

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



# 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 THE DOMESTIC SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Sinopharm Group Co. Ltd. (the "**Company**") will be held at 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) 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 resolution:

#### SPECIAL RESOLUTION

1. 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.;

\* *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."*

- (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 of the Company (the “**Shareholders**”) at a general meeting or a special resolution of the class Shareholders at the respective class meetings.”

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. The register of members of the Company 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 Domestic Shareholders' Class Meeting, for holders of Domestic Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the Board Office of the Company in the PRC at Room 1210, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC, no later than 4:30 p.m. on Thursday, 6 June 2024.

The Domestic Shareholders whose names appear on the register of members of the Company on Friday, 7 June 2024 are entitled to attend and vote at the Domestic Shareholders' Class Meeting.

2. Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting 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 to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting. 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 Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Domestic Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Domestic Shareholders' Class Meeting. If corporate Shareholders appoint authorised representative to attend the Domestic Shareholders' Class Meeting, 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 forms signed by the Shareholders or their attorneys when attending the Domestic Shareholders' Class Meeting.
6. The Domestic Shareholders' Class Meeting is expected to take for less than half a day. Shareholders attending the Domestic Shareholders' Class Meeting 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