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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Simcere Pharmaceutical Group Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES;**
- (II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
AND**
- (IV) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the AGM to be held at No. 121, Lane 118, Furonghua Road, Pudong New Area, Shanghai, PRC on Friday, June 13, 2025 at 9:00 a.m. is set out on pages 19 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 11, 2025) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish.

May 23, 2025

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This circular is prepared in both English and Chinese.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at No.121, Lane 118, Furonghua Road, Pudong New Area, Shanghai, PRC on Friday, June 13, 2025 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 19 to 23 of this circular or any adjournment thereof (as the case may be)
“Articles”	the articles of association of the Company as adopted by a special resolution passed on October 8, 2020 with effect on October 12, 2020, as amended from time to time
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“BVI”	the British Virgin Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司), a company incorporated in Hong Kong on November 30, 2015 with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2096)
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of RMB0.16 per Share as recommended by the Board
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries, each a “Group Company”
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

DEFINITIONS

“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 19, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“P&H Holdings”	P&H Holdings Group Ltd., a company incorporated under the laws of the BVI on December 5, 2018 and one of the Company’s Ultimate Controlling Shareholders
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region and Taiwan
“Register of Members”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“Right Wealth”	Right Wealth Holdings Limited, a company incorporated under the laws of the BVI on December 13, 2011 and one of the Company’s Ultimate Controlling Shareholders
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“SIG”	Simcere Investments Group Limited, formerly known as Excel Good Group Limited (先益集團有限公司), an exempted company with limited liability incorporated under the laws of Cayman Islands on January 19, 2018 and one of the Company’s Ultimate Controlling Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Ultimate Controlling Shareholders”	Collectively, SIG, P&H Holdings, Right Wealth, Mr. REN Jinsheng, Mr. REN Yong, Ms. LI Shimeng, Mr. REN Weidong, Ms. REN Zhen and Ms. PENG Suqin
“%”	per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



Simcere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

Executive Directors:

Mr. REN Jinsheng

(Chairman and Chief Executive Officer)

Mr. TANG Renhong

Mr. WAN Yushan

Ms. WANG Xi

Independent non-executive Directors:

Mr. SONG Ruilin

Mr. WANG Jianguo

Mr. WANG Xinhua

Mr. SUNG Ka Woon

Registered office:

Unit 703, 7/F

Building 20E

Phase Three

Hong Kong Science Park

Shatin

New Territories

Hong Kong

Headquarters in the PRC:

No. 699-18, Xuanwu Road

Xuanwu District, Nanjing

Jiangsu

PRC

May 23, 2025

To the Shareholders

Dear Sir or Madam,

- (I) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) re-election of the retiring Directors; (iii) proposed declaration and payment of the Final Dividend for the year ended December 31, 2024; and (iv) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the AGM is set out on pages 19 to 23 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting held on June 14, 2024, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue as at June 14, 2024; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares in issue as at June 14, 2024; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable law, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 2,486,320,618 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorised to issue up to 497,264,123 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 2,486,320,618 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 248,632,061 Shares. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable law, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

In accordance with the Listing Rules, an explanatory statement is set out in “Appendix I” to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. REN Jinsheng, Mr. TANG Renhong, Mr. WAN Yushan and Ms. WANG Xi as executive Directors; and Mr. SONG Ruilin, Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. SUNG Ka Woon as independent non-executive Directors.

In accordance with Article 111 of the Articles, Ms. WANG Xi, Mr. WANG Xinhua and Mr. SUNG Ka Woon will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The biographical details of the above named Directors who are subject to re-election at the AGM are set out in “Appendix II” to this circular in accordance with the relevant requirements of the Listing Rules.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board considers the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition.

In recommending Mr. WANG Xinhua and Mr. SUNG Ka Woon to stand for re-election as independent non-executive Directors, the Board has considered that, in view of (i) Mr. WANG Xinhua’s extensive experience in accounting and financial management, his working profile and other experience as set out in “Appendix II” to this circular; and (ii) Mr. SUNG Ka Woon has rich professional knowledge and experience in social services and corporate management as mentioned as set out in “Appendix II” to this circular, Mr. WANG Xinhua and Mr. SUNG Ka Woon will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and their appointments will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company’s business as well as for its growth and development.

LETTER FROM THE BOARD

Each of Mr. WANG Xinhua and Mr. SUNG Ka Woon has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. The Board had reviewed the independence of each of Mr. WANG Xinhua and Mr. SUNG Ka Woon and is of the view that both of Mr. WANG Xinhua and Mr. SUNG Ka Woon meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent for re-election.

4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND

At the meeting of the Board held on March 24, 2025, the Board recommended the payment of a final dividend of RMB0.16 per Share for the year ended December 31, 2024. The Final Dividend is denominated and declared in RMB and payable in HK dollars to Shareholders. The actual amount declared in HK dollars is converted based on the average central parity rate of Renminbi against HK dollars as promulgated by the People's Bank of China for the five business days preceding the date of the AGM.

As at the Latest Practicable Date, there were a total of 2,486,320,618 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to approximately RMB397,811,298.88.

Subject to the approval of this proposal at the AGM, the Final Dividend will be payable to the Shareholders whose names appear on the Register of Members as at the close of business on Tuesday, June 24, 2025. The Final Dividend is expected to be distributed to the Shareholders on or before Monday, July 14, 2025.

5. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, June 10, 2025 to Friday, June 13, 2025 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM to be held on Friday, June 13, 2025. The record date will be Friday, June 13, 2025. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, June 9, 2025.

The Register of Members will be closed from Friday, June 20, 2025 to Tuesday, June 24, 2025 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2024. The record date will be Tuesday, June 24, 2025. In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, June 19, 2025.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

Set out on pages 19 to 23 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue Shares and to repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) declaration and payment of the Final Dividend for the year ended December 31, 2024.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 11, 2025) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish. In the event that a Shareholder having lodged a proxy form attends and votes the AGM, his/her/its proxy form will be deemed to have been revoked.

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

To the best of the Directors' knowledge and information having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM, and accordingly, no Shareholder is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.simcere.com) in the manner prescribed under Rule 13.39(5) and (5A) of the Listing Rules.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that (i) the granting of the General Mandate and the Repurchase Mandate to the Directors to issue and to repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) the declaration and payment of the Final Dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,486,320,618 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 248,632,061 Shares, representing 10% of the total issued Shares as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to receive the general authority from the Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will be in the interest of the Company and the Shareholders. Such repurchases may, depending on market conditions, funding arrangements and other circumstances at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

As compared with the financial position of the Company as at December 31, 2024 (as disclosed in its latest audited financial statements for the year ended December 31, 2024), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of Hong Kong.

Any payment for the repurchase of Shares will be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase or out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

5. EFFECT OF TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, the Ultimate Controlling Shareholders, namely SIG, P&H Holdings, Right Wealth, Mr. REN Jinsheng, Mr. REN Yong, Ms. LI Shimeng, Mr. REN Weidong, Ms. REN Zhen and Ms. PENG Suqin, directly and indirectly through Simcere Pharmaceutical Holding Limited, Artking Global Limited, Fortune Fountain Investment Limited, Simcere Holding Limited and Excel Investments Group Limited, collectively held 1,787,828,668 Shares, representing approximately 71.91% of the total number of Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Repurchase Mandate which is proposed to be granted, the interest of the Ultimate Controlling Shareholders would be increased to approximately 79.90% of the then total number of Shares in issue. The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Code if the Repurchase Mandate was to be exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of buy-back, any repurchase of Shares which results in the number of Shares held by the public being reduced to less than prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the minimum percentage permitted by the Stock Exchange.

6. SHARE PURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased a total of 20,025,000 Shares on the Stock Exchange and the details are set out below:

Date of Repurchase	No. of Shares	Highest Share price HK\$	Lowest Share price HK\$
01 November 2024	1,360,000	6.97	6.89
06 November 2024	1,485,000	6.79	6.6
18 November 2024	1,490,000	6.98	6.71
19 November 2024	756,000	6.84	6.71
21 November 2024	745,000	6.81	6.74
22 November 2024	395,000	6.66	6.61
29 November 2024	410,000	7	6.86
24 December 2024	440,000	6.7755	6.7
27 December 2024	1,321,000	6.8547	6.7
02 January 2025	881,000	6.93	6.8256
07 January 2025	619,000	6.78	6.69
08 January 2025	70,000	6.7	6.69
14 January 2025	1,640,000	6.6353	6.3383
15 January 2025	1,360,000	6.6243	6.4794
16 January 2025	2,060,000	6.6	6.5376
17 January 2025	1,706,000	6.669	6.5873
7 April 2025	1,371,000	7.7	7.3
9 April 2025	160,000	7.36	7.3
15 April 2025	1,210,000	7.9692	7.81
16 April 2025	546,000	7.7217	7.64

7. GENERAL

The Directors will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the Companies Ordinance.

Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

The Company does not have a present intention to hold the repurchased Shares as treasury shares in the event that the Repurchase Mandate is exercised. The repurchased Shares (if any) will be cancelled following settlement of any such repurchase.

8. SHARE PRICES

During each of the previous twelve months to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	5.49	5.03
May	5.98	5.37
June	6.35	5.51
July	5.74	5.13
August	5.95	5.08
September	6.92	5.71
October	7.63	6.1
November	7.18	6.15
December	7.7	6.57
2025		
January	7.01	6.2
February	8.52	6.66
March	8.42	7.43
April	9.06	7.07
May (up to the Latest Practicable Date)	9.62	8.24

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTOR

Ms. WANG Xi (王熙)

Position and Experience

Ms. WANG Xi (王熙), aged 42, is an executive Director and a vice president of the Company. She is primarily responsible for the procurement and supply chain department of the Group and quality management, material control and business of Jiangsu Simcere Pharmaceutical Co., Ltd., a subsidiary of the Company. Ms. WANG joined the Group in May 2020 and has been a vice president of the Company since then. She was appointed as an executive Director with effect from January 18, 2023.

Ms. WANG has extensive experience in corporate governance. Ms. WANG has been a director of Nanjing BioSciKin Technology Development Co., Ltd. (南京百家匯科技發展有限公司) since April 2020 and a director of Beijing Sanroad Biological Products Co., Ltd. (北京祥瑞生物製品股份有限公司) (stock code: 873821, NEEQ) since May 2020. In addition, Ms. WANG served as a director of Jiangsu Pharmaceutical Industry Research Institute Co., Ltd. (江蘇省醫藥工業研究所有限公司) and the executive director and the general manager of Nanjing Xinjiye Technology Development Co., Ltd. (南京新基業科技發展有限公司) from 2015 to 2022 and the chairman of the board of directors of Simcare Jiangsu Pharmaceutical Co., Ltd. (先聲再康江蘇藥業有限公司) from 2015 to 2023.

Ms. WANG obtained a bachelor's degree in marketing from Nankai University (南開大學) in June 2006 and a degree of master of business administration (EMBA) from China Europe International Business School (中歐國際工商學院) in November 2024.

Save as disclosed above, Ms. WANG (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within the Group.

Length of service

Ms. WANG has entered into the service contract with the Company on January 18, 2023. The service contract is for a term of three years or until the third annual general meeting of the Company since January 18, 2023, whichever is sooner. The service contract may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

Relationships

Ms. WANG is the spouse of Mr. REN Jinsheng, who is the founder, the Chairman, an executive Director, the Chief Executive Officer and one of the controlling Shareholders of the Company.

Save as disclosed above, Ms. WANG does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Ms. WANG was (i) interested in 164,000 Shares directly held by her and 121,600 Shares underlying the restricted share units (“**RSUs**”) granted to her under the 2021 RSU Scheme, and (ii) deemed to be interested in, within the meaning of Part XV of the SFO, 1,787,828,668 Shares collectively held by Mr. REN Jinsheng and the other Ultimate Controlling Shareholders.

Director’s emoluments

Ms. WANG is entitled to receive emoluments of RMB2,000,000 per annum as determined by the Board with reference to her duties and responsibilities and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Ms. WANG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WANG Xinhua (王新華)*Position and Experience*

Mr. WANG Xinhua (王新華), aged 69, is an independent non-executive Director of the Company. He is primarily responsible for supervising and providing independent advice on the operation and management of the Group.

Mr. WANG Xinhua has almost 47 years of experience in accounting and financial management. Mr. WANG Xinhua joined the Group in November 2019. He has been an independent non-executive director of China Tobacco International (HK) Company Limited (stock code: 6055.HK) since December 2018. In addition, Mr. WANG Xinhua was an independent director of Guizhou Yibai Pharmaceutical Co., Ltd. (貴州益佰製藥股份有限公司) (stock code: 600594.SH), Guizhou Jiulian Industrial Explosive Material Development Co., Ltd. (貴州久聯民爆器材發展股份有限公司) (stock code: 002037.SZ) (now renamed as Poly Union Chemical Holding Group Co., Ltd. (保利聯合化工控股集團股份有限公司)), Xinjiang Zhongtai Chemical Co., Ltd. (新疆中泰化學股份有限公司) (stock code: 002092.SZ) and China Petroleum Engineering Corporation (中國石油集團工程股份有限公司) (stock code: 600339.SH) from September 2016 to September 2019, from March 2016 to December 2019, from January 2017 to December 2022 and from September 2017 to February 2024, respectively. Prior to that, Mr. WANG Xinhua served as the chief financial officer of China Petroleum & Chemical Corporation (中國石油化工股份有限公司) (stock code: 386.HK and 600028.SH) from May 2009 to December 2015. From November 2004 to April 2009, he served as a director of the financial planning department of China Petrochemical Corporation (中國石化集團公司).

Mr. WANG graduated from Northeastern University (東北大學) in July 1996 after completing his undergraduate course in management engineering through correspondence courses. He was recognized as a senior accountant at professor level (教授級高級會計師) by Sinopec Group in January 2004.

Save as disclosed above, Mr. WANG (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within the Group.

Length of service

Mr. WANG has renewed a letter of appointment with the Company on June 15, 2023. The letter of appointment is for a term of three years or until the third annual general meeting of the Company since June 15, 2023, whichever is sooner. The letter of appointment may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

Relationships

Mr. WANG does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. WANG does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Director's emoluments

Mr. WANG is entitled to receive emoluments of RMB360,000 per annum as determined by the Board according to the letter of appointment with reference to his duties and responsibilities and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. WANG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. SUNG Ka Woon (宋嘉桓)*Position and Experience*

Mr. SUNG Ka Woon (宋嘉桓, whose former name was SONG Li (宋立)), aged 53, is an independent non-executive Director of the Company. He is primarily responsible for supervising and providing independent advice on the operation and management of the Group.

Mr. SUNG has been the vice chairman of the board of directors of the Wuhan branch of Yuhu Cold Chain (China) Co., Ltd. (玉湖冷鏈(中國)有限公司) since March 2017. From August 2013 to March 2017, Mr. SUNG served as a director at Asia Social Development Research Center (亞洲社會發展研究中心). Mr. SUNG served at various social positions including a president of Hong Kong Industrial and Commercial Association Limited (香港工商總會) from February 2021 to June 2022, a member of Heung Yee Kuk New Territories of Hong Kong since May 2020, a member of the Election Committee of Hong Kong since September 2021, a member of the 12th and 13th CPPCC of Zhanjiang City, Guangdong Province from February 2014 to December 2017, and a member of the 12th CPPCC of Shandong Province from January 2018. Mr. SUNG was appointed as a non-official Justice of the Peace by the Government of Hong Kong in July 2021.

Mr. SUNG obtained an executive master of business and administration degree from Antai College of Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in the PRC in December 2011, completed the part-time postgraduate studies majoring in economic management from Party School of the Central Committee of CPC (中共中央黨校) in the PRC in January 1996 and obtained a bachelor's degree of machinery design and automation from Northeastern University (東北大學) (previously known as Northeastern Institute of Technology (東北工學院)) in the PRC in July 1993.

Save as disclosed above, Mr. SUNG (i) has not held any directorship in any public listed companies in the past three years; and (ii) does not hold any other positions within the Group.

Length of service

Mr. SUNG has entered into a letter of appointment with the Company on January 18, 2023. The letter of appointment is for a term of three years or until the third annual general meeting of the Company since January 18, 2023, whichever is sooner.. The letter of appointment may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

Relationships

Mr. SUNG does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. SUNG does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Director's emoluments

Mr. SUNG is entitled to receive emoluments of RMB360,000 per annum as determined by the Board according to the letter of appointment with reference to his duties and responsibilities and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Mr. SUNG has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Sincere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Sincere Pharmaceutical Group Limited (the “**Company**”) will be held at No.121, Lane 118, Furonghua Road, Pudong New Area, Shanghai, PRC on Friday, June 13, 2025 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

AS ORDINARY BUSINESS

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended December 31, 2024.
2.
 - (a) To declare a final dividend of RMB0.16 per ordinary share of the Company for the year ended December 31, 2024 (the “**Final Dividend**”).
 - (b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.
3.
 - (a) To re-elect the following retiring Directors:
 - i. Ms. WANG Xi as an executive Director;
 - ii. Mr. WANG Xinhua as an independent non-executive Director; and
 - iii. Mr. SUNG Ka Woon as an independent non-executive Director.
 - (b) To authorise the board of the Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as the Auditors and authorise the Board to fix the auditors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

5. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares of the Company that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“That conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

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

Hong Kong, May 23, 2025

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Unit 703, 7/F
Building 20E
Phase Three
Hong Kong Science Park
Shatin
New Territories
Hong Kong

Headquarters in the PRC:

No. 699-18, Xuanwu Road
Xuanwu District, Nanjing
Jiangsu
PRC

Notes:

1. The resolution at the AGM (except those related to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange (www.hkexnews.hk) and the Company (www.simcere.com) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 11, 2025) before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, June 10, 2025 to Friday, June 13, 2025 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM to be held on Friday, June 13, 2025. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, June 9, 2025.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2024, the register of members of the Company will be closed from Friday, June 20, 2025 to Tuesday, June 24, 2025 (both days inclusive). In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, June 19, 2025.
9. References to time and dates of this notice are to Hong Kong time and dates.

As at the date of this notice, 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.