THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this circular, you should obtain independent professional advice.

If you have sold or transferred all your H Shares in **Sinopharm Group Co. Ltd.**, you should at once hand this circular together with the form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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 RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS AND NOTICE OF EGM

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 9:00 a.m. on Wednesday, 20 September 2017, is being dispatched to the Shareholders together with this circular.

If you intend to attend the EGM, please complete and return the appropriate reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than Thursday, 31 August 2017.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the appropriate proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorizing the attorney to sign, or other document of authorization, must be notarially certified.

In the case of joint holders of the shares of the Company, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM, either in person or by proxy in respect of such shares.

For holders of H Shares, please return the proxy form together with any documents of authority to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. For holders of Domestic Shares, please return the proxy form together with any documents of authority to the Board Office of the Company in the PRC at Room 1603, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM, or any adjournment thereof should you so wish.

4 August 2017

* *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.".*

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Articles of Association"	means	the articles of association of the Company
"Board"	means	the board of directors of the Company
"Company"	means	Sinopharm Group Co. Ltd. (國藥控股股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, whose H shares are listed and traded on the Hong Kong Stock Exchange
"Director(s)"	means	the director(s) of the Company
"Domestic Share(s)"	means	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities
"EGM "	means	the extraordinary general meeting of the Company to be convened at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 9:00 a.m. on Wednesday, 20 September 2017
"Hong Kong"	means	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	means	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Hong Kong Stock Exchange"	means	The Stock Exchange of Hong Kong Limited
"H Share(s)"	means	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are listed and traded on the Hong Kong Stock Exchange
"PRC"	means	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
"RMB"	means	Renminbi, the lawful currency of the PRC

"SFO"	means	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	means	the holder(s) of the Company
"Supervisor(s)"	means	the supervisor(s) of the Company
"Supervisory Committee"	means	the supervisory committee of the Company

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國藥控股股份有限公司
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(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)

Executive Director:
Mr. Li Zhiming

Non-executive Directors:
Mr. Chen Qi Yu
Mr. She Lulin
Mr. Wang Qunbin
Mr. Ma Ping
Mr. Deng Jindong
Mr. Li Dongjiu
Mr. Lian Wanyong
Mr. Wu Yijian

Independent non-executive Directors:
Ms. Li Ling
Mr. Yu Tze Shan Hailson
Mr. Tan Wee Seng
Mr. Liu Zhengdong
Mr. Zhuo Fumin

Registered Office in the PRC:
6th Floor, No. 221 Fuzhou Road
Shanghai 20002
China

Place of Business in Hong Kong:
27/F 01,
148 Electric Road,
North Point, Hong Kong

4 August 2017

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS AND NOTICE OF EGM

I. INTRODUCTION

Reference is made to the announcement of the Company dated 31 July 2017 in relation to the proposed re-election and appointment of Directors and Supervisors.

The purpose of this circular is to provide you with detailed information regarding the proposed re-election and appointment of Directors and Supervisors, to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM.

II. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

As the term of office of both the Third Session of the Board and the Third Session of the Supervisory Committee will expire on 20 September 2017, the Board and the Supervisory Committee resolved on 31 July 2017 to make recommendations of the Director candidates for the Fourth Session of the Board and the shareholders representative Supervisor candidate and independent Supervisor candidates for the Fourth Session of the Supervisory Committee, respectively.

Proposed Election of the Directors of the Fourth Session of the Board

The Board proposed to re-elect Mr. Li Zhiming as an executive Director of the Fourth Session of the Board; to re-elect each of Mr. Chen Qi Yu, Mr. She Lulin, Mr. Wang Qunbin, Mr. Ma Ping, Mr. Deng Jindong, Mr. Li Dongjiu and Mr. Lian Wanyong as non-executive Directors of the Fourth Session of the Board; and to re-elect Ms. Li Ling, Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong and Mr. Zhuo Fumin as independent non-executive Directors of the Fourth Session of the Board. In addition, the Board also proposed to appoint Mr. Wen Deyong as a new non-executive director of the Fourth Session of the Board.

Biographical details of the Director candidates for the Fourth Session of the Board are set out in Appendix I to this circular.

In accordance with the Articles of Association, the above proposed re-election and appointment of Directors are subject to the approval by the Shareholders at the general meeting of the Company. Relevant proposals will be submitted to the EGM for Shareholders' consideration and approval.

Upon the above-mentioned proposed re-election and appointment of Directors of the Fourth Session of the Board being approved by the Shareholders, the Company will enter into a service contract with each of them. The term of office of each of them as a Director of the Fourth Session of the Board will be from 21 September 2017 to 20 September 2020. The remuneration of each of them for serving as an executive Director, non-executive Director or independent non-executive Director of the Fourth Session of the Board will be determined by the Board according to the authorization granted by the Shareholders at the annual general meeting of the Company held on 30 June 2017 and in accordance with the Company's remuneration policies regarding the executive Directors, non-executive Directors and independent non-executive Directors, respectively.

Mr. Wu Yijian, the non-executive director of the Third Session of the Board, will retire upon expiration of the term of office of the Third Session of the Board as mentioned above. The Board would like to express its sincere gratitude to the contributions made by Mr. Wu Yijian to the Company during his tenure of service.

Proposed Election of the Shareholder Representative Supervisor and Independent Supervisors of the Fourth Session of the Supervisory Committee

The Supervisory Committee proposed to re-elect Ms. Li Xiaojuan as shareholder representative Supervisor of the Fourth Session of the Supervisory Committee; and to re-elect Mr. Yao Fang and Mr. Tao Wuping as independent Supervisors of the Fourth Session of the Supervisory Committee.

Biographical details of the shareholder representative Supervisor and independent Supervisor candidates for the Fourth Session of the Supervisory Committee are set out in Appendix II to this circular.

In accordance with the Articles of Association, the above proposed re-election of shareholder representative Supervisor and independent Supervisors is subject to the approval by the Shareholders at the general meeting of the Company; while the employee representative Supervisors of the Fourth Session of the Supervisory Committee shall be elected democratically by the employees of the Company and is not subject to the Shareholders' approval.

Upon the proposed re-election of the above-mentioned shareholder representative Supervisor and independent Supervisors of the Fourth Session of the Supervisory Committee being approved by the Shareholders, the Company will enter into a service contract with each of them. The term of office of each of them as a shareholder representative Supervisor or independent Supervisor of the Fourth Session of the Supervisory Committee will be from 21 September 2017 to 20 September 2020. Ms. Li Xiaojuan will not receive any remuneration from the Company in her capacity as shareholder representative supervisor of the Company. The remuneration of each of the independent supervisors of the Fourth Session of the Supervisory Committee will be determined by the Supervisory Committee according to the authorization granted by the Shareholders at the annual general meeting of the Company held on 30 June 2017 with reference to their duties in the Company, the Company's performance and the prevailing market condition.

III. EGM

A notice convening the EGM to be held at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 9:00 a.m. on Wednesday, 20 September 2017 is set out at the end of this circular.

A reply slip and a proxy form to be used at the EGM are also enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the appropriate proxy form in accordance with the instructions printed thereon.

For holders of H Shares, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time for holding the EGM in order for such documents to be valid. For holders of Domestic Shares, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Board Office of the Company in the PRC at Room 1603, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, not less than 24 hours before the time for holding the EGM in order for such documents to be valid.

Holders of H Shares and Domestic Shares, who intend to attend the EGM must complete the reply slip and return it to the Board Office of the Company not later than 20 days before the date of the EGM, i.e. no later than Thursday, 31 August 2017.

Pursuant to the Articles of Association, for the purpose of holding the EGM, the register of members of H Shares will be closed from Monday, 21 August 2017 to Wednesday, 20 September 2017 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Monday, 21 August 2017 are entitled to attend and vote at the EGM.

In order to attend the EGM, holders of H Shares shall lodge all transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 18 August 2017.

IV. RECOMMENDATION

The Directors consider that the aforesaid resolutions are in the best interest of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

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The biographical details of the Director candidates for the Fourth Session of the Board are as follows:

EXECUTIVE DIRECTOR:

Mr. Li Zhiming, aged 54, executive Director, Chairman (Legal Representative) and President, Secretary of Party Committee. Mr. Li joined the Company in May 2010 as the vice President, and has served as the President and executive Director since November 2013 and January 2014, respectively, and the Chairman and the secretary of Party Committee since March 2017. Mr. Li was the chief legal advisor, the secretary of disciplinary committee, chairman of labour union and the deputy secretary of the Party Committee of the Company from October 2012 to March 2017. He has more than 35 years of working experience, over 31 years of which is management experience in the pharmaceutical and healthcare products industry. Mr. Li graduated from the Xinjiang Commerce College with associate degree and a major in finance and accounting in July 1981, and graduated from the economic management discipline of the Urumqi Branch of Xi'an Military Academy with associate degree in July 1997. Mr. Li was qualified as a senior economist and a chief pharmacist. Mr. Li was the deputy director of finance department of Xinjiang New & Special Ethnic Drug Store, deputy general manager and chief accountant of Xinjiang Pharmaceutical Industry and Trade Company, deputy general manager and chief accountant of Xinjiang New & Special Ethnic Drug Corporation, and deputy director of the office of the preparatory and leading group of Xinjiang Pharmaceutical Administration Bureau steering the construction of the group entity from July 1985 to July 1996. Mr. Li was general manager, chairman of the board of directors, secretary of the Party Committee of Xinjiang New & Special Ethnic Drug Corporation, and the director, general manager, vice chairman, chairman, and secretary of the Party Committee of Xinjiang Pharmaceutical Group Company (currently known as Sinopharm Group Xinjiang Medicines Co., Ltd.) from July 1996 to February 2016. Mr. Li is currently the director of Sinopharm Industrial Investment Co., Ltd., China National Accord Medicines Co., Ltd., China National Medicines Co., Ltd., , Sinopharm Holding Guoda Drugstores Co., Ltd., Sinopharm Group Xinjiang Medicines Co., Ltd., vice chairman of Shanghai Shyndec Pharmaceutical Co., Ltd., and chairman of Sinopharm Holding Hong Kong Co., Ltd., Sinopharm Holding Lingshang Hospital Management Services (Shanghai) Co., Ltd., Sinopharm Holding (China) Finance Leasing Co., Ltd. and Sinopharm-CICC (Shanghai) Medical & Healthcare Investment Management Co., Ltd.

NON-EXECUTIVE DIRECTORS:

Mr. Chen Qiyu, aged 45, non-executive Director and vice Chairman, joined the Company on 16 January 2003, and had served as the chief Supervisor until 31 May 2010. He has served as a non-executive Director since 31 May 2010 and has been the vice Chairman since November 2013. He has over 24 years of working experience. He obtained a bachelor's degree in genetics from Fudan University in July 1993 and a master's degree of business administration from China Europe International Business School in September 2005. Mr. Chen was previously the chief financial officer, the board secretary, general manager, president and vice chairman of the board of directors of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. from July 1998 to May 2010, and has been its director and chairman since May 2005 and June 2010, respectively. He has served as the vice president and co-president of Fosun International Limited since August 2010, and has served as its executive director since July 10 2015. He has served as the vice president and co-president of Shanghai Fosun High Technology (Group) Co., Ltd. since January 2011, and has served as its director since July 10 2015. Mr. Chen has been a director of Tianjin Pharmaceuticals Group Co., Ltd., Zhejiang DIAN Diagnostics Co., Ltd., Beijing Sanyuan Food Co., Ltd. and Maxigen Biotech Inc. since February 2009, May

2010, September 2015 and December 2015, respectively. Mr. Chen served as the supervisor, director as well as the director and general manager of Sinopharm Industrial Investment Co., Ltd from July 2008 to March 2014 successively, and has served as the vice chairman of the same since March 2014 till now. Mr. Chen is currently also the member of Shanghai 12th Committee of the Chinese People's Political Consultative Conference, the chairman of China Medical Pharmaceutical Material Association and Shanghai Biopharmaceutics Industry Association, the vice chairman of China Pharmaceutical industry Research and Development Association, the vice chairman of China Pharmaceutical Industry Association, the vice-chief commissioner of China Medicinal Biotech Association and the vice-chief of Shanghai Society of Genetics etc.

Mr. She Lulin, aged 61, non-executive Director, joined the Group as a non-executive Director on 16 January 2003. He was the vice Chairman and has served as the Chairman of from August 2007 to November 2013. He has around 33 years of working experience, over 30 years of which is management experience in the pharmaceutical and healthcare products industry. Mr. She obtained a bachelor's degree in science, majoring in Pharmacy, from Nanjing Pharmaceutical Institution (currently known as China Pharmaceutical University) in July 1982 and a master's degree in business administration for executives from Tsinghua University in July 2005. Mr. She was previously the deputy head of the office, assistant to the general manager, deputy general manager and general manager of China National Pharmaceutical Group Guangzhou Corporation from August 1982 to August 1996. Mr. She was also the vice chairman of the board of directors and general manager of CNPGC from December 1998 to October 2004. Mr. She was a director, general manager and the secretary of Party Committee of CNPGC from October 2004 to October 2009. He was the vice chairman of the board of directors, general manager and deputy secretary of Party Committee of CNPGC since October 2009. Mr. She has been the chairman of the board of directors and legal representative of Sinopharm Industrial Investment Co., Ltd. from July 2008 to November 2013. Mr. She was the chairman of the board of directors of China National Medicines Co., Ltd. from December 1998 to January 2001.

Mr. Wang Qunbin, aged 48, non-executive Director, joined the Group on 16 January 2003, and has been a non-executive Director since then. He has around 25 years of working experience, over 22 years of which is management experience in biological medicine. Mr. Wang obtained a bachelor's degree in science, majoring in genetics, from Fudan University in July 1991. Mr. Wang was previously a lecturer at the Genetic Research Institute of Fudan University from September 1991 to September 1993, and then a director and the general manager of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. from 1995 to October 2007 and a director of Tianjin Pharmaceutical Holdings Ltd. from March 2001 to February 2009. Mr. Wang has served as a director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. since October 2007, and was its chairman of the board of directors from October 2007 to June 2010. Mr. Wang was a director and the president of Shanghai Fosun High Technology (Group) Co., Ltd. since November 1994 and from January 2009 to March 2017, respectively; and has served as its executive director and chief executive officer since March 2017. He has been an executive director and the president of Fosun International Limited (a company listed on the Hong Kong Stock Exchange) since August 2005 and January 2009, respectively. Mr. Wang has been a director of Henan Lingrui Pharmaceutical Company Ltd. (a company listed on the Shanghai Stock Exchange) since May 2002, and was also a director of Sinopharm Industrial Investment Co., Ltd. from July 2008 to March 2014.

Mr. Ma Ping, aged 61, has over 34 years of working experience and currently serves as an external director of China National Pharmaceutical Group Corporation. Mr. Ma received a bachelor degree from chemistry department of Fudan University in 1982. Mr. Ma served as principal clerk, engineer, vice director and director of Ministry of Labor and Personnel, National Pharmaceutical Administration, State Planning Commission, respectively from February 1982 to March 1992. He served as department manager, project manager, general manager of London Export Corporation, Hoechst (China), Lotus Healthcare, respectively from March 1992 to April 1994. He co-founded and served as managing director of BMP from April 1994 to October 1996. He served as investment director, business development director of Sinogen International Ltd. from October 1996 to May 1998. He served as vice president, COO, China general manager of United Medical Industrial Group from May 1998 to March 2000. He served as director, vice general manager of Tonghua Golden-horse Group (a Shenzhen Stock Exchange-listed company, stock code: 000766) from March 2000 to September 2001. He served as director, general manager of BMP (a Nasdaq-listed company, stock code: BJGP) from September 2001 to December 2005. He served as director, general manager of BioPro Pharmaceutical Inc. from December 2005 to December 2011. He has been serving as director of BioPro Pharmaceutical Inc. and project consultant of Principle Capital since December 2011, and has been serving as an external director of China National Pharmaceutical Group Corporation since May 2016.

Mr. Deng Jindong, aged 53, non-executive Director, joined the Group on 30 August 2007, and has been a non-executive Director since then. He has over 29 years of working experience, over 24 years of which is financial management experience. Mr. Deng obtained a bachelor's degree in economics from Hangzhou Electronics Industry Institution (currently known as Hangzhou Dianzi University) in July 1986 and a master's degree in economics from Central Institute of Finance and Economics (currently known as Central University of Finance & Economics) in January 1991. He is a non-practicing PRC certified public accountant. Mr. Deng was previously the chief financial officer of Economic Information Network Data Co., Ltd., senior audit manager of Taikang Life Insurance Co., Ltd. and the head of the accounting department of CNPGC from April 2000 to October 2001, from October 2001 to October 2002 and from October 2002 to October 2004, respectively. Mr. Deng has been the chief accountant of CNPGC from October 2004 to May 2017, and has served as its vice general manager since May 2017. Mr. Deng was a director and chief financial officer, and a director of Sinopharm Industrial Investment Co., Ltd. from July 2008 to August 2015 and from August 2015 to January 2016, respectively. He has also been its chairman since January 2016.

Mr. Li Dongjiu, aged 52, non-executive Director, joined the Group on 18 October 2013, and has been a non-executive Director since then. Mr. Li is a professor-level senior engineer and Doctor of Engineering, has over 29 years of working experience in the pharmaceutical industry, over 24 years of which relates to management experience in the pharmaceutical and healthcare products industry. Mr. Li obtained a bachelor's degree in Chemical Engineering from Dalian University of Technology in July 1987, a master's degree in Management from Wuhan University of Technology in June 1999, a master's degree of Arts in International Economic Relations from the Flinders University of South Australia in October 2005, a PhD degree of Transportation Planning and Management from Wuhan University of Technology in June 2013, and an EMBA degree from China Europe International Business School. Mr. Li worked for North China Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange) as a deputy general manager of North China Pharmaceutical Huasheng Co., Ltd., general manager of Sweeteners Vitamins Department of North China Pharmaceutical Group Corporation, general manager of Sales Company of North China Pharmaceutical Group Corporation and deputy general manager of North China Pharmaceutical Co., Ltd. and head of its financial department, successively from July 1987 to December 2009, and served as executive president of Shanghai Fosun Pharmaceutical Industry Development Co., Ltd., vice president and director of the Pharmaceutical Management Committee and senior vice president and director of the pharmaceutical management committee of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (a company listed on both the Shanghai Stock Exchange and the Hong Kong Stock Exchange) and president of Shanghai Fosun Pharmaceutical Development Co., Ltd., successively from December 2009 to December 2012. Mr. Li served as a senior vice president, chairman of the medicine commercialization and consumer products management committee and vice chairman of the pharmaceutical manufacturing management committee of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. from January 2013 to February 2015 and served as a director of Nature's Sunshine Products Inc., a company listed on NASDAQ, USA (NASDAQ: NATR) from August 2014 to June 2016. Mr. Li currently is a senior vice president as well as chairman of pharmaceutical commerce committee of Shanghai Fosun Pharmaceutical Development Co., Ltd., a director of Sinopharm Industrial Investment Co., Ltd. and a director of China National Medicines Co. Currently, he is also a vice president of China Nonprescription Medicines Association (CNMA), China Association of Pharmaceutical Commerce and Shanghai Association of Pharmaceutical Commerce, a commissioner for the UN Commission on Life-Saving Commodities for Women and Children and a member of council of the Cancer Foundation of China.

Mr. Lian Wanyong, aged 47, non-executive Director. Mr. Lian has been a non-executive Director since 29 January 2016 and served as a non-executive Director from December 2008 to January 2011. He has served as a Supervisor of the Company from January 2011 to December 2015. Mr. Lian has over 20 years of working experience, all of which is management experience. Mr. Lian obtained a bachelor's degree in medicine, majoring in clinical medicine, from Hunan University of Medicine (currently known as Central South University Xiangya School of Medicine) in July 1993, a master's degree in medicine, majoring in pharmacology, from Zhongshan Medicine University (currently known as Zhongshan School of Medicine, Sun Yat-Sen University) in July 1996 and a master's degree in business administration from the University of Miami in May 2002, respectively. Mr. Lian was previously the manager of the operation and audit department of China National Group Corp. of Traditional & Herbal Medicine from January 2004 to June 2005, and a deputy head of the financial assets management department of CNPGC from June 2005 to February 2008, respectively, and has been the head of the investment management department of CNPGC since February 2008. Mr. Lian was a director of Sinopharm Industrial Investment Co., Ltd. from December 2008 to March 2014.

Mr. Wen Deyong, aged 46. Mr. Wen graduated from Donghua University and received a master degree in business administration. Mr. Wen is currently the executive vice president of Shanghai Fosun Pharmaceutical Industry Development Co., Ltd. and vice chairman of Chongqing Yaoyou Pharmaceutical Co., Ltd. Mr. Wen has served as the technician in water needle shop of Chongqing Pharmaceutical Co., Ltd. 6th Factory, the sales outworker in sales department, the sales director in sales company, the general manager in 2nd marketing department of Chongqing Yaoyou Pharmaceutical Co., Ltd., the general manager of northern unit of Chongqing Haisiman Company, the vice president and president of Chongqing Yaoyou Pharmaceutical Co., Ltd.

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Ms. Li Ling, aged 56, independent not-executive Director, joined the Group on 29 December 2012, and has been an independent not-executive Director since then. Ms. Li has around 34 years of working experience. She obtained a bachelor's degree in physics in August 1982 and a master's degree in economics in February 1987 from Wuhan University, and obtained a master's degree and a doctorate degree in economics from University of Pittsburgh in U.S.A in September 1990 and May 1994, respectively. Ms. Li worked at the Department of Economics of Towson University in Maryland, U.S.A as an associate professor with tenure from August 2000 to August 2003, and also taught at the Department of Economics of University of Pittsburgh in U.S.A and the Department of Management and Marketing of The Hong Kong Polytechnic University. Ms. Li has been an economics professor and Ph.D. supervisor at Research Institute of National Development, a director of Research Center of China Healthy Development of Peking University since June 2008, and is an expert who enjoys the special allowance of the State Council and is one of the "Top Ten Teachers" of Peking University. Ms. Li has served as an independent director of PICC Health Insurance Company Limited since 2009. Ms. Li currently also serves as the vice chairman of China Health Economics Association, a member of the State Council Health Reform Advisory Commission, a member of National Health and Family Planning Commission on public policy, an evaluation expert in the Pilot Project of Urban Resident Basic Medical Insurance implemented by the State Council, an advisor to the Beijing Municipal Government, an advisor to the pharmaceutical and healthcare reform of Guangdong Province and the vice chairman of Gerontological Society of China.

Mr. Yu Tze Shan Hailson, aged 61, independent non-executive Director, has served as a non-executive Director since 21 September 2014 and has more than 38 years of working experience. Mr. Yu graduated from the University of Calgary with a bachelor degree in Electrical Engineering in 1979, graduated from the University of Hong Kong with a master degree in Electrical Engineering in 1987, graduated from City University of Hong Kong with a master degree of law in Arbitration and Dispute Resolution in 1995 and completed the postgraduate diploma in Investment Management and post-graduate certificates in Hong Kong Laws and Traditional Chinese Medicine courses. Mr. Yu served as equipment maintenance and testing engineer, equipment maintenance and testing laboratory manager, computer engineering and system engineering manager of Ampex Ferrotec Limited (Hong Kong) successively from June 1979 to September 1987. Mr. Yu joined China International Trust and Investment Corporation Hong Kong (Holdings) Limited and served as general manager of engineering research and development department and consultant of Petroleum Development and LPG Tank Terminal Port successively from October 1987 to January 1998. Mr. Yu has been serving as deputy managing director of Versitech Limited and deputy director of Technology Transfer Office of the University of Hong Kong since February 1998 till now. Mr Yu has been serving as an independent non-executive director of China Traditional Chinese Medical Co., Ltd. (formerly known as Winteam Pharmaceutical Group Limited, a company listed on the Hong Kong Stock Exchange) since November 2013. He has served as an independent non-executive director of China NT Pharma Group Company Limited since June 2017. Mr. Yu currently is a Charted Engineer, fellow of each of the Institute of Electrical Engineers, Hong Kong Institution of Engineers, the Chartered Institute of Arbitrators and Hong Kong Institute of Arbitrators.

Mr. Tan Wee Seng, aged 62, independent non-executive Director, has served as a non-executive Director since 21 September 2014 and has more than 39 years of working experience. Mr. Tan is a Chartered Global Management Accountant, Fellow member of the Chartered Institute of Management Accountants in United Kingdom, and the Hong Kong Institute of Directors. Mr. Tan has been with Reuters Group from April 1984 to June 2002. Mr. Tan served as executive director, chief finance officer and company secretary of Li Ning Company Limited (a company listed on the Hong Kong Stock Exchange), from January 2003 to November 2008. Mr Tan was an independent director and chairman of the audit committee of 7 Days Holdings Limited (whose shares were listed on the New York Stock Exchange between November 2009 to July 2013) until it was privatized. He was the Chairman of the Special Committee for Privatization of 7 Days Holdings Limited from October 2012 to July 2013. Mr. Tan currently also serves as independent non-executive director of each of Biostime International Holdings Limited (a company listed on the Hong Kong Stock Exchange), Sa Sa International Holdings Limited (a company listed on the Hong Kong Stock Exchange), CIFI Holdings (Group) Company Limited (a company listed on the Hong Kong Stock Exchange), Xtep International Holdings Limited (a company listed on the Hong Kong Stock Exchange), he is also an independent director of ReneSola Ltd. (a company listed on the New York Stock Exchange) and a director and chairman of finance and operation committee of Beijing City International School.

Mr. Liu Zhengdong, aged 47, independent non-executive Director, has been an independent non-executive Director of the Company since 21 September 2014. He is a lawyer who has more than 23 years of working experience as a practicing lawyer. Mr. Liu graduated from East China University of Political Science and Law (formerly known as East China School of Political Science and Law) with a bachelor's degree in Law in 1991, and juris master's degree in 2002. He served as an assistant prosecutor in Railway Transportation branch of Shanghai People's Procuratorate from July 1991 to June 1994. From June 1994 to October 1998, Mr. Liu worked at Shanghai Hongqiao Law Firm with others as a partner and has been serving as a lawyer. From October 1998, Mr. Liu co-founded Shanghai Junyue Law Firm with others as a senior partner and has been serving as head of the firm and a lawyer. Mr. Liu served as president of the Eighth Session of Shanghai Bar Association and was also honored as National Excellent Lawyer, Shanghai Excellent Non-litigation Lawyer and Shanghai Leading Talent. Currently, Mr. Liu currently serves as deputy to the Shanghai 14th People's Congress, member of standing committee of Shanghai Changning District 15th People's Congress, standing director of the National Lawyers Association, vice chairman of Shanghai Youth Federation, vice president of Shanghai General Chamber of Commerce, standing member of Shanghai Association of Industry and Commerce, and vice chairman of Shanghai Changning District Association of Industry and Commerce, etc. Mr. Liu also serves as arbitrators of China International Economic and Trade Arbitration Commission (CIETA), Shanghai International economic and Trade Arbitration Commission (SHIAC) and Shanghai Arbitration Commission (SAC), adjunct professor of East China University of Political Science and Law, part-time master tutor of the School of Law of Shanghai Jiao Tong University, visiting professor of each of Shanghai University of Political Science and Law and Lawyer School of Renmin University of China.

Mr. Zhuo Fumin, aged 66, independent non-executive Director, Mr. Zhuo has been an independent non-executive Director since March 2016. Mr. Zhuo has more than 41 years of experience in the field of enterprise management and capital markets. Mr. Zhuo graduated from Shanghai Jiaotong University of Engineering Science in 1983. He subsequently obtained a master's degree in economics from Fudan University in 1997. Mr. Zhuo currently serves as chairman and managing partner of V Star Capital. Between 1987 and 1995, Mr. Zhuo served senior positions including an office head and an officer assistant of the Shanghai Economic System Reform Committee. Between 1995 and 2002, Mr. Zhuo held in turn various senior positions at Shanghai Industrial Investment (Holdings) Co., Ltd., including the managing director and chief executive officer of Shanghai Industrial Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 363) and the chairman of SIIC Medical Science and Technology (Group) Limited. Mr. Zhuo has served as the chairman and the chief executive officer of Vertex China Investment Co., Ltd. (a wholly owned subsidiary of Vertex Management Group, a global venture capital management company), founder and chairman of Shanghai Kexing Investment Co., Ltd. and managing partner of GGV Capital, a venture capital fund since 2002. Mr. Zhuo has served as a director of Grandhope Biotech Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300238). Mr. Zhuo is also an independent director of China Enterprise Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 600675), Arcplus Group Plc (a company listed on the Shanghai Stock Exchange, stock code: 600629) and Daqo New Energy Corp. (a company listed on the New York Stock Exchange, stock code: DQ) and Focus Media (a company listed on the Shenzhen Stock Exchange, stock code: 002027), a non-executive Director of Besunyen Holdings Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 926), and an independent non-executive director of Shenyin Wanguo (H.K.) Limited (a company listed on the Hong Kong Stock Exchange, stock code: 218) and SRE Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1207).

Save as disclosed above, none of the Director candidates for the Fourth Session of the Board has any relationship with any Director, senior management or substantial or controlling Shareholder, or has any interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, none of the Director candidates for the Fourth Session of the Board held any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the election of the Directors for the Fourth Session of the Board that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

The biographical details of the shareholder representative Supervisor and independent Supervisor candidates for the Fourth Session of the Supervisory Committee are as follows:

Mr. Yao Fang, aged 48, the chief Supervisor, has served as the Supervisor of the Company since 7 January 2011. Mr. Yao obtained a bachelor's degree in economics from Fudan University in July 1989 and a master of business administration degree from The Chinese University of Hong Kong in December 1993. Between 1993 and 2009, Mr. Yao served as assistant general manager of the international business department of Shanghai Wanguo Securities Co., Ltd. (currently known as Shenyin & Wanguo Securities Co., Ltd.), general manager of Shanghai Shang Shi Assets Operation and Management Co., Ltd. and Shang Shi Management (Shanghai) Co., Ltd., managing director of Shanghai Industrial Pharmaceutical Investment Co., Ltd. (delisted on 12 February 2010), the chairman of Shanghai Overseas Co., Ltd., non-executive director of Lianhua Supermarket Holdings Co., Ltd. (stock code 0980), and executive director of Shanghai Industrial Holding Limited (stock code: 0363) listed on the Hong Kong Stock Exchange. Mr. Yao has served as a non-executive director of Biosino Bio-Technology and Science Incorporation (stock code: 8247) listed on the Hong Kong Stock Exchange from 24 January 2011 to 13 March 2014. Mr. Yao served in Shanghai Fosun Pharmaceutical (Group) Co., Ltd. since April 2010. He currently serves as the executive director and co-president.

Mr. Tao Wuping, aged 62, Supervisor, has been a Supervisor since June 2015, was an independent non-executive Director from 22 September 2008 to 20 September 2014, and. Mr. Tao is a lawyer and has over 33 years of working experience as practicing lawyer. Mr. Tao obtained a master's degree in law, majoring in international economic law, from Fudan University in June 1997. Mr. Tao has been the director of Guantao Zhongmao (Shanghai) Law Firm since August 2016. He was the director of Shanghai Shen Da Law Firm from August 1994 to August 2016. Mr. Tao has been a visiting law professor of Shanghai Institute of Foreign Trade, a part-time professor at the Law and Politics College of East China Normal University, and the honorary dean, a part-time professor at the Law and Politics College of Shanghai Normal University and a visiting professor of East China University of Political Science and Law since March 2002, June 2003, September 2003 and June 2012, respectively. Mr. Tao has been the independent director of Shangying Co., Ltd. since May 2013 and has been the independent director of Tianzhi Fund Management Co., Ltd. since August 2014. Mr. Tao was awarded the title of "National Outstanding Attorney at Law" by All China Lawyers Association and the first session of "Eastern Attorney at Law" by Shanghai Bar Association.

Ms. Li Xiaojuan, aged 41, Supervisor. Ms. Li has over 15 years of working experience. Ms. Li obtained a bachelor's degree in real estate operation and management from investment economics department of Dongbei University of Finance & Economics in July 1998 and a master's degree in national economics (investment economics) with specialty in securities investment from investment economics department of Dongbei University of Finance & Economics in April 2001. Ms. Li is a qualified economist, a non-practicing certified public accountant, and an asset valuer. Ms. Li served as the project manager of Beijing Tianhua Accounting Firm from April 2001 to April 2003 and the vice director of strategic cooperation department of TopSun Group from April 2003 to February 2005. Ms. Li served as the manager of finance department of China National Pharmaceutical Industry Corporation from February 2005 to April 2006 and the director of auditing and supervision office and the manager of auditing department of China National Pharmaceutical Industry Corporation from April 2006 to August 2010. Ms. Li also served as the vice director of investment management department of CNPGC from August 2010 to April 2014. Ms. Li currently is the director of auditing department of CNPGC.

Save as disclosed above, none of the shareholder representative Supervisor or independent Supervisor candidates for the Fourth Session of the Supervisory Committee has any relationship with any Director, senior management or substantial or controlling Shareholder, or has any interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, none of the shareholder representative Supervisor or independent Supervisor candidates for the Fourth Session of the Supervisory Committee held any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders or any information in relation to the election of the shareholder representative Supervisor and independent Supervisors for the Fourth Session of the Supervisory Committee that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

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)

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 Wednesday, 20 September 2017, 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 re-election of Mr. Li Zhiming as an executive director of the Fourth Session of the board of directors of the Company (the "**Board**"), 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.

2. To consider and, if thought fit, to approve the re-election of Mr. Chen Qi Yu as a non-executive director of the Fourth Session of the Board, 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.

3. To consider and, if thought fit, to approve the re-election of Mr. She Lulin as a non-executive director of the Fourth Session of the Board, 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.

4. To consider and, if thought fit, to approve the re-election of Mr. Wang Qunbin as a non-executive director of the Fourth Session of the Board, 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.

5. To consider and, if thought fit, to approve the re-election of Mr. Ma Ping as a non-executive director of the Fourth Session of the Board, 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.

6. To consider and, if thought fit, to approve the re-election of Mr. Deng Jindong as a non-executive director of the Fourth Session of the Board, 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.

7. To consider and, if thought fit, to approve the re-election of Mr. Li Dongjiu as a non-executive director of the Fourth Session of the Board, 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.

8. To consider and, if thought fit, to approve the re-election of Mr. Lian Wanyong as a non-executive director of the Fourth Session of the Board, 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.

9. To consider and, if thought fit, to approve the appointment of Mr. Wen Deyong as a non-executive director of the Fourth Session of the Board, 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.

10. To consider and, if thought fit, to approve the re-election of Ms. Li Ling as an independent non-executive director of the Fourth Session of the Board, 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.

11. To consider and, if thought fit, to approve the re-election of Mr. Yu Tze Shan Hailson as an independent non-executive director of the Fourth Session of the Board, 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.

12. To consider and, if thought fit, to approve the re-election of Mr. Tan Wee Seng as an independent non-executive director of the Fourth Session of the Board, 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.

13. To consider and, if thought fit, to approve the re-election of Mr. Liu Zhengdong as an independent non-executive director of the Fourth Session of the Board, 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.

14. To consider and, if thought fit, to approve the re-election of Mr. Zhuo Fumin as an independent non-executive director of the Fourth Session of the Board, 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.

15. To consider and, if thought fit, to approve the re-election of Mr. Yao Fang as an independent supervisor of the Fourth Session of the supervisory committee of the Company (the "**Supervisory Committee**"), 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.

16. To consider and, if thought fit, to approve the re-election of Mr. Tao Wuping as an independent supervisor of the Fourth Session of Supervisory Committee, 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.

17. To consider and, if thought fit, to approve the re-election of Ms. Li Xiaojuan as a shareholder representative supervisor of the Fourth Session of Supervisory Committee, 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.

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

Shanghai, PRC
4 August 2017

* *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.".*

Notes:

1. For the purpose of holding the EGM, the register of members of H Shares of the Company will be closed from Monday, 21 August 2017 to Wednesday, 20 September 2017 (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 Friday, 18 August 2017.

   The Shareholders whose names appear on the register of members of the Company on Monday, 21 August 2017 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 Thursday, 31 August 2017.

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