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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2015 (the “**AGM**”) of Sinopharm Group Co. Ltd. (the “**Company**”) will be held at 9:00 a.m. on Thursday, 16 June 2016 at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning 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. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2015.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2015.
3. To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the auditors' report.
4. To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2015.
5. To consider and authorize the Board to determine the remuneration of the directors of the Company (the “**Directors**”) for the year ending 31 December 2016.

\* *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.”*

6. To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company (the “**Supervisors**”) for the year ending 31 December 2016.
7. To consider and approve the delegation of the power to the Board to approve the guarantees in favor of third parties with an aggregate total value of not more than 30% of the latest audited total assets of the Company over a period of 12 months; and if the above delegation is not consistent with, collides with or conflicts with the requirements under the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or other requirements of the Hong Kong Stock Exchange, the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange should be followed.
8. To consider and, if thought fit, to approve the appointment of Mr. Wu Yijian as a non-executive Director, to authorise the Board to determine his remuneration, and to authorise any executive Director to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.

### **SPECIAL RESOLUTIONS**

9. To consider and, if thought fit, to approve:

“**THAT:**

- (a) the Company be and is hereby authorised to issue debt financing instruments (the “**Debt Financing Instruments**”) with the aggregate amount limit for all bonds for which registration is applied for being no more than RMB20 billion;
- (b) the general manager of the Company, be and is hereby authorized to deal with all the matters in relation to the proposed issue of Debt Financing Instruments in his sole discretion, including but not limited to:
  - (i) according to laws, regulations, and the specific conditions of the Company and debt market, to formulate, adjust and implement the specific plans, terms and conditions for the issue of the Debt Financing Instruments, including, among others, determination of the category(ies) of issue, the size of issue, the method of issue (including the issue amount in each tranche), the terms of issue, interest rate, use of proceeds, guarantee and debt security arrangements;
  - (ii) to formulate, approve, execute, modify and announce the legal documents relating to the issue, and make the appropriate adjustment or supplement to the filings pursuant to the requirements of the regulatory authorities;
  - (iii) to select the bond trustee(s), execute bond trustee management agreement(s) and promulgate the rules for bondholders’ general meeting;

- (iv) to make corresponding adjustments to the relevant matters or determine whether to continue the issue in accordance with the practical situation in the case of any changes in opinions from regulatory authorities, the policies and market conditions except where re-voting at a general meeting is required by any relevant laws and regulations and the articles of association of the Company;
  - (v) to deal with all relevant matters in relation to the reporting and listing of the Debt Financing Instruments;
  - (vi) to determine the engagement of necessary intermediary agencies in relation to the issue of the Debt Financing Instruments; and
  - (vii) to deal with other specific matters in relation to the issue of Debt Financing Instruments.
10. To consider and approve the grant of a general mandate to the Board to issue new shares:

**“THAT:**

- (a) subject to sub-paragraphs (i) to (iii) below, the Board be and is hereby granted an unconditional general mandate to separately or concurrently allot, issue and/or deal with ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities (the “**Domestic Shares**”) and/or overseas-listed foreign invested ordinary shares of par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (the “**H Shares**”), and to make or grant offers, agreements and options in respect thereof:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) the aggregate nominal amount of Domestic Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the aggregate nominal amount of each of the existing issued Domestic Shares and H Shares as at the date on which this resolution is passed; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) and the requirements of the relevant PRC regulatory authorities;

(b) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of the 12-month period following the passing of this resolution; or
  - (iii) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting; and
- (c) contingent on the Board’s resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and to reflect the new share capital structure of the Company upon completion of the allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.”

By Order of the Board of  
**Sinopharm Group Co. Ltd.**  
**Wei Yulin**  
*Chairman*

Shanghai, the PRC  
29 April 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Wei Yulin and Mr. Li Zhiming; the non-executive directors of the Company are Mr. Chen Qi Yu, Mr. She Lulin, Mr. Wang Qunbin, Mr. Li Yuhua, Mr. Deng Jindong, Mr. Li Dongjiu, Mr. Liu Hailiang and Mr. Lian Wanyong; and the independent non-executive directors of the Company are Ms. Li Ling, Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong and Mr. Zhuo Fumin.*

*Notes:*

1. For the purpose of holding the AGM, the register of members of H Shares (the “**Register of Members**”) will be closed from Tuesday, 17 May 2016 to Thursday, 16 June 2016 (both days inclusive), during which period no transfer of H Shares can be registered.

In order to be qualified to attend and vote at the AGM, 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, no later than 4:30 p.m. on Monday, 16 May 2016.

The Shareholders whose names appear on the register of members of the Company on Tuesday, 17 May 2016 are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2015 of RMB0.41 per share (inclusive of tax) (the “**Final Dividend**”). If the resolution regarding the payment of the Final Dividend is approved by the Shareholders at the AGM, it is expected to be distributed on Friday, 29 July 2016 to the Shareholders whose names appear on the Register of Members at the close of business on Tuesday, 28 June 2016.

For the purpose of the distribution of the Final Dividend, the Register of Members will be closed from Thursday, 23 June 2016 to Tuesday, 28 June 2016 (both days inclusive) during which period no transfer of H Shares will be registered.

In order to be qualified to receive the Final Dividend, 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, no later than 4:30 p.m. on Wednesday, 22 June 2016.

2. Shareholders who are entitled to attend and vote at the AGM 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 for holding the AGM. 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 AGM or any adjourned meetings should you so wish.

5. Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board 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 AGM.
6. Shareholders who intend to attend the AGM should complete the reply slip and return it to the Board Office of the Company in the PRC by hand, by post or by fax on or before Thursday, 26 May 2016.
7. The AGM is expected to take for less than half a day. Shareholders attending the AGM 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: Room 1603, Sinopharm Plaza, No.1001 Zhongshan West Road, Changning District, Shanghai, 200051, the PRC

Telephone No.: (86 21) 2305 2150

Fax No.: (86 21) 2305 2146