THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sinco Pharmaceuticals Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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sinco Pharmaceutical 兴科蓉药业

Sinco Pharmaceuticals Holdings Limited
兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 6833)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; (3) PROPOSED FINAL DIVIDEND; AND (4) NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used in this cover page have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the Annual General Meeting of Sinco Pharmaceuticals Holdings Limited to be held at Room E5-1805, New Century Global Center, No. 1700 North Taifu Avenue, Chengdu, Sichuan Province, China on Friday, 15 May 2026 at 10:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.sinco-pharm.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong 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 but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

20 April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Room E5-1805, New Century Global Center, No. 1700 North Taifu Avenue, Chengdu, Sichuan Province, China on Friday, 15 May 2026 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 16 to 21 of this circular
"Board"	the board of Directors of the Company
"Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company"	Sinco Pharmaceuticals Holdings Limited (興科蓉醫藥控股有限公司), an exempted company incorporated on 16 March 2015 in the Cayman Islands with limited liability, with its shares listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares (including the sale or transfer of treasury shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Issue Mandate
"Latest Practicable Date"	13 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Date"	10 March 2016, being the date on which dealings in the Shares first commenced on the Stock Exchange

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Memorandum and Articles of Association"	the amended and restated memorandum and articles of association of the Company adopted and effective on 13 May 2022, and as amended from time to time
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China
"Register"	the register of members of the Company
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Repurchase Mandate
"RMB"	Renminbi, the lawful currency of the PRC
"Securities and Futures Ordinance"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
"Share Registrar"	Computershare Hong Kong Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
"Share(s)"	Ordinary share(s) of nominal value of HK$0.0001 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

Sinco Pharmaceuticals Holdings Limited
兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 6833)

Executive Directors:
Mr. Huang Xiangbin
Mr. Lei Shifeng
Mr. Huang Zhijian

Non-executive Director:
Ms. Jing Huan

Independent Non-executive Directors:
Mr. Bai Zhizhong
Mr. Lau Ying Kit
Mr. Wang Qing
Mr. Liu Wenfang

Registered office:
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Corporate headquarter:
E5-1805, Global Centre
No. 1700, North Section of Tianfu Avenue
High-Tech Zone, Chengdu
Sichuan, PRC

Principal place of business in Hong Kong:
Room 2403, Wing On Centre
111 Connaught Road Central
Hong Kong

20 April 2026

Dear Shareholders

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; (3) PROPOSED FINAL DIVIDEND; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) re-election of the Directors; and (c) proposed final dividend.

ISSUE MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 2,032,890,585 Shares have been issued and fully paid. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 406,578,117 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution approving the extension of the Issue Mandate, the number of Shares purchased by the Company under Repurchase Mandate will also be added to extend the Issue Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 16.19 of the Memorandum and Articles of Association, (1) at every annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years; and (2) any Director appointed by the Board shall not be taken into account in determining which Directors are to retire by rotation. Accordingly, Mr. Wang Qing, Mr. Bai Zhizhong and Mr. Lau Ying Kit will retire at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting.

Nomination Policy

1 Objective

1.1 The Nomination Committee shall review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

1.2 The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to Shareholders for election as Director at general meetings or appoint him/her to fill casual vacancies.

1.3 The nomination policy of the Company (the "**Nomination Policy**") helps the Nomination Committee and the Board to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business.

2 Selection Criteria

2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

(1) Reputation for integrity;

(2) Commitment in respect of available time and relevant interest; and

(3) Diversity of the Board in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

These factors are for reference only, and are not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

3 Nomination Procedures

3.1 Appointment of Directors

(1) The Nomination Committee identifies individual(s) suitably qualified to become Board members, having due regard to the Nomination Policy and the board diversity policy of the Company (the "**Board Diversity Policy**"), and assesses the independence of the proposed independent non-executive Director(s) as appropriate.

(2) The Nomination Committee makes recommendation(s) to the Board.

(3) The Board considers the individual(s) recommended by the Nomination Committee, having due regard to the Nomination Policy and the Board Diversity Policy.

(4) The Board confirms the appointment of the individual(s) as Director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board either to fill a casual vacancy or as an addition to the Board will be subject to re-election by Shareholders at the first annual general meeting, in accordance with the Memorandum and Articles of Association.

(5) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as Director(s).

3.2 Re-appointment of Directors

(1) The Nomination Committee considers each retiring Director, having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of each retiring independent non-executive Directors.

(2) The Nomination Committee makes recommendation(s) to the Board.

(3) The Board considers each retiring Director recommended by the Nomination Committee, having due regard to the Nomination Policy and the Board Diversity Policy.

(4) The Board recommends the retiring Directors to stand for re-election at the annual general meeting in accordance with the Memorandum and Articles of Association.

(5) The Shareholders approve the re-election of Directors at the annual general meeting.

3.3 The Board shall have the ultimate responsibility for all matters relating to the selection and appointment of Directors.

4 Recommendation of Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2025 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. Lau Ying Kit, Mr. Wang Qing, Mr. Liu Wenfang and Mr. Bai Zhizhong, remain independent. In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the year ended 31 December 2025 and found their performance satisfactory. The

Nomination Committee is of the view that each of them would bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix I to this circular.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Wang Qing, Mr. Bai Zhizhong and Mr. Lau Ying Kit stand for re-election as Directors at the Annual General Meeting.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code set out in Part 2 of Appendix C1 to the Listing Rules, any further appointment of an independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by the Shareholders. Mr. Wang Qing is an independent non-executive Director who has served on the Board for more than nine years and should therefore be subject to a separate resolution to be approved by the Shareholders.

Mr. Wang Qing has served as an independent non-executive Director of the Company for more than nine years since 1 February 2016. Mr. Wang Qing has extensive knowledge and experience in the research and development of pharmaceuticals and cosmetics, and an in-depth understanding of the Company's operations and business. Mr. Wang Qing has continuously expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee and the Board (other than Mr. Wang Qing) consider that the long service of Mr. Wang Qing would not affect his exercise of independent judgement, are satisfied that Mr. Wang Qing has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director, consider Mr. Wang Qing to be independent and believe that his re-election as a Director is in the best interests of the Company and the Shareholders. A separate resolution will be proposed for his re-election at the AGM. In addition, Mr. Wang Qing has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Details of the above Directors who are standing for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules. Separate resolutions will be proposed for the re-election of each of the above Directors.

FINAL DIVIDEND

As disclosed in the Company's annual results announcement dated 26 March 2026, the Board has resolved to recommend the payment of the proposed final dividend of HK0.167 cents (2024: final dividend in respect of the year ended 31 December 2024 of HK 0.20 cents) per ordinary share in an aggregate amount of HK$3,400,000 (2024: HK$4,000,000) for the year ended 31 December 2025. The distribution of the final dividend is subject to the approval by the Shareholders at the Annual General Meeting and the respective resolution will be proposed to the Shareholders for voting at the Annual General Meeting.

Closure of Register

(i) For determining the entitlement to attend and vote at the Annual General Meeting, the Register will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Monday, 11 May 2026.

(ii) For determining the entitlement of the Final Dividend, the Register will be closed from Thursday, 21 May 2026 to Tuesday, 26 May 2026, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Wednesday, 20 May 2026. The final dividend is expected to be distributed on or around Thursday, 4 June 2026.

The expected timetable for the Annual General Meeting and distribution of the final dividend is as follows:

Event	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for attending and voting at the Annual General Meeting	4:30 p.m. on Monday, 11 May 2026 (all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration)
Closure of the Register (to qualify for attending and voting at the Annual General Meeting)	Tuesday, 12 May 2026 to Friday, 15 May 2026
Latest time for returning of form of proxy to the Share Registrar	10:00 a.m. on Wednesday, 13 May 2026
Record date for determining the entitlements of the Shareholders to attend and vote at the Annual General Meeting	Friday, 15 May 2026
Annual General Meeting	Friday, 15 May 2026
Final dividend ex-entitlement date	Tuesday, 19 May 2026

Event	Date
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for receiving the Final Dividend	4:30 p.m. on Wednesday, 20 May 2026
Closure of the Register (to qualify for receiving the Final Dividend)	Thursday, 21 May 2026 to Tuesday, 26 May 2026
Record date for the final dividend	Tuesday, 26 May 2026
The expected payment date of the final dividend (subject to the Shareholders' approval of the distribution of the final dividend at the Annual General Meeting)	Thursday, 4 June 2026

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 21 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the re-election of the Directors.

The register of members of the Company will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026, both days inclusive, during which no transfer of Shares will be registered, in order to determine the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 11 May 2026.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.sinco-pharm.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Memorandum and Articles, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, 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. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she used in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the re-election of the Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this circular misleading.

Yours faithfully
By order of the Board
Sinco Pharmaceuticals Holdings Limited
Huang Zhijian
Vice Chairman and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the holders of securities of the Company and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Qing (汪晴) ("Mr. Wang"), aged 61, was appointed as an independent non-executive Director with effect from 1 February 2016, mainly responsible for supervising and providing independent opinions to the Board. Since April 2003 to date, Mr. Wang has been working at Dalian University of Technology (大連理工大學), where he firstly served as an associate professor and was later promoted to professor in November 2010, responsible for research and development and teaching. From March 2019 to July 2023, Mr. Wang was the director of the Department of Pharmacy in the School of Pharmaceutical Sciences at Dalian University of Technology. From July 1986 to September 1997, Mr. Wang worked as a pharmacist supervisor at Liaoning Provincial Medical Company Limited (遼寧省藥材有限責任公司), where he was responsible for drugs inspection and evaluation and participated in research and technical renovation.

Mr. Wang obtained his Ph.D. in therapy system from Kyushu Institute of Technology (九州島工業大學) in Japan in March 2003 and a master's degree in therapy system from Kyushu Institute of Technology in March 2000. Mr. Wang obtained his bachelor's degree in medicinal plants from Jilin Agricultural University (吉林農業大學) in July 1986.

Mr. Wang has entered a letter of appointment with the Company for a term of three years commencing from the date of appointment letter, which may be terminated by not less than three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Memorandum and Articles. Mr. Wang is entitled to receive a fixed director's fee of RMB300,000 per annum, as determined by the Board with reference to the prevailing market conditions, his experience, responsibility, workload and fees paid by the comparable companies.

Mr. Bai Zhizhong (白志中) ("Mr. Bai"), aged 68, was appointed as an independent non-executive Director with effect from 1 September 2020, mainly responsible for supervising and providing independent opinions to the Board. Mr. Bai have been appointed as a member of the Nomination Committee and as the lead independent non-executive Director of the Company with effect from 27 August 2025. Mr. Bai has over 30 years of experience in the finance industry. Mr. Bai served as the chairman of Bank of China Investment Management Company Limited from January 2015 to June 2017. He worked with the Bank of China from July 1995 to January 2015, where he had previously served as the president of the Guangdong province branch, the Sichuan province branch, the Ningxia Hui Autonomous Region branch and the Guangxi Zhuang Autonomous Region branch of Bank of China, and as the head of comprehensive planning division of Bank of China, Shanxi Province branch.

Mr. Bai obtained a master degree in business administration from Shanghai Jiao Tong University, the PRC in 2007, and he was qualified as a senior economist of Bank of China Assessment Committee of Qualifications in Economic Professional Positions (中國銀行經濟專業技術職務資格評審委員會) in December 1994.

Mr. Bai has entered a letter of appointment with the Company for a term of three years commencing from the date of appointment letter, which may be terminated by not less than three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Memorandum and Articles. Mr. Bai is entitled to receive a fixed director's fee of RMB300,000 per annum, as determined by the Board with reference to the prevailing market conditions, his experience, responsibility, workload and fees paid by the comparable companies.

Mr. Lau Ying Kit (劉英傑) ("Mr. Lau"), aged 52, was appointed as an independent non-executive Director with effect from 8 November 2018. Mr. Lau is currently the finance and investor relations director, company secretary of Dalipal Holdings Limited (Stock Code: 1921). He is also an independent non-executive director of Kingdom Holdings Limited (Stock Code: 528), United Strength Power Holdings Limited (Stock Code: 2337), Kangli International Holdings Limited (Stock Code: 6890), Shenzhen Edge Medical Co., Ltd. (Stock Code: 2675) and a director of KP3993 Resources Inc. (TSXV: KPEN.P). Mr. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a master's degree in finance from the City University of Hong Kong. He has extensive experience in finance and accounting in China and Hong Kong.

Mr. Lau has entered a letter of appointment with the Company for a term of three years commencing from the date of the appointment letter, which may be terminated by not less than three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Memorandum and Articles. Mr. Lau is entitled to receive a fixed director's fee of RMB300,000 per annum, as determined by the Board with reference to the prevailing market conditions, his experience, responsibility, workload and fees paid by the comparable companies.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang Qing, Mr. Bai Zhizhong and Mr. Lau Ying Kit did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 2,032,890,585 Shares in issue and the Company did not hold any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 203,289,058 Shares which represent 10% of the issued Shares (excluding treasury shares) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Memorandum and Articles to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

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

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Memorandum and Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Memorandum and Articles and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

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 its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles and the applicable laws of the Cayman Islands. The Directors confirm that neither this explanatory statement nor the proposed share repurchase has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Huang, an executive Director and chairman of the Company, Mr. Huang Zhijian, an executive Director and vice chairman of the Company, Fullwealth Holdings Limited ("**Fullwealth**") and Wickhams Cay Trust Company Limited ("**Wickhams**") had been deemed to be interested in 1,050,000,000 Shares, representing approximately 51.65% of the total number of issued Shares. The 1,050,000,000 Shares were held by Risun Investments Limited ("**Risun**"), which is wholly-owned by Fullwealth. Fullwealth in turn is wholly-owned by a discretionary trust with Wickhams acting as the trustee and Mr. Huang as a settlor of the said trust. In the event that the Directors should exercise in full the Repurchase Mandate, Mr. Huang's, Fullwealth's and Wickhams' interests in the Company through Risun would be increased to approximately 57.39% of the total number of issued Shares and such increase would not give rise to an obligation to make a mandatory general offer under Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 calendar months preceding the Latest Practicable Date were as follows:

Month	**Highest prices** *HK$*	**Lowest prices** *HK$*
2025		
April	0.199	0.150
May	0.189	0.162
June	0.197	0.173
July	0.280	0.178
August	0.255	0.200
September	0.255	0.198
October	0.208	0.185
November	0.220	0.176
December	0.202	0.178
2026		
January	0.187	0.152
February	0.185	0.160
March	0.228	0.170
April (up to the Latest Practicable Date)	0.188	0.166

Sinco Pharmaceuticals Holdings Limited
兴科蓉医药控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 6833)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of Sinco Pharmaceuticals Holdings Limited (the "**Company**") will be held at Room E5-1805, New Century Global Center, No. 1700 North Taifu Avenue, Chengdu, Sichuan Province, China on 15 May 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2025 and the reports of the directors and independent auditor thereon.

2. (a) To re-elect the following directors of the Company (the "**Directors**"):

   (i) Mr. Wang Qing as an independent non-executive Director;

   (ii) Mr. Bai Zhizhong as an independent non-executive Director; and

   (iii) Mr. Lau Ying Kit as an independent non-executive Director.

   (b) To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Rongcheng (Hong Kong) CPA Limited *(formerly known as CL Partners CPA Limited)* as auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to fix their remuneration for the year ending 31 December 2026.

4. To approve the recommended final dividend of HK0.167 cents per ordinary share in an aggregate amount of HK$3,400,000 for the year ended 31 December 2025.

5. To consider and, if though fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) "**That**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company, securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for any shares or such convertible securities of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:

(1) any Rights Issue (as defined hereinafter);

(2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares of the Company or rights to acquire shares of the Company;

(3) any scrip dividend or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or

(4) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry any rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next Annual General Meeting of the Company;

(2) the expiry of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

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

(b) "Rights Issue" means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions 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 exercise or extent of any restrictions or obligations under the laws and requirements of, relevant jurisdiction applicable to the Company, recognized regulatory body or stock exchange applicable to the Company)."

(B) "**That**:

(i) Subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares of the Company to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next Annual General Meeting of the Company;

(b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(c) 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."

(C) "**That** subject to the passing of ordinary resolutions numbered 5(A) and 5(B) set out in this notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the number of issued shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting."

By order of the Board
Sinco Pharmaceuticals Holdings Limited
Huang Zhijian
Vice Chairman and Executive Director

Sichuan, the PRC, 20 April 2026

Notes:

(i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.

(ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(iii) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(iv) The register of members of the Company will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026, both days inclusive, in order to determine the eligibility of shareholders of the Company to attend and vote the above meeting, during which period no share transfers will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 May 2026.

(v) The register of members will be closed from Thursday, 21 May 2026 to Tuesday, 26 May 2026, both days inclusive, in order to qualify for entitlement to the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre,183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, 20 May 2026. Subject to the approval of shareholders of the Company at the forthcoming Annual General Meeting, the final dividend will be paid on or around Thursday, 4 June 2026.

(vi) In respect of resolution numbered 2 above, the biographical details of the directors proposed to be re-elected are set out in Appendix I to the circular dated 20 April 2026.

(vii) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.