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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Sinopharm Tech Holdings Limited (the “**Company**”) will be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 8 August 2024 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTIONS**

- (1) “**THAT** subject to and conditional upon (i) an order being made by the Grand Court of the Cayman Islands (the “**Cayman Court**”) sanctioning the Capital Reduction (as defined below); (ii) the compliance with any conditions which the Cayman Court may impose for the Capital Reduction to be effective; (iii) the registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Cayman Court sanctioning the Capital Reduction and the Share Sub-division (as defined below) (collectively, the “**Capital Reorganisation**”) and the minute approved by the Cayman Court containing the particulars required under the Companies Act of the Cayman Islands, as consolidated and revised, with respect to the Capital Reorganisation; and (iv) the Stock Exchange of Hong Kong Limited granting the

listing of, and permission to deal in, the new Ordinary Shares (as defined below) arising from the Capital Reorganisation, with effect from the date on which the aforesaid conditions are fulfilled (the “**Effective Date**”):

- (a) the reduction of the issued share capital of the Company by reducing the par value of each existing ordinary share of the Company (the “**Ordinary Share(s)**”) from HK\$0.3125 to HK\$0.0125 by cancelling the paid up share capital to the extent of HK\$0.3 per Share (the “**Capital Reduction**”) on the Effective Date so that following the Capital Reduction each Share with a par value of HK\$0.3125 shall be treated as one fully paid-up ordinary share with a par value of HK\$0.0125 in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued share capital thereby cancelled be made available for issue of new shares of the Company;
- (b) the total credit arising from the Capital Reduction will be applied towards setting off the accumulated losses of the Company upon the Capital Reduction becoming effective;
- (c) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Ordinary Shares with par value of HK\$0.3125 each be sub-divided into 25 authorised but unissued new Ordinary Shares with par value of HK\$0.0125 each (the “**New Share(s)**”) (the “**Share Sub-division**”);
- (d) each of the New Shares arising from the Capital Reduction and Share Sub-division shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (e) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised severally to do all such acts and things and execute and deliver all such documents, which are ancillary to the Capital Reorganisation, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reorganisation.”

- (2) “**THAT** subject to and conditional upon (i) an order being made by the Cayman Court sanctioning the Capital Reduction; and (ii) the effective date of the Capital Reorganisation, the second amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) be amended in the manner as set out in Appendix III to the circular of the Company dated 19 July 2024 (the “**Circular**”); the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association; and that any one or more Directors be and is/are hereby authorised severally to do all things necessary to implement the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

### ORDINARY RESOLUTIONS

- (3) “**THAT**
- (a) the loan capitalisation agreement dated 14 June 2024 entered into between the Company and Integrated Asset Management (Asia) Limited (“**IAM**”) in respect of the proposed allotment and issue of 300,000,000 Ordinary Shares (the “**IAM Share(s)**”) and 932,541,460 non-voting convertible preference shares (the “**IAM CPS(s)**”) of par value of HK\$0.0125 each (after the Capital Reorganisation becomes effective) in the share capital of the Company at the subscription price of HK\$0.1 per IAM Share/IAM CPS by capitalising the outstanding principal and accrued interests under the convertible bonds held by IAM up to 31 December 2023 (the “**IAM Loan Capitalisation Agreement**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
  - (b) any one or more Directors be and is/are hereby authorised severally for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the IAM Loan Capitalisation Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon; and
  - (c) the grant of the specific mandate for the allotment and issue of the IAM Shares and IAM CPSs and the Ordinary Shares to be allotted and issued upon exercise of the conversion rights of the IAM CPSs subject to the terms and conditions set out in the IAM Loan Capitalisation Agreement be and is hereby approved and confirmed.”

(4) “**THAT**

- (a) the loan capitalisation agreement dated 14 June 2024 entered into between the Company and Quantum Worldwide Investment Limited (“**Quantum**”) in respect of the proposed allotment and issue of 150,000,000 Ordinary Shares (the “**Quantum Share(s)**”) at the subscription price of HK\$0.1 per Quantum Share by capitalising the outstanding principal under the loan agreement dated 8 November 2023 entered into between the Company and Quantum (the “**Quantum Loan Capitalisation Agreement**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more Directors be and is/are hereby authorised severally for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Quantum Loan Capitalisation Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon; and
- (c) the grant of the specific mandate for the allotment and issue of the Quantum Shares subject to the terms and conditions set out in the Quantum Loan Capitalisation Agreement be and is hereby approved and confirmed.”

(5) “**THAT**

- (a) the loan capitalisation agreement dated 14 June 2024 entered into between the Company and Creative Big Limited (“**Creative Big**”) in respect of the proposed allotment and issue of 547,609,590 non-voting convertible preference shares (the “**Creative Big CPS(s)**”) at the subscription price of HK\$0.1 per Creative Big CPS by capitalising the outstanding principal and accrued interests under the convertible bonds held by Creative Big up to 31 December 2023 (the “**Creative Big Loan Capitalisation Agreement**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more Directors be and is/are hereby authorised severally for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Creative Big Loan Capitalisation Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon; and
- (c) the grant of the specific mandate for the allotment and issue of the Creative Big CPSs and the Ordinary Shares to be allotted and issued upon exercise of the conversion rights of the Creative Big CPSs subject to the terms and conditions set out in the Creative Big Loan Capitalisation Agreement be and is hereby approved and confirmed.”

## SPECIAL RESOLUTION

(6) “THAT

- (a) subject to the passing of the above ordinary resolutions numbered (3) and (4) and the granting of the Whitewash Waiver (as defined below) by the Executive Director (or any delegate of the Executive) of the Corporate Finance Division of the Securities and Futures Commission and fulfilment of any conditions that may be imposed thereon, the waiver of the obligations on the part of IAM and parties acting in concert with it to make a mandatory general offer for all the issued ordinary shares of the Company and other securities of the Company not already owned or agreed to be acquired by IAM and the parties acting in concert with it which might otherwise arise as a result of IAM, Quantum, Mr. YAM Tak Cheung and the parties acting in concert with any of them subscribing for the IAM Shares and Quantum Shares under the IAM Loan Capitalisation Agreement and the Quantum Loan Capitalisation Agreement pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”), be and is hereby approved; and
- (b) any one or more of the Directors be and is hereby authorised severally to do all such acts and things and execute all such further documents, agreements and instruments and to take such steps as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

By order of the Board  
**Sinopharm Tech Holdings Limited**  
國藥科技股份有限公司  
**HO Kam Kin**  
*Executive Director*

Hong Kong, 19 July 2024

*Registered Office in the Cayman Islands:*  
Third Floor, Century Yard  
Cricket Square, P.O. Box 902  
Grand Cayman KY1-1103  
Cayman Islands

*Headquarter and principal place of  
business in Hong Kong:*  
Unit 1802,  
18/F, Ruttonjee House,  
Ruttonjee Centre,  
11 Duddell Street,  
Central, Hong Kong

*Notes:*

1. A shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the above meeting may appoint one or more proxies, if he is the holder of two or more shares of the Company (the “**Share(s)**”), to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
4. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 5 August 2024 to Thursday, 8 August 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than Friday, 2 August 2024 at 4:30 p.m.
6. If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal or “extreme conditions” caused by super typhoons is in force in Hong Kong at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the Company’s website at [www.sinopharmtech.com.hk](http://www.sinopharmtech.com.hk) and the website of HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk) to notify its Shareholders of the date, time and place of the adjourned meeting.
7. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.
8. All resolutions at the EGM will be taken by poll pursuant to the GEM Listing Rules and the Company’s articles of association. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the Board comprises Mr. HO Kam Kin and Ms. KWOK Shuk Yi as executive Directors, Dr. CHENG Yanjie as non-executive Director and Mr. LAU Fai Lawrence, Mr. HSU Dong An and Mr. HEUNG Pik Lun as independent non-executive Directors.*

*This announcement, 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 announcement 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 announcement misleading.*

*The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk> for a minimum period of 7 days from the date of its publication and on the website of the Company at <http://www.sinopharmtech.com.hk>.*