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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 EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of **Sinopharm Group Co. Ltd.** (the “**Company**”) will be held at VIP Room 1, 3rd Floor, Four Seasons Hotel Shanghai, 500 Weihai Road, Shanghai, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Wednesday, 21 September 2011, for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS:

1. To consider and, if thought fit, to approve the appointment of Mr. Wei Yulin as an executive director of the Company, and to authorize the Chairman of the board of directors of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
2. To consider and, if thought fit, to approve the appointment of Mr. She Lulin as a non-executive director of the Company, and to authorize the Chairman of the board of the directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
3. To consider and, if thought fit, to approve the appointment of Mr. Wang Qunbin as a non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
4. To consider and, if thought fit, to approve the appointment of Mr. Deng Jindong as a non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

5. To consider and, if thought fit, to approve the appointment of Mr. Fan Banghan as a non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
6. To consider and, if thought fit, to approve the appointment of Mr. Liu Hailiang as a non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
7. To consider and, if thought fit, to approve the appointment of Mr. Wang Fanghua as an independent non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
8. To consider and, if thought fit, to approve the appointment of Mr. Tao Wuping as an independent non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
9. To consider and, if thought fit, to approve the appointment of Mr. Xie Rong as an independent non-executive director of the Company, and to authorize the Chairman of the board of directors of the Company or the executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

By Order of the Board of
Sinopharm Group Co. Ltd.
She Lulin
Chairman

Shanghai, the PRC
5 August 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 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 Friday, 19 August 2011 shall be entitled to attend the EGM.

Holders of H Shares intending to attend and vote at the EGM to be held on Wednesday, 21 September 2011 shall lodge all the transfer documents for H Shares with the relevant share certificates to 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 Friday, 19 August 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 board office of the 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 the 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 wishes.

- (4) If a shareholder appoints more than one proxy, such proxies can 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 Wednesday, 31 August 2011.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile.

4. Closure of Register of Members

The register of members of the Company will be closed from Monday, 22 August 2011 to Wednesday, 21 September 2011 (both days inclusive), during which time no transfer of shares will be registered.

5. Method of Voting at the EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, 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 all the proposed resolutions at the EGM.

6. Miscellaneous

- (1) The EGM 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 Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (3) Contact details of the board office of the Company in the PRC are as follows:

Address:	6th Floor, No. 221 Fuzhou Road Shanghai 200002, the PRC
Telephone No.:	(86 21) 6339 1911
Fax No.:	(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."