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Sincere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

**CHANGE OF JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

CHANGE OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (“**Directors**”) of Sincere Pharmaceutical Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. MAK Po Man Cherie (“**Ms. Mak**”) has tendered her resignation as a joint company secretary of the Company (the “**Joint Company Secretary**”) with effect from June 14, 2024.

Ms. Mak has confirmed that she has no disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Ms. WONG Wai Ling (“**Ms. Wong**”) has been appointed as the Joint Company Secretary with effect from June 14, 2024. Mr. WAN Yushan (“**Mr. Wan**”) will remain as the other Joint Company Secretary.

The biographical details of Ms. Wong and Mr. Wan are set out as follows:

Ms. Wong is a vice president of SWCS Corporate Services Group (Hong Kong) Limited. She has over 15 years of experience in providing company secretarial services. Ms. Wong is an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Mr. Wan is an executive Director, the chief financial officer of the Company and one of the Joint Company Secretaries. He is primarily responsible for the financial, legal and compliance management, formulating financial strategies and in charge of the process and information business of the Group.

Mr. Wan has over 21 years of experience with the Group where he has accumulated knowledge and skills required in the financial management of the Group. Mr. Wan joined the Group in May 2000 and has assumed various positions successively since then, including the financial controller, general manager of financial department, vice president and chief financial officer. On November 19, 2019, Mr. Wan was officially appointed as an executive Director and the chief financial officer of the Company. He has also been the director of several subsidiaries of the Company including, among others, Hainan Simcere Pharmaceutical Co., Ltd. (海南先聲藥業有限公司) since July 2011 and Simcere Pharmaceutical Co., Ltd. (先聲藥業有限公司) since July 2017.

Mr. Wan obtained a bachelor's degree in biochemistry from Nanjing University (南京大學) in June 1992 and a master's degree in management (majoring in accounting) from Nanjing University (南京大學) in June 1999. Mr. Wan was admitted as a non-practicing member of Jiangsu Institute Certified Public Accountants (江蘇省註冊會計師協會) in November 2009.

The Board is of the view that, having regard to Ms. Wong's relevant experience, Ms. Wong will be able to advise both Mr. Wan and the Company on the relevant requirements of the Listing Rules as well as other applicable laws and regulations. Ms. Wong will assist Mr. Wan to enable him to discharge his duties and responsibilities as a Joint Company Secretary. Ms. Wong is considered a suitable candidate to act as the Joint Company Secretary.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the waiver (the "**Waiver**") granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. Wan to act as a Joint Company Secretary for the period from November 9, 2022 to November 8, 2025 (the "**Waiver Period**"), on the condition that Mr. Wan would be assisted by Ms. Mak, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period. Relevant details of the Waiver were disclosed in the announcement of the Company dated November 9, 2022. Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Mak, the Company has applied to the Stock Exchange and has been granted with a new waiver (the "**New Waiver**") by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (the "**Remaining Waiver Period**") in relation to the eligibility of Mr. Wan to act as a Joint Company Secretary, on the conditions that:

- (i) Mr. Wan must be assisted by Ms. Wong during the Remaining Waiver Period; and
- (ii) the New Waiver can be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Remaining Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. Wan, having had the benefit of Ms. Wong's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Mak for her contribution to the Company during her tenure of service and to welcome Ms. Wong on her new appointment.

By order of the Board
Simcere Pharmaceutical Group Limited
Mr. Ren Jinsheng
Chairman and Chief Executive Officer

Hong Kong, June 14, 2024

As at the date of this announcement, the Board comprises Mr. REN Jinsheng as the Chairman and executive Director; Mr. TANG Renhong, Mr. WAN Yushan and Ms. WANG Xi as the executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as the independent non-executive Directors.