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国药集团  
SINOPHARM

# 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)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of Sinopharm Group Co. Ltd. (the “**Company**”) dated 23 March 2018 in relation to the proposed amendments to the articles and association of the Company (the “**Articles of Association**”) and the rules of procedure of the board of directors (the “**Rules of Procedures of the Board of Directors**”). In order to further implement the requirements of advancing law-based operation and establishing general counsel system in the Articles of Association, the board of directors of the Company (the “**Board**”) resolved on 26 April 2018 to propose to make additional amendments to the Articles of Association. Details of the amendments are set out as follows:

#### **Article 96, which originally reads as:**

"The board of directors shall be accountable to the general meeting and shall assume the following functions and powers:

.....

(xi) to formulate proposals for any amendment of these Articles;

(xii) to determine matters and administrative issues (other than those determined by resolution passed at a general meeting and those consigned to the general manager as specified by the Company and these Articles) of the Company conferred by the general meeting, and to exercise other powers vested by the general meeting and these Articles.

....."

#### **is proposed to be further amended as follows:**

"The board of directors shall be accountable to the general meeting and shall assume the following functions

and powers:

.....

(xi) to formulate proposals for any amendment of these Articles;

(xii) to advance the law-based operation and decision-making, guide and supervise the promotion of rule by law by the Company. If legal issues are involved in matters to be considered and approved by the Board of the Company, the general counsel shall attend the meeting and provide legal opinions, and the Board shall give due consideration to them;

(xiii) to determine matters and administrative issues (other than those determined by resolution passed at a general meeting and those consigned to the general manager as specified by the Company and these Articles) of the Company conferred by the general meeting, and to exercise other powers vested by the general meeting and these Articles.

....."

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS**

Due to the above-mentioned proposed amendments to the Articles of Association, in order to maintain consistency, the Board resolved on 26 April 2018 to propose to make corresponding amendments to the Rules of Procedure of the Board of Directors. Details of the amendments are set out as follows:

#### **Article 2.4, which originally reads as:**

"The board of directors shall be accountable to the general meeting and shall assume the following functions and powers:

.....

(xi) to formulate proposals for any amendment of these Articles;

(xii) to determine matters and administrative issues (other than those determined by resolution passed at a general meeting and those consigned to the general manager as specified by the Company and these Articles) of the Company conferred by the general meeting, and to exercise other powers vested by the general meeting and these Articles.

....."

#### **is proposed to be amended as follows:**

"The board of directors shall be accountable to the general meeting and shall assume the following functions and powers:

.....

(xi) to formulate proposals for any amendment of these Articles;

(xii) to advance the law-based operation and decision-making, guide and supervise the promotion of rule by law by the Company; if legal issues are involved in matters to be considered and approved by the Board of the Company, the general counsel shall attend the meeting and provide legal opinions, and the Board shall give due consideration to them;

(xiii) to determine matters and administrative issues (other than those determined by resolution passed at a

general meeting and those consigned to the general manager as specified by the Company and these Articles) of the Company conferred by the general meeting, and to exercise other powers vested by the general meeting and these Articles.

....."

The above-mentioned proposed amendments to the Articles of Association and the Rules of Procedure of the Board of Directors are subject to the approval by the shareholders at the general meeting of the Company. A circular of the Company containing, among others, detailed information of the proposed amendments to the Articles of Association and the Rules of Procedure of the Board of Directors will be dispatched to the shareholders of the Company in due course.

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

Shanghai, the PRC

26 April 2018

*As at the date of this announcement, 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, Mr. Wen Deyong, Ms. Rong Yan and Mr. Wu Yijian; 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.*

*\* 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."*