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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)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2023 (the “**AGM**”) of Sinopharm Group Co. Ltd. (the “**Company**”) will be held at 9:00 a.m. on Thursday, 13 June 2024 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the People's Republic of China (the “**PRC**”), for the purpose of considering, and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2023.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2023.
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 2023.
4. To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2023.
5. To consider and authorize the Board to determine the remuneration of the directors of the Company (the “**Directors**”) for the year ending 31 December 2024.

\* *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.”.*

6. To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 2024.
7. To consider and approve the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP as the international auditor and the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to ratify and confirm their remunerations determined by the audit committee of the Board.
8. To consider and approve the delegation of power of provision of guarantees for subsidiaries of the Company to the Board with an aggregate guarantee amount of not more than 30% of the latest audited total assets of the Company over a period of 12 months and a valid period from the date of approval of such resolution at the AGM till the date of next annual general meeting; 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 “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) 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.

### **SPECIAL RESOLUTIONS**

9. To consider and approve the granting of a general mandate to the Board to issue new shares:

**“THAT:**

- (a) subject to sub-paragraphs (i) to (iii) below, the Board be and is hereby granted an unconditional general mandate to separately or concurrently allot, issue and/or deal with ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities (the “**Domestic Shares**”) and/or overseas-listed foreign invested ordinary shares of par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (the “**H Shares**”), and to sell or transfer any treasury shares, and to make or grant offers, agreements or options (including bonds, warrants and securities or debentures convertible into shares), and rights to exchange or convert into shares in respect thereof:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options (including bonds, warrants and securities or debentures convertible into shares), and rights to exchange or convert into shares which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate nominal amount of Domestic Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with (whether pursuant to an option or otherwise, and including sale and transfer of treasury shares) by the Board shall not exceed 20% of the aggregate nominal amount of the existing issued shares of such class (excluding any treasury shares) as at the date on which this resolution is passed; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) and the requirements of the relevant PRC regulatory authorities;
- (b) for the purpose of this resolution:
- “**Relevant Period**” means the period from the date of passing this resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of the 12-month period following the passing of this resolution; or
  - (iii) the date on which the authority granted to the Board set out in this resolution is revoked or amended by a special resolution of the shareholders of the Company (the “**Shareholders**”) at a general meeting; and
- (c) contingent on the Board’s resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds, and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities and make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company.”

10. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

**“THAT:**

- (a) in accordance with all applicable laws and regulations promulgated by the Chinese government or security regulatory authorities and the Hong Kong Stock Exchange and on such terms as it shall think fit, repurchase the H Shares not exceeding 10% of the total number of the H Shares in issue (excluding any treasury shares) as at the date when this resolution is passed;
- (b) the Board be authorized to (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas;
  - (iii) decide to cancel the repurchased H Shares or hold such H Shares by way of treasury shares based on the market condition and the capital management needs of the Group at the relevant time of the repurchase;
  - (iv) carry out cancellation procedures for repurchased shares to reduce registered capital of the Company and make corresponding amendments to the Articles of Association as it thinks fit and necessary in order to reflect the reduction of the registered capital of the Company pursuant to the provisions of the Articles of Association if it decides to cancel such repurchased H Shares; and
  - (v) carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.
- (c) For the purposes of this special resolution, **“Relevant Period”** means the period from the passing of this special resolution until the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - (ii) the date on which the authority granted to the Board set out in this resolution is revoked or amended by a special resolution of the Shareholders at a general meeting or a special resolution of the class Shareholders at the respective class meetings.”

11. To consider and approve:

**“THAT:**

- (a) the Company will carry out the centralized registration for the issue amount of non-financial corporate debt financing instruments (TDFI) in the PRC within 36 months from the date of consideration and approval at the AGM, and the registration amount shall be RMB30.0 billion. In particular, the short-term type (within one year (inclusive)) shall be RMB25.0 billion, and the medium- and long-term type (in principle, not more than ten years) shall be RMB5.0 billion;
  
- (b) the Board be and is hereby authorized and the Board be and is hereby approved in turn to authorize Mr. Liu Yong, the President and an executive Director of the Company, to be the authorized person of the issue of non-financial corporate debt financing instruments, and to represent the Company to deal specifically with the issue and listing related matters, in accordance with the resolutions of the AGM and the authorization of the Board. The foregoing authorization shall be valid for 36 months from the date of approval at the AGM; the authorization includes but not limited to:
  - (1) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions approved at the general meeting of the Company, as well as the actual situation of the Company and the market, to determine and adjust the specific issue plan, including but not limited to the specific issue scale, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and composition of each maturity type, whether to include redemption or put-back arrangements, interest rate, principal and interest repayment arrangements, use of the proceeds, guarantee arrangements, guarantee measures for repayment, specific application and subscription methods, specific placing arrangements, listing, and all matters related to the issue plan;
  - (2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing of the non-financial corporate debt financing instruments;
  - (3) to formulate, approve, sign, amend and announce all the legal documents regarding the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments;
  - (4) to select the trustee of the issue of non-financial corporate debt financing instruments, sign the trustee management agreement and formulate the rules of meetings of the holders of non-financial corporate debt financing instruments;

- (5) upon the completion of the issue of non-financial corporate debt financing instruments, to handle the matters related to the listing of non-financial corporate debt financing instruments;
- (6) according to the opinions of the regulatory authorities, or if there is any change in policies or market conditions, to make corresponding adjustments on the matters relating to the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments, or to decide whether to proceed with the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments based on the actual situations, except for the matters required to be re-approved at the general meeting in accordance with the relevant laws, regulations and the Articles of Association; and
- (7) to handle other matters relating to the centralized registration for the issue amount of non-financial corporate debt financing instruments and the issue of non-financial corporate debt financing instruments.”

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

Shanghai, the PRC  
24 May 2024

*As at the date of this notice, 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. Deng Jindong, Mr. Wang Kan, Mr. Wang Peng, 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.*

*Notes:*

1. For the purpose of holding the AGM, the register of members of the Company (the “**Register of Members**”) will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024 (both days inclusive), during which period no transfer of Shares can be registered.

In order to be qualified to attend and vote at the AGM, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 6 June 2024.

The Shareholders whose names appear on the Register of Members on Friday, 7 June 2024 are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2023 of RMB0.87 per share (inclusive of tax) (the “**Final Dividend**”). If the resolution regarding the payment of the Final Dividend is approved by the Shareholders at the AGM, it is expected to be distributed no later than 13 August 2024 to the Shareholders whose names appear on the Register of Members on Monday, 24 June 2024.

For the purpose of the distribution of the Final Dividend, the Register of Members will be closed from Wednesday, 19 June 2024 to Monday, 24 June 2024 (both days inclusive) during which period no transfer of Shares will be registered.

In order to be qualified to receive the Final Dividend, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 18 June 2024.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Individual Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
7. Contact details of the Board Office of the Company in the PRC are as follows:

Address:	Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, 200023, the PRC
Telephone No.:	(86 21) 2305 2147
Fax No.:	(86 21) 2305 2146