



Sincere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2096)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of _____²
shares (the “Shares”) of Sincere Pharmaceutical Group Limited (先聲藥業集團有限公司) (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³,
or _____
of _____
(who represents _____ Shares held by me/us)² as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at No. 699-18, Xuanwu Road, Xuanwu District, Nanjing, Jiangsu, PRC on Friday, June 14, 2024 at 9:00 a.m. or at any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting or at any adjournment thereof (as the case may be) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company (the “Auditors”) for the year ended December 31, 2023.		
2.	(a) To declare a final dividend of RMB0.16 per ordinary share of the Company (the “Final Dividend”) for the year ended December 31, 2023.		
	(b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.		
3.	(a) To re-elect the following retiring Directors:		
	i. Mr. REN Jinsheng as an executive Director;		
	ii. Mr. SONG Ruilin as an independent non-executive Director; and		
	iii. Mr. WANG Jianguo as an independent non-executive Director.		
	(b) To authorise the board of the Directors to fix the remuneration of the Directors.		
4.	To re-appoint KPMG as the Auditors and authorise the board of the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with the securities of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the Meeting.		
6.	To grant a general mandate to the Directors to repurchase the securities of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the Meeting.		
7.	To extend, conditional upon the passing of resolutions 5 and 6, the total number of shares of the Company repurchased under resolution 6 to the mandate granted to the directors under resolution 5.		

Signature⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit.** Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (i.e. 9:00 a.m. on Wednesday, June 12, 2024) before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- The full text of the proposed resolutions appears in the notice of the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.