
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinopharm Tech Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Sinopharm Tech Holdings Limited

國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Units 01–03, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong on Friday, 19 November 2021 at 11:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkgem.com> for a minimum period of 7 days from the date of its posting and on the website of the Company at <http://www.sinopharmtech.com.hk>.

21 October 2021

CHARACTERISTICS OF GEM

GEM of the Stock Exchange (“GEM”) has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Units 01–03, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong on Friday, 19 November 2021 at 11:00 a.m., notice of which is set out in this circular
“Articles of Association”	the articles of associations of the Company (as amended from time to time), and “Article” shall mean an article thereof
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Sinopharm Tech Holdings Limited, as exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Convertible Bonds”	unlisted convertible bonds of the Company issued on 17 January 2014 (as amended and extended by the first amendment agreement, second amendment agreement, third amendment agreement, fourth amendment agreement and fifth amendment agreement) in the aggregate principal amount of HK\$89,625,000
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	has the meaning ascribed to it under paragraph 2.1 of the Letter from the Board
“Latest Practicable Date”	18 October 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan

DEFINITIONS

“Repurchase Mandate”	has the meaning ascribed to it under paragraph 2.2 of the Letter from the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



Sinopharm Tech Holdings Limited
國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

Executive Directors:

Mr. CHAN Ting

(Chairperson and Chief Executive Officer)

Mr. LIAO Zhe

(Chief Operating Officer)

Mr. CHEUK Ka Chun Kevin

Non-executive Directors:

Madam CHEUNG Kwai Lan

(Honorary Chairperson)

Dr. CHENG Yanjie

Independent Non-executive Directors:

Mr. LAU Fai Lawrence

Dr. LIU Ta-pei

Mr. CHAU Wai Wah Fred

Registered office:

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 01-03, 25/F.,
Corporation Park
11 On Lai Street, Shatin
New Territories, Hong Kong

21 October 2021

*To the Shareholders and,
for information only, the Convertible Bonds holders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information relating to the resolutions to be proposed at the AGM for (i) the granting of the general mandates to issue Shares and to repurchase Shares; (ii) the re-election of retiring Directors; and (iii) the notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES AND TO REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant the Directors the general mandates to issue Shares and to repurchase Shares.

2.1 General Mandate to Issue Shares

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the Issuance Mandate) to allot, issue and deal with unissued Shares or underlying Shares of the Company (other than by way of rights or pursuant to a share option scheme of the Company or pursuant to any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividends on Shares in accordance with the Articles of Association) or make or grant offers, agreements, share options and warrants which might require the exercise of such power, of up to 20% of the total number of issued Shares as at the date of granting of the Issuance Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issuance Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 4,403,983,734 Shares in issue. Subject to the passing of the resolutions for the approval of the Issuance Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum number of 880,796,746 Shares under the Issuance Mandate.

2.2 General Mandate to Repurchase Shares

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase a maximum number of 440,398,373 Shares under the Repurchase Mandate.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

The Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issuance Mandate (including the extended Issuance Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 99 of the Articles of Association, Mr. LIAO Zhe and Mr. CHEUK Ka Chun Kevin shall hold office only until the next following annual general meeting of the Company (in the case of an addition to their number) and will retire and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 116 of the Articles of Association, Madam CHEUNG Kwai Lan and Mr. CHAN Ting will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Information of these Directors required to be disclosed by the GEM Listing Rules is set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING

The resolutions to be proposed at the forthcoming AGM are set out in full in the notice of the AGM on pages 14 to 17 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

If you intend to appoint a proxy to attend the AGM, you are requested to complete the proxy form and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournments thereof if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the 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. Therefore, all resolutions set out in the notice of AGM will be voted by way of poll at the AGM. The Company will announce the results of poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATIONS

The Directors consider the proposed grant of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate; and the proposed re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
CHAN Ting
Chairperson

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued Share capital of the Company comprised 4,403,983,734 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and, on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 440,398,373 Shares, representing 10% of the total number of issued Shares of the Company as at the date of passing of the resolution.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 30 June 2021) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders were interested in 5% or more of the issued Share capital of the Company. In the event that the Repurchase Mandate is exercised in full and there is a change in the number of Shares held by them after the Repurchase Mandate is exercised, the interest of such Shareholders will be increased to approximately the percentage set out as follows:

Name of Substantial Shareholders	Capacity	Number of Shares held	Approximate percentage of the shareholding	Approximate percentage of the shareholding if the Repurchase Mandate is exercised in full
Sinopharm Traditional Chinese Medicine Overseas Holdings Limited	Beneficial Owner	650,000,000 (L)	14.76%	16.40%
Best Frontier Investments Limited ("Best Frontier") & its concert parties (Note 1)	Beneficial Owner	640,596,856 (L)	14.55%	16.16%
Integrated Asset Management (Asia) Limited ("Integrated Asset") & its concert parties (Note 2)	Beneficial Owner	526,283,000 (L)	11.95%	13.28%
Tse Siu Hoi	Beneficial Owner	310,650,000 (L)	7.05%	7.84%

L denotes long position

Notes:

- 632,920,856 Shares were owned by Best Frontier which was owned as to 99.89% and 0.11% by Madam CHEUNG Kwai Lan and Mr. CHAN Tung Mei respectively. In addition, Madam CHEUNG and Mr. CHAN directly beneficially held 4,656,000 and 3,020,000 Shares respectively. Madam CHEUNG is the spouse of Mr. CHAN and therefore both of them were deemed to be interested in the Shares. Madam CHEUNG was granted 4,000,000 share options by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013.

2. The 526,283,000 Shares were owned by Integrated Asset which was wholly-owned by Mr. YAM Tak Cheung. 8% coupon convertible bonds in aggregate amount of HK\$89,625,000 (i.e. the Convertible Bonds) for a term of six months maturing on 17 July 2017 were issued to Integrated Asset pursuant to the first amendment agreement dated 18 January 2017 approved by the Shareholders at the extraordinary general meeting of the Company held on 29 March 2017. The Company received a written consent from Integrated Asset, on which the maturity date of the Convertible Bonds would be extended for further six months to 17 January 2018. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full. The amended conversion price was HK\$0.359 per conversion share subject to adjustment.

Pursuant to the second amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 18 April 2018, the amendments were that the maturity date of the Convertible Bonds was extended for six months from 17 January 2018 to 17 July 2018, and further extended to 17 January 2019 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full.

Pursuant to the third amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 19 March 2019, the amendments were that the maturity date of the Convertible Bonds was extended for six months from 17 January 2019 to 17 July 2019, and further extended to 17 January 2020 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full.

As a result of the adjustments of the Convertible Bonds on 10 May 2019 upon the allotment and issue of the consideration shares to Sinopharm Traditional Chinese Medicine Overseas Holdings Limited, a maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full. The adjusted conversion price was HK\$0.34 per conversion share subject to further adjustment.

Pursuant to the fourth amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 25 March 2020, the amendments were that the maturity date of the Convertible Bonds was extended for six months from 17 January 2020 to 17 July 2020, and further extended to 17 January 2021 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the Convertible Bonds in full.

An ordinary resolution was passed at the extraordinary general meeting of the Company held on 22 March 2021 to approve the fifth amendment agreement to amend some principal terms of the Convertible Bonds, including to extend the maturity date of the Convertible Bonds for one year from 17 January 2021 to 17 January 2022. The conversion price of the Convertible Bonds shall be amended from HK\$0.34 to HK\$0.221 per conversion share subject to adjustment and the Convertible Bonds can be converted into the maximum number of 405,542,986 Shares. The interest rate of the Convertible Bonds shall be increased to 10% per annum and paid annually (the “**Fifth Amendments**”). Save for the Fifth Amendments, all other terms and conditions of the Convertible Bonds shall remain unchanged.

Save as aforesaid and based on information known to the Latest Practicable Date, the Directors are not aware of any consequences of such repurchases of Shares that would result in the above substantial Shareholders or any other Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code if the Repurchase Mandate was exercised in full. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances trigger off any potential consequences under the Takeovers Code.

Furthermore, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASED BY THE COMPANY

During the six months preceding the Latest Practicable Date, there was no repurchase of Shares by the Company (whether on the Stock Exchange or otherwise).

9. CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
October	0.187	0.140
November	0.158	0.122
December	0.218	0.087
2021		
January	0.285	0.190
February	0.350	0.189
March	0.300	0.202
April	0.345	0.236
May	0.320	0.250
June	0.295	0.232
July	0.260	0.230
August	0.250	0.210
September	0.227	0.158
October (up to the Latest Practicable Date)	0.227	0.183

Information of the Directors, who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, as at the Latest Practicable Date is set out below:

(1) MR. CHAN TING

Mr. CHAN Ting, aged 51, is the chairperson, executive director, chief executive officer, compliance officer and authorised representative of the Company. He is also the chairperson of the nomination committee of the Company and a member of the remuneration committee of the Company. He has served the Group for more than 20 years and is the director of various subsidiaries of the Group. He is responsible for the marketing, business development, strategic planning and operations of the Group. He was awarded a bachelor's degree in Economics from Macquarie University in Australia in 1993. He is the Vice President of the Zhang Xueliang Foundation. Mr. CHAN has over 26 years of working experience in establishing and managing companies in the PRC.

Mr. CHAN is the son of Madam CHEUNG Kwai Lan, who is the honorary chairperson and non-executive director of the Company. Mr. CHAN is the brother of Ms. CHAN Siu Sarah, the Group General Counsel. He joined the Group in July 2001.

Save as disclosed above, Mr. CHAN (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Mr. CHAN has entered into a renewable service agreement for his directorship as the executive Director with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. CHAN is entitled to receive an annual salary and other allowance of HK\$3,000,000 and an annual director's fee of HK\$240,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance.

As at the Latest Practicable Date, Mr. CHAN held 4,000,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Mr. CHAN did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(2) MR. LIAO ZHE

Mr. LIAO Zhe, aged 34, is an executive director and chief operating officer of the Company. He has more than 10 years of experience in the Internet industry and 1 year of experience as an executive director of a Hong Kong listed company. From 2014 to 2017, he worked in Tencent Technology (Shenzhen) Company Limited, a wholly-owned subsidiary of Tencent Holdings Limited (stock code: 700.HK), as the general manager of the financial institution in the WeChat Pay joint product department. From October 2017 to October 2018, he served as an executive director of Shunten International (Holdings) Limited (stock code: 932.HK). Mr. Liao holds a bachelor's degree from Beijing Normal University in Zhuhai and an advanced degree from DFI Hamburg School of Design, Germany. He was appointed as the guest speaker of the Graduate School of Industrial Engineering of the University of Hong Kong in 2015, and was the founding director of the Hong Kong Young Executives Association in 2018. Mr. Liao joined the Company in September 2019. He is also the general manager of Sinopharm Health (Hainan) Technology Co., Ltd., a subsidiary of the Company. From the date of appointment, he will be fully responsible for the Company's anti-counterfeiting business, e-commerce business, Internet technology business and related businesses.

Save as disclosed above, Mr. LIAO (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Mr. LIAO has not entered into any service contract for his duties as the executive Director with the Company. He is entitled to receive an annual salary of HK\$1,200,000 and an annual director's fee of HK\$240,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. LIAO was interested in 2,300,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Mr. LIAO did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(3) MR. CHEUK KA CHUN KEVIN

Mr. CHEUK Ka Chun Kevin, aged 37, is an executive director of the Company. He holds a bachelor's degree in economics and a master's degree in applied finance from Macquarie University in Australia. Mr. CHEUK has served the Group for more than 12 years and is currently as a project director of the Company. He has been responsible for the investment and acquisition of various projects of the Group. He has more than 10 years of experience in the lottery industry and technological innovation and application. He has led the team to win various awards under "Interactive In-Store Marketing Solutions" and "Health Management Cloud Platform" projects in 2016 and 2017 Geneva International Invention Exhibition respectively, including a gold award in 2016 Geneva International Invention Exhibition. He also served as a director of a subsidiary of the Company. From the date of appointment, Mr. CHEUK's management scope will be expanded to the supply chain management and related businesses of the lottery part of the anti-counterfeiting business.

Save as disclosed above, Mr. CHEUK (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Mr. CHEUK has not entered into any service contract for his duty as the executive Director with the Company. He is entitled to receive an annual salary of HK\$888,000 and an annual director's fee of HK\$240,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. CHEUK was interested in 178,000 shares of the Company and 20,555,000 share options of the Company granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. Save as disclosed above, Mr. CHEUK did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

(4) MADAM CHEUNG KWAI LAN

Madam CHEUNG Kwai Lan, aged 83, one of the founders of the Group, is the honorary chairperson and non-executive director of the Company. She has served the Group for more than 21 years and is the director of various subsidiaries of the Group. Madam CHEUNG is

responsible for corporate development and strategic planning of the Group. Madam CHEUNG graduated from Shanxi Taiyuan Medical School in 1960 and was a researcher at Shanxi Province Taiyuan (Atomic Energy) Research Institute (山西省太原(原子能)研究所), which was one of the institutions of the Chinese Academy of Science. She also participated in the research and development of the radioactive material Cobalt 60 for imaging and cancer treatment. Madam CHEUNG has been engaged in commercial development in Hong Kong for almost 40 years.

Madam CHEUNG takes a keen interest in social welfare and charity works. She is currently the chairperson of Zhang Xuiliang Foundation, permanent honorary chairperson of the World of Chinese & Overseas Chinese Peace Promote Association, director of the China Legal Aid Foundation under the Ministry of Justice, vice chairperson of the “Chinese Charitable Work Development Association” (中國公益事業發展聯合會), and honorary director of “Chinese Si Hai Tong Xin Association in Taiwan” (台灣中華四海同心會). Madam CHEUNG attended the 2nd conference of the 11th National Committee of the Chinese People’s Political Consultative Conference as an overseas compatriot by special invitation. She has also been awarded as “China Philanthropy Outstanding Contribution Individual”, “Most Influential Entrepreneur in China”, “International Philanthropic Celebrity”, “International Philanthropic Stars” and “Progeny of the PRC for the 60 Years Development of New China”.

Madam CHEUNG is the mother of Ms. CHAN Siu Sarah and Mr. CHAN Ting. Ms. CHAN Siu Sarah and Mr. CHAN Ting are the Group General Counsel and an executive director of the Company respectively.

Save as disclosed above, Madam CHEUNG (i) did not hold any directorship in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any position in the Company or any of its subsidiaries.

Madam CHEUNG has not entered into any service contract for her directorship as the non-executive Director with the Company. She is entitled to receive a director’s fee of HK\$240,000 per annum which was determined by the Board based on recommendation of the remuneration committee of the Company and with reference to the prevailing market conditions, her relevant roles, duties and responsibilities in the Company. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Madam CHEUNG had the following interest in the Company within the meaning of Part XV of the SFO:

Capacity	Nature of interest	Number of shares
held by Best Frontier Investments Limited	ordinary shares	632,920,856
beneficially owned	ordinary shares	4,656,000
beneficially owned	share options	4,000,000*
held by spouse	ordinary shares	3,020,000

* *the share options were granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013*

Save as disclosed above, Madam CHEUNG did not hold any interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

There is no information relating to the above Directors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.



Sinopharm Tech Holdings Limited

國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Sinopharm Tech Holdings Limited (the “Company”) will be held at Units 01–03, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong on Friday, 19 November 2021 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the directors’ report and independent auditors’ report of the Company for the year ended 30 June 2021;
2.
 - (a) To re-elect Mr. CHAN Ting as an executive director;
 - (b) To re-elect Mr. LIAO Zhe as an executive director;
 - (c) To re-elect Mr. CHEUK Ka Chun Kevin as an executive director;
 - (d) To re-elect Madam CHEUNG Kwai Lan as a non-executive director; and
 - (e) To authorize the board of directors (the “Board” or the “Directors”) to fix the Directors’ remuneration;
3. To re-appoint CCTH CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration;
4. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the

NOTICE OF ANNUAL GENERAL MEETING

“Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

- 5. to, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. to, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and are hereby authorized to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the Share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
CHAN Ting
Chairperson

Hong Kong, 21 October 2021

Registered office:

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 01-03, 25/F.,
Corporation Park
11 On Lai Street, Shatin
New Territories, Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed.
2. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such shares.