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# 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 ANNUAL GENERAL MEETING, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING HELD ON THURSDAY, 15 JUNE 2023 AND PAYMENT OF THE FINAL DIVIDEND

#### POLL RESULTS OF THE MEETINGS

The board of directors (the “**Board**”) of Sinopharm Group Co. Ltd. (the “**Company**”) is pleased to announce that the 2022 annual general meeting (the “**AGM**”), the H shareholders’ class meeting (the “**H Shareholders’ Class Meeting**”) and the domestic shareholders’ class meeting (the “**Domestic Shareholders’ Class Meeting**”) (collectively as the “**Meetings**”) were held at 9:00 a.m. on Thursday, 15 June 2023, immediately after the conclusion of the AGM and immediately after the conclusion of the H Shareholders’ Class Meeting, respectively, at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People’s Republic of China (the “**PRC**”). All resolutions proposed at the Meetings were duly passed by way of poll. All directors of the Company attended the Meetings.

#### POLL RESULTS OF THE AGM

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

*\*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.”.*

ORDINARY RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
1.	To consider and approve the report of the Board of the Company for the year ended 31 December 2022.	2,666,257,223 (99.7232%)	7,400,000 (0.2768%)
	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 the report of the supervisory committee of the Company (the “ <b>Supervisory Committee</b> ”) for the year ended 31 December 2022.	2,666,257,223 (99.7232%)	7,400,000 (0.2768%)
	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 the audited financial statements and the auditors’ report of the Company and its subsidiaries for the year ended 31 December 2022.	2,665,421,803 (99.6920%)	8,235,420 (0.3080%)
	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 the profit distribution plan and payment of the final dividend for the year ended 31 December 2022.	2,673,654,023 (99.9999%)	3,200 (0.0001%)
	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 authorize the Board to determine the remuneration of the directors of the Company (the “ <b>Directors</b> ”) for the year ending 31 December 2023.	2,538,526,453 (94.9475%)	135,083,970 (5.0525%)
	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 authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 2023.	2,538,573,253 (94.9476%)	135,083,970 (5.0524%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

ORDINARY RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
7.	To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor in place of Ernst & Young Hua Ming LLP to hold office until the conclusion of the next annual general meeting, and the appointment of PricewaterhouseCoopers as the international auditor of the Company in place of Ernst & Young to hold office until the conclusion of the next annual general meeting, and to ratify and confirm their remunerations determined by the audit committee of the Board.	2,672,499,223 (99.9567%)	1,158,000 (0.0433%)
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 the delegation of the power to the Board to approve the guarantees in favor of other entities with an aggregate total value of not more than 30% of the latest audited total assets of the Company over a period of 12 months; and if the above delegation is not consistent with, collides with or conflicts with the requirements under the Rules Governing the Listing of Securities (the “ <b>Hong Kong Listing Rules</b> ”) on The Stock Exchange of Hong Kong Limited (the “ <b>Hong Kong Stock Exchange</b> ”) or other requirements of the Hong Kong Stock Exchange, the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange should be followed.	1,822,539,395 (68.1825%)	850,491,628 (31.8175%)
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 the appointment of Mr. Shi Shenghao as an independent non-executive Director, and to authorize the Board to determine his remuneration and to authorize the chairman of the Board or any executive Director to enter into the service contract or such other documents or supplemental agreements or deeds with him.	2,496,697,624 (93.3814%)	176,959,599 (6.6186%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

SPECIAL RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
10.	To consider and approve the granting of a general mandate to the Board to exercise the power of the Company to allot, issue and/or deal with domestic shares and/or H shares (details of this resolution were set out in the notice of AGM dated 25 May 2023).	1,870,449,258 (69.9585%)	803,207,965 (30.0415%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
11.	To consider and approve the granting of a general mandate to the Board to exercise the power of the Company to repurchase H shares (details of this resolution were set out in the notice of AGM dated 25 May 2023).	2,666,463,525 (99.7309%)	7,193,698 (0.2691%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
12.	To consider and approve the issuance of corporate bonds with a registered amount of RMB15 billion, and to authorize the Board and approve in turn to authorize Mr. Yu Qingming, the Chairman of the Board and an executive Director, to be the authorized person of this issuance and listing related matters, in accordance with the resolutions of the general meeting and the authorization of the Board (details of this resolution were set out in the notice of AGM dated 25 May 2023).	2,651,072,401 (99.1553%)	22,584,819 (0.8447%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

As at the date of the AGM, 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 AGM was 3,120,656,191. There were no shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules, and no holders of shares are required under the Hong Kong Listing Rules to abstain from voting. There were no parties had stated their intention in the circular dated 25 May 2023 of the Company to vote against the resolutions proposed at the AGM or to abstain from voting.

Shareholders and authorized proxies holding an aggregate of 2,673,657,223 shares, representing 85.68 % of the total issued share capital of the Company, were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The AGM was chaired by Mr. Yu Qingming, the Chairman of the Board.

## POLL RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

The poll results in respect of the resolution proposed at the H Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTION		Number of Valid Votes (%)	
		For	Against
1.	To consider and approve the granting of a general mandate to the Board to exercise the power of the Company to repurchase H shares (details of this resolution were set out in the notice of H Shareholders' Class Meeting dated 25 May 2023).	906,720,337 (99.2944%)	6,443,698 (0.7056%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

As at the date of the H Shareholders' Class Meeting, the total number of issued H shares of the Company and the total number of H shares entitling its holders to attend and vote for or against the resolution proposed at the H Shareholders' Class Meeting was 1,341,810,740. There were no H shares entitling the H Shareholders of the Company to attend and abstain from voting in favour of any resolution proposed at the H Shareholders' Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules, and no H Shareholders are required under the Hong Kong Listing Rules to abstain from voting. There were no parties had stated their intention in the circular of the Company dated 25 May 2023 to vote against the resolution proposed at the H Shareholders' Class Meeting or to abstain from voting.

H Shareholders and authorized proxies holding an aggregate of 913,164,035 H shares, representing 68.05 % of the total issued H shares of the Company, were present at the H Shareholders' Class Meeting. The holding of the H Shareholders' Class Meeting was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The H Shareholders' Class Meeting was chaired by Mr. Yu Qingming, the Chairman of the Board.

## POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

The poll results in respect of the resolution proposed at the Domestic Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTION		Number of Valid Votes (%)	
		For	Against
1.	To consider and approve the granting of a general mandate to the Board to exercise the power of the Company to repurchase H shares (details of this resolution were set out in the notice of Domestic Shareholders' Class Meeting dated 25 May 2023).	1,778,845,451 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

As at the date of the Domestic Shareholders' Class Meeting, the total number of issued domestic shares of the Company and the total number of domestic shares entitling the holders to attend and vote for or against the resolution proposed at the Domestic Shareholders' Class Meeting was 1,778,845,451. There were no domestic shares entitling the domestic Shareholders to attend and abstain from voting in favour of any resolution proposed at the Domestic Shareholders' Class Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules, and no holders of domestic shares are required under the Hong Kong Listing Rules to abstain from voting. There were no parties had stated their intention in the circular of the Company dated 25 May 2023 to vote against the resolution proposed at the Domestic Shareholders' Class Meeting or to abstain from voting.

Domestic Shareholders and authorized proxies holding an aggregate of 1,778,845,451 domestic shares, representing 100% of the total issued domestic shares of the Company, were present at the Domestic Shareholders' Class Meeting. The holding of the Domestic Shareholders' Class Meeting was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The Domestic Shareholders' Class Meeting was chaired by Mr. Yu Qingming, the Chairman of the Board.

In compliance with the requirements of 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 AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

## **PAYMENT OF THE FINAL DIVIDEND**

The declaration and payment of a final dividend of RMB0.82 per share (inclusive of tax) for the year ended 31 December 2022 (the "**Final Dividend**") was approved at the AGM. The Final Dividend will be paid no later than 14 August 2023 to the Shareholders whose names appear on the register of members of the Company on Monday, 26 June 2023.

According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Final Dividend on domestic shares of the Company and for investors investing in the H shares of the Company through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong

Stock Connect (the “**Southbound Trading**”) will be paid in Renminbi, and the Final Dividend for other H Shareholders of the Company will be paid in Hong Kong dollars.

The amount of the Final Dividend payable in Hong Kong dollars shall be calculated based on the average exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the calendar week prior to 15 June 2023 (being the date of declaration of the Final Dividend), which is HK\$1.00 equivalent to RMB0.91.

For the investors of Southbound Trading, the Company has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading with China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, each of which as a nominee of the investors of Southbound Trading, will receive all the Final Dividend distributed by the Company and distribute the Final Dividend to the relevant investors of Southbound Trading through their depository and clearing systems. The record date and the date of distribution of cash dividends and other time arrangements for the investors of Southbound Trading will be the same as those for other H Shareholders of the Company.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementing regulations (the “**EIT Law**”), the tax rate of the enterprise income tax applicable to the income of non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organizations or entities, shall be deemed as shares held by non-resident enterprise shareholders as defined under the EIT Law. The Company will distribute the Final Dividend to non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

Any resident enterprise as defined under the EIT Law which has been legally incorporated in the PRC or which has established effective administrative entities in the PRC pursuant to the laws of foreign countries (regions) and whose name appears on the register of members of H shares of the Company should deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the official chop of the issuing law firm affixed thereon) and relevant documents to Computershare Hong Kong Investor Services Limited in due course, if they do not wish to have the 10% enterprise income tax withheld and paid on their behalf by the Company.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (the “**Notice**”) issued by the State Administration of Tax on 28 June 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the income tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and Mainland China. Thus, 10% individual income tax will be withheld from the Final Dividend payable to any individual H Shareholders whose names appear on the register

of members of H shares of the Company on Monday, 26 June 2023, unless otherwise stated in the relevant taxation regulations, taxation agreements or the Notice.

Pursuant to the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) and the Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No.127) jointly promulgated by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends derived by Mainland individual investors from investing in H-share listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H-share companies shall withhold individual income tax at a tax rate of 20% for the investors. For Mainland securities investment funds investing in shares listed on Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. Dividends derived by Mainland enterprise investors from investing in H shares listed on Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect shall be reported and paid by the enterprise investors themselves, and H-share companies will not withhold or pay enterprise income tax on their behalf in the distribution of dividends.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

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

Shanghai, the PRC  
15 June 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. Chen Fangruo, Mr. Li Peiyu, Mr. Wu Tak Lung, Mr. Yu Weifeng and Mr. Shi Shenghao.*