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## **SINOPHARM GROUP CO. LTD.\***

## **國藥控股股份有限公司**

*(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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Sinopharm Group Co. Ltd., (the “**Company**”) will be held at 9:30 a.m. on Friday, 30 December 2011, at VIP Room, 8th Floor, No. 221 Fuzhou Road, Shanghai, the PRC, for the purpose of considering and, if thought fit, passing the following resolution:

#### **AS AN ORDINARY RESOLUTION**

1. **THAT**, the master pharmaceutical products, personal-care supplies and medical equipment procurement agreement dated 11 November 2011 (the “**Master Procurement Agreement**”) and entered into between the Company and China National Pharmaceutical Group Corporation, and the annual caps for the three years ending 31 December 2014 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized 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 may consider necessary or desirable for the purpose of giving effect to the Master Procurement Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.

By order of the Board  
**SINOPHARM GROUP CO. LTD.**  
**She Lulin**  
*Chairman*

Shanghai, the PRC, 14 November 2011

*As at the date of this notice, the executive director of the Company is Mr. Wei Yulin; the non-executive directors of the Company are Mr. She Lulin, Mr. Wang Qunbin, Mr. Chen Wenhao, Mr. Zhou Bin, Mr. Chen Qiyu, Mr. Deng Jindong, Mr. Fan Banghan and Mr. Liu Hailiang; and the independent non-executive directors of the Company are Mr. Wang Fanghua, Mr. Tao Wuping, Mr. Xie Rong and Mr. Zhou Bajun.*

Notes:

## **1. Eligibility for Attending the EGM**

Holders of H shares of the Company whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at the close of business of Tuesday, 29 November 2011 shall be entitled to attend the EGM.

To qualify for attendance and vote at the EGM to be held on Friday, 30 December 2011, all transfers of H shares accompanied by the relevant share certificate must be lodged with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 29 November 2011.

## **2. Proxy**

- (1) Shareholders entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the registered office address of Company for holders of domestic shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares, no less than 24 hours before the time fixed for convening the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

## **3. Registration Procedures for Attending the EGM**

- (1) A shareholder or his proxy shall produce his identification document when attending the EGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the EGM shall return to the Company the reply slip stating their attendance on or before Friday, 9 December 2011.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the Company.

## **4. Closure of Register of Members**

The register of members of the Company will be closed from Wednesday, 30 November 2011 to Friday, 30 December 2011 (both dates inclusive), during which time no transfer of shares will be registered.

## **5. Method of Voting at the EGM**

Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to the resolution to be proposed at the EGM.

## 6. Miscellaneous

- (1) The EGM of the Company is expected to be held for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong is situated at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (3) The registered office and the contact details of the Company are:

6th Floor, No. 221 Fuzhou Road  
Shanghai 200002, the PRC

Tel.: (86 21) 6339 1911  
Fax.: (86 21) 6321 2722

\* *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name “Sinopharm Group Co. Ltd.”*