.103
April	0.130	0.090
May	0.126	0.102
June	0.192	0.121
July	0.440	0.185
August	0.370	0.300
September	0.345	0.199
October	0.330	0.209
November (up to the Latest Practicable Date)	0.355	0.285

* *Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Wednesday, 2 October 2024 and was resumed with effect from 9:00 a.m. on Tuesday, 24 December 2024.*

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

(1) MR. CHIU SIN NANG KENNY

Mr. CHIU Sin Nang Kenny, aged 63, is an executive Director and authorised representative of the Company, a member of the remuneration committee of the Company and the Nomination Committee. He is also a director of certain subsidiaries of the Company. He joined the Company on 2 June 2025. Mr. CHIU is a professional accountant (FCPA) in Hong Kong and Australia, with over 35 years of experience in financial accounting and corporate management. Mr. CHIU currently serves as a non-executive director of China Changbaishan International Holdings Limited (formerly known as Hua Yin International Holdings Limited (Stock Code: 0989), the securities of which are listed on the Stock Exchange and a director of Hong Kong International Family Office Limited. He has previously held executive director position at Kin Shing Holdings Limited (Stock Code: 1630), the securities of which are listed on the Stock Exchange and independent non-executive director positions in various listed companies, the securities of which are listed on the Stock Exchange, including Keyne Limited ("**Keyne**") (formerly known as Nine Express Limited (Stock Code: 0009)), Sincere Watch (Hong Kong) Limited (Stock Code: 0444), Baijin Life Science Holdings Limited (formerly known as Affluent Partners Holdings Limited) (Stock Code: 1466)), Coolpad Group Limited (Stock Code: 2369), and Kingston Financial Group Limited (Stock Code: 1031) (which was delisted in February 2023).

Mr. CHIU holds a Master of Accountancy (MAcc) from The Chinese University of Hong Kong, an Executive Master of Professional Accountancy (EMPAcc) and a Chief Financial Officer (CFO) qualification from the National Accounting Institute of Shanghai, a Master of Commerce (Mcom) from the University of New South Wales in Australia, a Bachelor of Laws (LLB) from Peking University, a Bachelor of Administrative Studies (BAS) and a Bachelor of Arts (BA) in Economics from York University in Canada.

Mr. CHIU was an independent non-executive director of Keyne from 23 June 2015 to 1 July 2022. As disclosed in the regulatory announcement published by the Stock Exchange on 9 May 2023 (the "**Regulatory Announcement**"), the Listing Committee (the "**Listing Committee**") of the Stock Exchange criticised, *inter alia*, Mr. CHIU, as a former independent non-executive director of Keyne, for breaches of his obligations under the Declaration and Undertaking given to the Stock Exchange for failing to use his best ability to comply with the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange and procure Keyne to comply with the Listing Rules, particularly with regard to the disclosure in announcement and delay in publication of major and connected transactions. For details, please refer to the Regulatory Announcement, which can be found on the website of the Stock Exchange.

Apart from the direction of the Listing Committee in the Regulatory Announcement requiring Mr. CHIU to attend 26 hours of training on regulatory and legal topics including the compliance of the Listing Rules, which Mr. CHIU confirmed he has duly completed, no further action was taken against Mr. CHIU by the Stock Exchange in relation to the subject matter. Given Mr. CHIU's education, background and experience, the Board considers that Mr. CHIU is suitable to act as an executive Director and a member of the Nomination Committee and the remuneration committee of the Company.

Save as disclosed above, Mr. CHIU (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. CHIU has not entered into any service contract for his duties as the 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, Mr. CHIU is indirectly interested in 547,609,590 non-voting convertible preference shares of the Company through his wholly controlled corporation, Creative Big Limited. Save as disclosed above, Mr. CHIU 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. HEUNG PIK LUN

Mr. HEUNG Pik Lun, aged 63, is an independent non-executive Director of the Company, a member of the audit committee and remuneration committee of the Company and the Nomination Committee. 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 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. HEUNG is interested in 1,730,000 Shares. 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.

Mr. HEUNG has confirmed that (i) he has met each of the independence factors as referred to in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) save for being an independent non-executive Director, he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the Latest Practicable Date.

(3) DIU PETER

Mr. DIU Peter, aged 66, is a distinguished technology executive with more than three decades of leadership experience across artificial intelligence, semiconductors, wireless communications, and digital multimedia. His career reflects a rare blend of technical mastery and business acumen, spanning global technology enterprises, venture capital investment, R&D leadership, and strategic mergers and acquisitions.

Currently, Mr. DIU provides high-level strategic advisory services to the global technology community. He serves as a Mentor and Domain Expert under the Hong Kong Science and Technology Park (HKSTP), where he guides multinational corporations and startups in areas such as third-generation semiconductors, advanced materials, communications, and artificial intelligence.

In parallel, he also mentors portfolio companies of the German government-backed German Accelerator, supporting their efforts in technology commercialization and international expansion. He has additionally served as Senior Advisor to the European investment bank Bryan, Garnier & Co, where his focus has been on high tech investments and the establishment of global joint ventures.

Previously, Mr. DIU held senior executive roles at leading institutions. As Vice President at Qualcomm, he drove internet-related business development, spearheaded roadmap planning for GPUs, AI, security, and sensor technologies, and oversaw the smartphone ecosystem in China — gaining deep expertise in the convergence of mobile communications and artificial intelligence. Earlier, he served as Vice President of Communications Technology and R&D Director at the Hong Kong Applied Science and Technology Research Institute (ASTRI), where he built a world-class semiconductor R&D team and worked closely with the Hong Kong Office of the Communications Authority (OFCA) and the Innovation and Technology Commission (ITC) on spectrum policy initiatives.

Mr. DIU also brings entrepreneurial credentials. He founded Bitzmo Inc., a Silicon Valley startup specializing in ultra-wideband (UWB) semiconductors. His earlier career includes leadership positions at Cadence Design Systems, where he led the Wireless and Multimedia Design Services business; at National Semiconductor Corporation, where he directed Wireless Communications and contributed to the Venture Investment Committee; and at TRW Inc., where he advanced digital mobile phone and signal processing technologies.

Recognized as an industry thought leader, Mr. DIU was appointed by China's Ministry of Information Industry (MII) to its expert committee on UWB technology standards. He co-founded the Silicon Valley forum Wireless Communications Alliance and served as Secretary of the IEEE ASSP Society. He has been a frequent keynote speaker at major technology conferences across Asia, sharing insights on entrepreneurship, innovation, and commercialization.

Mr. DIU holds both Bachelor's and Master's degrees in Electrical Engineering from Cornell University.

Save as disclosed above, Mr. DIU (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.

If elected, Mr. DIU will not enter into any service contract for his duties as the independent non-executive Director with the Company. He will be entitled to receive an annual director's fee of HK$150,000 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, Mr. DIU did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. DIU has confirmed that (i) he has met each of the independence factors as referred to in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the Latest Practicable Date.

(4) YU PING MING

Mr. YU Ping Ming, aged 64, has been serving as a director of PAS Company Limited since June 2002, responsible for the company's overall business development and management. Prior to this, Mr. YU held positions in various companies, primarily managing sales and marketing operations, and has accumulated extensive experience in these fields. Mr. YU served as an independent non-executive director of Carry Wealth Holdings Limited (Stock Code: 0643), the securities of which are listed on the Stock Exchange, from 1 August 2022 to 1 February 2023. He holds a Bachelor degree of Arts in Economics and Statistics from University of Guelph in Canada.

Save as disclosed above, Mr. YU (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.

If elected, Mr. YU will not enter into any service contract for his duties as the independent non-executive Director with the Company. He will be entitled to receive an annual director's fee of HK$150,000 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, Mr. YU did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. YU has confirmed that (i) he has met each of the independence factors as referred to in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to the above retiring Directors and Proposed Directors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Sinopharm Tech Holdings Limited (the "**Company**") will be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 19 December 2025 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 2025;

2. (a) To re-elect Mr. CHIU Sin Nang Kenny as an executive director;

   (b) To re-elect Mr. HEUNG Pik Lun as an independent non-executive director;

   (c) To elect Mr. DIU Peter as an independent non-executive director;

   (d) To elect Mr. YU Ping Ming 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 Suya WWC CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration;

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

"**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**GEM Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued ordinary shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which has the meaning ascribed to it under the GEM Listing Rules) out of treasury) 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 (excluding any treasury shares) on the date of the passing of this resolution; and

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

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

(d) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies 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 (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies 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** conditional upon the passing of the resolutions no. 4 and 5 set out in this notice of annual general meeting, the general mandate referred to in resolution no. 4 above be and is hereby extended by the addition to the total number of Shares which may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors (including any sale or transfer of treasury shares (which has the meaning ascribed to it under the GEM Listing Rules) out of treasury) pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in the resolution no. 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of this resolution."

By order of the Board
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
KWOK Shuk Yi
Executive Director

Hong Kong, 26 November 2025

Registered office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman KY1-1205
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.