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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”) will be held at 9:00 a.m. on Wednesday, 20 December 2023 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 procurement framework agreement entered into by the Company and China National Pharmaceutical Group Corporation on 9 November 2023 (the “**2023 Procurement Framework Agreement**”) and the proposed annual caps for the continuing connected transactions contemplated thereunder, be and are hereby approved and confirmed; and **THAT** any one director of the Company be and is hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the 2023 Procurement Framework Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.”
2. **“THAT** the sales framework agreement entered into by the Company and China National Pharmaceutical Group Corporation on 9 November 2023 (the “**2023 Sales Framework Agreement**”) and the proposed annual caps for the continuing connected transactions contemplated thereunder, be and are hereby approved and confirmed; and **THAT** any one director of the Company be and is hereby authorised to sign or execute such other documents or

* *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.”.*

supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the 2023 Sales Framework Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.”

3. “**THAT** the financial services framework agreement entered into by the Company and Sinopharm Group Finance Co., Ltd. on 9 November 2023 (the “**2023 Financial Services Framework Agreement**”) and the proposed maximum daily balances of the Deposit Services contemplated thereunder, be and are hereby approved and confirmed; and **THAT** any one director of the Company be and is hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the 2023 Financial Services Framework Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.”

Special Resolution

4. “**THAT** the amendments to the articles of association of the Company (the “**Articles of Association**”) as set out in the circular of the Company dated 5 December 2023 be and are hereby approved and confirmed; and **THAT** any one director of the Company be and is hereby authorised to handle the approval and filing procedures with relevant Administration for Market Regulation involved in such amendments to the Articles of Association on behalf of the Company, and to make wording adjustments to such amendments to the Articles of Association according to the opinions of Administration for Market Regulation (if applicable).”

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

Shanghai, the PRC
5 December 2023

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. In accordance with the Articles of Association, for the purpose of holding the EGM, the register of members of the Company will be closed from Friday, 15 December 2023 to Wednesday, 20 December 2023 (both days inclusive), during which no transfer of shares of the Company can be registered.

In order to be qualified to attend and vote at the EGM, 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 as soon as practicable, and in any event no later than 4:30 p.m. on Thursday, 14 December 2023.

Shareholders whose names appear on the register of members on Friday, 15 December 2023 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 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 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 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 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. 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.
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

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