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国药集团
SINOPHARM

國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)

(Stock Code: 01099)

ANNOUNCEMENT

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON FRIDAY, 18 SEPTEMBER 2020

ELECTION OF THE EMPLOYEE REPRESENTATIVE SUPERVISORS

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Sinopharm Group Co. Ltd. (the “**Company**”) is pleased to announce that the extraordinary general meeting (the “**EGM**”) was held at 9:00 a.m. on Friday, 18 September 2020 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People's Republic of China (the “**PRC**”). The resolutions proposed at the EGM were duly passed by way of poll.

The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
1.	To consider and approve (if thought fit) the re-election of Mr. Li Zhiming as an executive Director of the fifth session of the Board (the “ Board ”) of the Company, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,346,251,246 93.055%	175,106,590 6.945%

	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To consider and approve (if thought fit) the re-election of Mr. Yu Qingming as an executive Director of the fifth session of the Board of the Company, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,404,602,454 95.351%	117,251,103 4.649%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.	To consider and approve (if thought fit) the re-election of Mr. Liu Yong as an executive Director of the fifth session of the Board of the Company, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,431,534,718 96.419%	90,318,839 3.581%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
4.	To consider and approve (if thought fit) the re-election of Mr. Chen Qiyu as a non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	1,989,182,167 78.878%	532,671,390 21.122%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5.	To consider and approve (if thought fit) the re-election of Mr. Ma Ping as a non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,396,657,154 95.036%	125,196,403 4.964%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6.	To consider and approve (if thought fit) the re-election of Mr. Hu Jianwei as a non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,385,727,265 94.602%	136,126,292 5.398%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

	an ordinary resolution.		
7.	To consider and approve (if thought fit) the re-election of Mr. Deng Jindong as a non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,263,154,676 89.742%	258,698,881 10.258%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
8.	To consider and approve (if thought fit) the re-election of Mr. Wen Deyong as a non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,378,692,383 94.323%	143,161,174 5.677%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
9.	To consider and approve (if thought fit) the re-election of Ms. Guan Xiaohui as a non-executive Director of the fifth session of the Board, to authorize the Board to determine her remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with her.	2,258,781,798 89.568%	263,071,759 10.432%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
10.	To consider and approve (if thought fit) the re-election of Ms. Feng Rongli as a non-executive Director of the fifth session of the Board, to authorize the Board to determine her remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with her.	2,361,005,464 93.622%	160,848,093 6.378%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
11.	To consider and approve (if thought fit) the re-election of Mr. Zhuo Fumin as an independent non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	1,889,998,800 74.945%	631,854,757 25.055%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

12.	To consider and approve (if thought fit) the re-election of Mr. Chen Fangruo as an independent non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,497,463,875 99.033%	24,389,682 0.967%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
13.	To consider and approve (if thought fit) the appointment of Mr. Li Peiyu as an independent non-executive Director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,508,480,657 99.470%	13,372,900 0.530%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
14.	To consider and approve (if thought fit) the appointment of Mr. Wu Tak Lung as an independent non-executive director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	1,963,451,475 77.857%	558,402,082 22.143%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
15.	To consider and approve (if thought fit) the appointment of Mr. Yu Weifeng as an independent non-executive director of the fifth session of the Board, to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,509,219,157 99.499%	12,634,400 0.501%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
16.	To consider and approve (if thought fit) the appointment of Mr. Wu Yifang as an independent Supervisor of the fifth session of the Supervisory Committee of the Company (the “ Supervisory Committee ”), to authorize the Supervisory Committee to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,407,702,847 95.481%	113,955,910 4.519%

	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
17.	To consider and approve (if thought fit) the appointment of Mr. Liu Zhengdong as an independent Supervisor of the fifth session of the Supervisory Committee of the Company, to authorize the Supervisory Committee to determine his remuneration and to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,510,295,157 99.549%	11,363,600 0.451%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
18.	To consider and approve (if thought fit) the re-election of Ms. Li Xiaojuan as a shareholder representative Supervisor of the fifth session of the Supervisory Committee of the Company, to authorize the chairman of the Board or any executive Director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with her.	2,499,590,609 99.125%	22,068,148 0.875%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
SPECIAL RESOLUTION		Number of Valid Votes (%)	
		For	For
19.	To consider and approve (if thought fit) the amendments to the articles of association (the “ Articles of Association ”) of the Company as set out in the circular dated 3 September 2020 of the Company and to authorize any executive Director to handle the approval and filing procedures with relevant Administration for Market Regulation in relation to such amendments, and to make wording adjustments to such amendments according to opinions of Administration for Market Regulation (if applicable).	2,521,853,557 100.000%	0 0.000%
	As more than two-thirds of the votes were casted in favour of this resolution, the resolution was duly passed as a special resolution.		

As at the date of the EGM, the total number of issued shares of the Company and the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the EGM was 3,120,656,191. There were no shares entitling the holders to attend and vote only against the resolutions proposed at the EGM and there were no restrictions on any shareholder casting votes on the resolutions proposed at the EGM and no parties had stated their intention in the circular of the Company dated 3 September 2020 to vote against the resolutions proposed at the EGM or to abstain from voting.

Shareholders and authorized proxies holding an aggregate of 2,521,853,557 shares, representing 80.81 % of the total issued share capital of the Company, were present at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association. The EGM was chaired by Mr. Li Zhiming, the Chairman of the Board.

In compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM.

ELECTION OF THE EMPLOYEE REPRESENTATIVE SUPERVISORS

The Board hereby announced that Mr. Zhang Hongyu and Ms. Lu Haiqing were elected as the employee representative Supervisors of the fifth session of the Supervisory Committee of the Company at the meeting of the employee representative of the Company with effect from 18 September 2020. In accordance with the Articles of Association, the employee representative Supervisors shall be elected democratically by the meeting of the employee representatives and are not subject to shareholders’ approval.

Ms. Jin Yi, the employee representative Supervisor of the fourth session of the Supervisory Committee, shall retire upon the election of the employee representative Supervisors of fifth session of the Supervisory Committee at the meeting of the employee representatives (i.e. 18 September 2020). The Board would like to express its sincere gratitude to the contributions made by Ms. Jin Yi during her tenure as a Supervisor.

Biographies of the employee representative Supervisors of the fifth session of the Supervisory Committee are as follows:

Mr. Zhang Hongyu, aged 58, has been an employee representative Supervisor of the Company since January 2018. Mr. Zhang has over 34 years of working experience. Mr. Zhang obtained a bachelor’s degree in economics from East China Normal University in July 1985 and a master’s degree in EMBA from Shanghai Jiao Tong University in December 2007. Mr. Zhang served successively as a staff member and engineer of Human Resource Department of the Shanghai Branch of Chinese Academy of Sciences from July 1985 to September 1992. Mr. Zhang served as the manager of Human Resources Department of Shanghai Keyuan Real Estate Development Co., Ltd. from September 1992 to September 1994 and the manager of Shanghai Huihuang Architectural Decoration Co., Ltd. from October 1994 to August 1996. Mr. Zhang worked at the Shanghai Branch of Chinese Academy of Sciences from September 1996 to October 1999 and finally served as deputy-division chief researcher at the Human Resource Department. Mr. Zhang successively served as deputy general manager of Human Resources Department of China Worldbest Group Co., Ltd., head of Human Resources Department of China Worldbest Life Industry Co., Ltd., assistant to president and head of Human Resources Department of China Worldbest Life Industry Co., Ltd. from November 1999 to December 2006. Mr. Zhang served as deputy party secretary and head of Human Resources Department of Sinopharm Logistics Co., Ltd. from March 2007 to June 2009, head of Human Resources Department of Distribution Business Department of the Company and deputy head of Human Resources Department of the Company from July 2009 to September 2010, head of the Party Affairs Department of the Company from September 2010 to January 2018, and deputy secretary of Discipline Inspection Commission and deputy chairman of Labour Union of the Company from December 2012 to January 2018, and secretary of Discipline Inspection Commission and deputy chairman of Labour Union of the Company from January 2018 to May 2018. He has been serving as the secretary of Discipline Inspection Commission of the Company since May 2018.

Ms. Lu Haiqing, aged 46. Ms. Lu obtained a master’s degree in accounting from the Chinese University of Hong Kong in December 2012. Ms. Lu is a non-executive member of the Chinese Institute of Certified Public

Accountants (CPA) and a non-executive member of the International Certified Internal Auditor (CIA) Association. Ms. Lu has approximately 27 years' working experience, with all audit experience obtained from February 2000 to June 2006. She had served successively as the project manager of the audit department of Guangxi GuiXinCheng Certified Public Accountants Co., Ltd. (廣西桂鑫誠會計事務所), the project manager of the audit department of Shanghai Huadong Certified Public Accountants Co., Ltd., Guangxi Branch (上海華東會計師事務所有限公司廣西分所), the project manager of the investment department of Shanghai Kangrun Investment Co., Ltd. (上海康潤投資有限公司), and the audit manager of the audit department of Bosideng Corporation Limited (波司登股份有限公司). Since she joined the Company in July 2006, Ms. Lu has been serving as the deputy head of the audit department of the Company. Ms. Lu currently also serves as non-executive directors or supervisors in a number of subsidiaries.

The Company will enter into a service contract with Mr. Zhang Hongyu and Ms. Lu Haiqing respectively for a term of three years from the date of appointment. Mr. Zhang Hongyu and Ms. Lu Haiqing will not receive any remuneration from the Company in their capacities as employee representative Supervisors.

Save as disclosed above and as at the date of this announcement, none of the above employee representative Supervisors of the fifth session of the Supervisory Committee has any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, or has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, none of the above employee representative Supervisors of the fifth session of the Supervisory Committee held any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the appointment of the above employee representative Supervisors of the fifth session of the Supervisory Committee that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

By order of the Board
Sinopharm Group Co. Ltd.
Li Zhiming
Chairman

Shanghai, the PRC
18 September 2020

As at the date of this announcement, the executive directors of the Company are Mr. Li Zhiming, Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Ma Ping, Mr. Hu Jianwei, Mr. Deng Jindong, Mr. Wen Deyong, Ms. Guan Xiaohui and Ms. Feng Rongli; and the independent non-executive directors of the Company are Mr. Zhuo Fumin, Mr. Chen Fangruo, Mr. Li Peiyu, Mr. Wu Tak Lung and Mr. Yu Weifeng.

** The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name "Sinopharm Group Co. Ltd."*