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 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)

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS; (2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND (3) NOTICE OF EGM

A letter from the Board is set out on pages 3 to 8 of this circular. A notice convening the EGM to be held at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC, at 9:30 a.m. on Friday, 19 December 2025, is being dispatched to the Shareholders by means elected by the Shareholders to receive the corporate communications together with this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the 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 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 as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. For holders of Domestic Shares, please return the proxy form together with any documents of authority to the Office of the Company in the PRC at Room 1413, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. 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 December 2025

* *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"	the articles of association of the Company
"Board"	the board of directors of the Company
"Company"	Sinopharm Group Co. Ltd. (國藥控股股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability and whose H shares are listed and traded on the Hong Kong Stock Exchange
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	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"	the extraordinary general meeting of the Company to be convened at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC at 9:30 a.m. on Friday, 19 December 2025
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	1 December 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"H Share(s)"	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
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan Region

"Proposed Appointment of Executive Director"	the proposed appointment of Mr. Yang Binghua as an executive Director
"Proposed Appointment of Non-executive Directors"	the proposed appointment of Mr. Jin Bin, Mr. Ma Yue and Ms. Li Ying as non-executive Directors
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	the shareholder(s) of the Company
"Share(s)"	Domestic Share(s) and/or H Share(s) of the Company

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)

Members of the Board:

Non-executive Directors:
Mr. Zhao Bingxiang
Mr. Chen Qiyu
Mr. Zu Jing
Mr. Xing Yonggang
Mr. Chen Yuqing
Mr. Wen Deyong
Ms. Feng Rongli

Executive Director:
Mr. Lian Wanyong

Independent non-executive Directors:
Mr. Li Peiyu
Mr. Wu Tak Lung
Mr. Yu Weifeng
Mr. Shi Shenghao
Mr. Chen Weiru

Registered office in the PRC:
1st and 11th to 15th Floors
No. 385 East Longhua Road
Huangpu District
Shanghai, 200023
the PRC

Principal place of business in Hong Kong:
Room 1601,
Emperor Group Center,
288 Hennessy Road,
Wanchai,
Hong Kong

4 December 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS; (2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND (3) NOTICE OF EGM

* *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.".*

I. INTRODUCTION

References are made to the announcements of the Company dated 9 June 2025, 6 November 2025 and 28 November 2025, in relation to (among others) the Proposed Appointment of Non-executive Directors and the Proposed Appointment of Executive Director.

The purpose of this circular is to provide you with detailed information regarding (among others) (i) the Proposed Appointment of Non-executive Directors; and (ii) the Proposed Appointment of Executive Director, and a notice convening the EGM, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

On 9 June 2025 and 28 November 2025, the Board respectively resolved to propose to appoint Mr. Ma Yue ("**Mr. Ma**"), Mr. Jin Bin ("**Mr. Jin**") and Ms. Li Ying ("**Ms. Li**") as non-executive Directors.

In accordance with the Articles of Association, the above Proposed Appointment of Non-executive Directors is subject to the approval by the Shareholders at the extraordinary general meeting of the Company.

Upon the approval of the above Proposed Appointment of Non-executive Directors by the Shareholders, the Company will enter into a service contract with each of Mr. Jin, Mr. Ma and Ms. Li, and their terms of office as Directors shall commence from the date of approval by the Shareholders and end on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, they will be subject to retirement by rotation and re-election upon the expiry of their terms of office. Their remuneration for serving as Directors will be determined by the Board according to the authorization granted at the shareholders' general meeting of the Company and in accordance with the Company's remuneration standard regarding Directors implemented from time to time. According to the Company's current remuneration standard, non-executive Directors will not receive any remuneration from the Company.

Biographies of Mr. Jin, Mr. Ma and Ms. Li

Mr. Jin Bin, aged 52, obtained a master's degree in business administration from Beijing Jiaotong University. Mr. Jin joined China National Medicines Corporation Ltd. (國藥集團藥業股份有限公司) in 2005, and served as the business supervisor of the office of China National Medicines Corporation Ltd.. Mr. Jin joined China National Pharmaceutical Group Co., Ltd. (中國醫藥集團有限公司) ("**CNPGC**") in 2008, and successively holding positions including the deputy director of the administrative department, the deputy director of the office and the director of the office. Mr. Jin has served as the deputy general manager of CNPGC since November 2022 and has served as the general legal counsel and the chief compliance officer of CNPGC since April 2025.

Mr. Ma Yue, aged 44, obtained a master's degree in science in microbiology from College of Life Sciences, Nankai University and a master's degree in management in accounting from Chinese Academy of Fiscal Sciences. He is a senior economist and practicing pharmacist. Mr. Ma currently serves as the director of the operation management department (safety, environmental protection and quality management division) of CNPGC. Mr. Ma joined CNPGC in October 2009 and has successively held various positions including the senior business supervisor of the international cooperation department, the assistant to the director of the international cooperation department, the deputy director of the office, the head of the operation management department and the director of the office (the office of the Party Committee and the board office) of CNPGC. Mr. Ma has served as the director of the operation management department (safety, environmental protection and quality management division) of CNPGC since May 2025.

Ms. Li Ying, aged 52, obtained a master's degree in agricultural economics and management from the School of Economics and Management of Northeast Agricultural University in 2000. Ms. Li possesses extensive experience in equity investment within the pharmaceutical industry, she has served as the director of the Beijing Bureau of China Banking and Insurance Regulatory Commission, the deputy general manager of the equity business department of China Huarong Financial Asset Management Co., Ltd., and a member of the party committee and deputy general manager of Huarong Ruitong Equity Investment Management Co., Ltd.. Ms. Li is currently the deputy general manager of the first asset management department of China CITIC Financial Asset Management Co., Ltd..

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin, Mr. Ma and Ms. Li did not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, or have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin, Mr. Ma and Ms. Li did not hold any other positions in the Company or any of its subsidiaries, or any directorship in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders or any matter in relation to the Proposed Appointment of Non-executive Directors that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Recommendation of the Nomination Committee

The above Proposed Appointment of Non-executive Directors was proposed by the Nomination Committee according to the nomination procedures for Directors of the Company and based on the needs of the Company and has submitted to the Board for review after considering the Director candidates' relevant qualifications by the Nomination Committee, and will then be submitted by the Board to the EGM for final approval.

The examination procedures of the candidates for Directors are: (1) to collect, or require relevant department of the Company to collect the particulars of the occupation, education, designation, detailed work experience and part-time jobs of the candidates and summarize the same in written materials; (2) to hold the Nomination Committee meetings to examine the qualifications of the candidates in accordance with the requirements applicable to a Director of the Company and to state the opinion and recommendations on appointments in the form of proposals; and (3) to carry out other relevant work arrangement according to decisions of or feedback from the Board.

Relevant proposals will be put forward at the EGM for Shareholders' consideration and approval as ordinary resolutions.

III. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

On 6 November 2025, the Board resolved to propose to appoint Mr. Yang Binghua ("**Mr. Yang**") as an executive Director.

In accordance with the Articles of Association, the above Proposed Appointment of Executive Director is subject to the approval by the Shareholders at the extraordinary general meeting of the Company.

Upon the approval of the above Proposed Appointment of Executive Director by the Shareholders, the Company will enter into a service contract with Mr. Yang, and Mr. Yang's term of office as Directors shall commence from the date of approval by the Shareholders and end on the expiration of the term of the current session of the Board. Pursuant to the Articles of Association, Mr. Yang will be subject to retirement by rotation and re-election upon the expiry of his term of office. The remuneration of Mr. Yang will be determined by the Board according to the authorization granted at the shareholders' general meeting of the Company and in accordance with the Company's remuneration standard regarding Directors implemented from time to time. According to the Company's current remuneration standard, executive Directors will receive remuneration based on the performance appraisal, incentive measures and annual salary standard settlement.

Biography of Mr. Yang

Mr. Yang Binghua, aged 45, is a deputy secretary of the Party Committee of the Company. Mr. Yang obtained a master's degree in Public Administration from School of Government of Peking University in 2011. Mr. Yang previously served as the deputy department head of the second secretarial department of the State Council State-owned Assets Supervision and Administration Commission ("**SASAC**"), a deputy director of the Party Committee for offices directly under SASAC, the deputy department head and the department head of the communication department of the Party Committee for offices directly under SASAC, the deputy secretary of the Party Committee of Shanghai Shyndec Pharmaceutical Co., Ltd. (上海現代製藥股份有限公司), and the director of the work department of the Party Committee (the organization department of the Party Committee and the communication department of the Party Committee) of China National Pharmaceutical Group Co., Ltd. (中國醫藥集團有限公司). In the past three years, Mr. Yang served as a non-executive director of China Traditional Chinese Medicine Holdings Co. Limited (中國中藥控股有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 0570) and a director of Chongqing Taiji Industry (Group) Co., Ltd. (重慶太極實業(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600129). Mr. Yang has served as a deputy secretary of the Party Committee of the Company since October 2025.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang did not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, or have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang did not hold any other positions in the Company or any of its subsidiaries, or any directorship in other listed companies in the last three years.

Save as disclosed above, the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders or any matter in relation to the Proposed Appointment of Executive Director that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Recommendation of the Nomination Committee

The above Proposed Appointment of Executive Director was proposed by the Nomination Committee according to the nomination procedures for Directors of the Company and based on the needs of the Company and has submitted to the Board for review after considering the Director candidate's relevant qualifications by the Nomination Committee, and will then be submitted by the Board to the EGM for final approval.

The examination procedures of the candidates for Directors are: (1) to collect, or require relevant department of the Company to collect the particulars of the occupation, education, designation, detailed work experience and part-time jobs of the candidates and summarize the same in written materials; (2) to hold the Nomination Committee meetings to examine the qualifications of the candidates in accordance with the requirements applicable to a Director of the Company and to state the opinion and recommendations on appointments in the form of proposals; and (3) to carry out other relevant work arrangement according to decisions of or feedback from the Board.

Relevant proposal will be put forward at the EGM for Shareholders' consideration and approval as an ordinary resolution.

IV. EGM

A notice convening the EGM to be held at 9:30 a.m. on Friday, 19 December 2025 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, the PRC is set out at the end of this circular.

For the purpose of holding the EGM, the register of members of the Company (the "**Register**") will be closed from Tuesday, 16 December 2025 to Friday, 19 December 2025 (both days inclusive) during which period no transfer of Shares of the Company will 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 Shares 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 as soon as practicable, and in any event no later than 4:30 p.m. on Monday, 15 December 2025. The Shareholders whose names appear on the Register on Tuesday, 16 December 2025 are entitled to attend and vote at the EGM.

A proxy form to be used at the EGM is also enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkexnews.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, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof 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 Office of the Company in the PRC at Room 1413, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, 200023, the PRC, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the EGM in accordance with the Articles of Association. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

V. RECOMMENDATION

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

Yours faithfully,
By Order of the Board
Sinopharm Group Co. Ltd.
Zhao Bingxiang
Chairman

國藥控股股份有限公司
SINOPHARM GROUP CO. LTD.*

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(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 9:30 a.m. on Friday, 19 December 2025 at Meeting Room 1401, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu 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 (if thought fit) the appointment of Mr. Jin Bin as a non-executive Director of the sixth session of the Board, and to authorize the Board to determine his remuneration and to authorize the Chairman 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 approve (if thought fit) the appointment of Mr. Yang Binghua as an executive Director of the sixth session of the Board, and to authorize the Board to determine his remuneration and to authorize the Chairman 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 approve (if thought fit) the appointment of Mr. Ma Yue as a non-executive Director of the sixth session of the Board, and to authorize the Board to determine his remuneration and to authorize the Chairman 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 approve (if thought fit) the appointment of Ms. Li Ying as a non-executive Director of the sixth session of the Board, and to authorize the Board to determine her remuneration and to authorize the Chairman 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
Sinopharm Group Co. Ltd.
Zhao Bingxiang
Chairman

Shanghai, the PRC
4 December 2025

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As at the date of this notice, the executive director of the Company is Mr. Lian Wanyong; the non-executive directors of the Company are Mr. Zhao Bingxiang, Mr. Chen Qiyu, Mr. Zu Jing, Mr. Xing Yonggang, Mr. Chen Yuqing, Mr. Wen Deyong and Ms. Feng Rongli; and the independent non-executive directors of the Company are Mr. Li Peiyu, Mr. Wu Tak Lung, Mr. Yu Weifeng, Mr. Shi Shenghao and Mr. Chen Weiru.

Notes:

1. In accordance with the Articles of Association, for the purpose of holding the EGM, the register of members of the Company will be closed from Tuesday, 16 December 2025 to Friday, 19 December 2025 (both days inclusive), during which no transfer of Shares of the Company can be registered

   In order to be qualified to attend and vote at the EGM, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H Shares 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 as soon as practicable, and in any event no later than 4:30 p.m. on Monday, 15 December 2025.

   Shareholders whose names appear on the register of members on Tuesday, 16 December 2025 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 Shareholder 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 Shares 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 office of the Company in the PRC not less than 24 hours before the time appointed for holding the EGM or any adjourned thereof. 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 place 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 you so wish.

5. Individual 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. The EGM is expected to take less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

7. Contact details of the office of the Company in the PRC are as follows:

   Address: Room 1413, Sinopharm Group Building, No. 385, East Longhua Road, Huangpu District, Shanghai, 200023, the PRC
   Telephone No.: (86 21) 2305 2147
   Fax No.: (86 21) 2305 2146