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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Sinopharm Group Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 9:00 a.m. on Friday, 20 May 2022 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. **“THAT** the actual transaction amount between the Group and China National Pharmaceutical Group Co., Ltd. (“**CNPGC**”) and its subsidiaries and associates (excluding the Group)(the “**CNPGC Group**”) under the procurement framework agreement entered into between the Company and CNPGC on 22 October 2020 (the “**2020 Procurement Framework Agreement**”) for the year ended 31 December 2021 as well as the actual transaction amount between the Group and CNPGC Group under the sales framework agreement entered into between the Company and CNPGC on 22 October 2020 (the “**2020 Sales Framework Agreement**”) for the year ended 31 December 2021 (collectively, the “**2021 Actual Transaction Amounts**”) , be and are hereby approved, confirmed and ratified.”
2. **“THAT** the proposed new annual caps for the transactions contemplated under the 2020 Procurement Framework Agreement for the two years ending 31 December 2023, be and are hereby approved and confirmed.”

\* *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.”.*

3. “**THAT** the proposed new annual caps for the transactions contemplated under the 2020 Sales Framework Agreement for the two years ending 31 December 2023, be and are hereby approved and confirmed.”

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

Shanghai, the PRC  
5 May 2022

*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. Ma Ping, Mr. Deng Jindong, Mr. Wen Deyong, Mr. Li Dongjiu and Ms. Feng Rongli; and the independent non-executive directors of the Company are Mr. Zhuo Fumin, Mr. Chen Fangruo, Mr. Li Peiyu, Mr. Wu Tak Lung and Mr. Yu Weifeng.*

*Notes:*

1. For the purpose of holding the EGM, the register of members of H shares of the Company will be closed from Thursday, 5 May 2022 to Friday, 20 May 2022 (both days inclusive), during which period no transfer of H shares of the Company will be registered.

Shareholders whose names appear on the register of members of the Company on Thursday, 5 May 2022 are entitled to attend and vote at the EGM.

2. Shareholders who are entitled to attend and vote at the EGM 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 holders of H shares of the Company, 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 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 EGM or any adjourned thereof. 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 EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate shareholders appoint authorised representative to attend the EGM, 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 EGM.

- 6. In order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective Shareholders' rights, the Company recommends H share Shareholders and their proxies intending to attend the EGM to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the Chairman of the EGM as your proxy to vote on your behalf on site.

In case H share Shareholders or their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Mainland China regarding the containment of COVID-19 pandemic. On the way to, from and at the venue of the EGM, please adopt proper personal preventive measures. Upon arrival at the venue of the EGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration and wearing of masks.

- 7. The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
- 8. Contact details of the Board Office of the Company in the PRC are as follows:

Address:	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