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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 Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC, at 9:00 a.m. on Friday, 9 March 2018, for the purpose of considering, and if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and, if thought fit, to approve the appointment of Ms. Rong Yan as a non-executive director of the fourth session of the board of directors of the Company (the “**Board**”), to authorize the Board to determine her remuneration, and to authorize the chairman of the Board or any executive director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with her.
2. To consider and, if thought fit, to approve the appointment of Mr. Wu Yijian as a non-executive director of the fourth session of the Board, to authorize the Board to determine his remuneration, and to authorize the chairman of the Board or any executive director of the Company to enter into the service contract or such other documents or supplemental agreements or deeds with him.

Special Resolution

3. To consider that, if thought fit, to approve:

“**THAT**

* *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."*

- (a) the Company be and is hereby approved, within 24 months from the date when the approval from the China Securities Regulatory Commission is obtained, to issue corporate bonds in the PRC of no more than RMB10 billion (inclusive) in scale (the “**Corporate Bonds**”);
- (b) the Board or the authorised person of the Board, being Mr. Li Zhiming, the chairman of the Board and an executive director of the Company, shall be authorised to do the following, including but not limited to:
- (1) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions adopted at the general meeting of the Company, as well as the Company and the bond market’s actual situation, to determine and adjust the specific plan of the issue of the Corporate Bonds, including but not limited to the issue size of the Corporate Bonds, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and the issue size of each maturity type, whether to include redemption provision or put-back provision, interest rate of the bonds, principal and interest repayment, use of the proceeds, guaranty arrangement, guarantee measures for repayment (including but not limited to the guarantee measures for repayment under this issue plan), specific purchase methods, specific placing arrangements, bond listing, and all matters related to this issue plan;
 - (2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing for the issue of the Corporate Bonds;
 - (3) to formulate, approve, execute, amend and announce all the legal documents regarding the issue of the Corporate Bonds, and to make suitable supplements and adjustments on the application documents in accordance with the requirements of the regulatory authorities;
 - (4) to select bond trustee, execute the bond trustee management agreement and formulate the rules of bondholders’ meeting;
 - (5) upon the completion of the issue of the Corporate Bonds, to take the actions regarding the listing of the Corporate Bonds;
 - (6) if there is any change on the opinions of the regulatory authorities, policies or market conditions, to make suitable adjustments on the matters of the issue of the Corporate Bonds, or to decide whether to proceed the issue of the Corporate Bonds based on the actual situations, except for the matters which are subject to the shareholders’ approval in accordance with the relevant laws, regulations and the Articles of Association; and

(7) to take all other relevant actions regarding the issue of the Corporate Bonds.”

By Order of the Board of
Sinopharm Group Co. Ltd.
Li Zhiming
Chairman

Shanghai, PRC
23 January 2018

As at the date of this notice, the executive directors of the Company are Mr. Li Zhiming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. She Lulin, Mr. Wang Qunbin, Mr. Ma Ping, Mr. Deng Jindong and Mr. Wen Deyong; and the independent non-executive directors of the Company are Ms. Li Ling, Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhongdong and Mr. Zhuo Fumin.

Notes:

1. For the purpose of holding the EGM, the register of members of H Shares of the Company will be closed from Wednesday, 7 February 2018 to Friday, 9 March 2018 (both days inclusive), during which period no transfer of H Shares of the Company can be registered.

In order to be qualified to attend and vote at the EGM, for holders of H shares of the Company, 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 Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 6 February 2018.

The Shareholders whose names appear on the register of members of the Company on Wednesday, 7 February 2018 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 of the Company, to the Board Office of the Company in the PRC not less than 24 hours before the time for holding the EGM. 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. Shareholders who intend to attend the EGM 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 Saturday, 17 February 2018.
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: 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