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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

PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Resignation of independent non-executive Director

The board (the “**Board**”) of directors (the “**Directors**”) of Sinopharm Group Co. Ltd. (the “**Company**”) hereby announces that on 18 May 2023, due to attainment of the term of service of independent non-executive Directors as stipulated in the Rules of Procedure of Board of Directors of the Company, Mr. Zhuo Fumin (“**Mr. Zhuo**”) tendered his resignation as an independent non-executive Director of the Company, a member of the audit committee of the Board (the “**Audit Committee**”), and a member of the nomination committee of the Board (the “**Nomination Committee**”), which shall take effect from the appointment of his replacement at the general meeting of the Company .

Mr. Zhuo has confirmed that he has no disagreement with the Board and there is no other matters relating to his resignation as a Director that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and creditors of the Company.

The Company would like to take this opportunity to express its sincere gratitude to Mr. Zhuo for his contribution to the operation and development of the Company and the work of the Board during his directorship with the Company.

Proposed appointment of independent non-executive Director

On the same day, the Board resolved to nominate Mr. Shi Shenghao (“**Mr. Shi**”) as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee.

The nomination was proposed by the Nomination Committee according to the nomination procedure for Directors of the Company and based on the needs of the Company and submitted to the Board for review after the consideration of the Director candidate’s relevant qualification by the Nomination Committee, and then will be submitted by the Board to the Shareholders’ general meeting for final approval. Mr. Shi has confirmed that he meets the independence guidelines under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). In proposing Mr. Shi as the candidate of the independent non-executive Director, the Board has considered his independence confirmation, skills, background, knowledge and experience. In particular, Mr. Shi possesses extensive experience in the medical and health industry and industry operation and investment. Mr. Shi can provide valuable perspectives and contribute to the diversity of the Board leveraging his education, background, professional experience and practice.

In accordance with the articles of association of the Company (the “**Articles of Association**”), the proposed appointment of Mr. Shi as an independent non-executive Director is subject to the approval by the Shareholders at the general meeting of the Company. Mr. Shi’s position as a member of the Audit Committee and a member of the Nomination Committee will take effect upon the approval of his appointment as an independent non-executive Director by the Shareholders at the general meeting of the Company. Upon due appointment as a Director, the Company will enter into a service contract with Mr. Shi for a term commencing from the date of his appointment by the general meeting and ending on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Shi will be subject to retirement by rotation and reelection upon the expiry of his term of office. The remuneration of Mr. Shi will be RMB350,000 per annum (before tax), which is determined by the Board according to the authorization to be granted by the Shareholders at the general meeting of the Company and in accordance with the Company’s 2023 remuneration standard regarding independent non-executive Directors and shall become effective upon the Shareholders’ general meeting approves the authorization to the Board to determine the 2023 remuneration of the Directors and the appointment of Mr. Shi as a Director.

Biographical details of Mr. Shi

Mr. Shi Shenghao, aged 55, graduated from Capital Normal University with a bachelor’s degree and obtained an EMBA degree from China Europe International Business School. Mr. Shi is currently the managing partner of Riverhead Capital Investment Management Co., Ltd.. Mr. Shi has more than 30 years of experience in the medical and health industry. He has served as a senior executive and general manager in Greater China for a number of multinational medical companies. He has extensive experience in industry operation and mergers and acquisitions. Mr. Shi was the managing director of Sinopharm Capital Shanghai Co., Ltd. (國藥資本上海有限公司). He successively served as the marketing and sales director of GE Healthcare, the general manager in Greater China of American Medtronic China Co., Ltd. (美敦力中國有限責任公司), the general manager for diabetes healthcare business in Greater China of Bayer Group and the general manager in Greater China of Dentsply Sirona.

Save as disclosed above and as at the date of this announcement, Mr. Shi does not have any relationships with any Director(s), senior management, substantial or controlling Shareholder(s) of the Company(as defined in the Listing Rules), or hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

As at the date of this announcement, Mr. Shi does not have 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, the Board is not aware of any other matters in relation to the appointment of Mr. Shi as an independent non-executive director that need to be brought to the attention of the Shareholders nor any other information that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

A circular of the general meeting containing the details of the proposed appointment of Mr. Shi as an independent non-executive Director will be despatched to the Shareholders in due course.

By order of the Board
Sinopharm Group Co. Ltd.
Yu Qingming
Chairman

Shanghai, the PRC
18 May 2023

As at the date of this announcement, the executive directors of the Company are Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Hu Jianwei, Mr. Ma Ping, Mr. Deng Jindong, Mr. Wang Kan, Mr. Wen Deyong, Mr. Li Dongjiu 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."*