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上海醫藥集團股份有限公司
Shanghai Pharmaceuticals Holding Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02607)

NOTICE OF THE 2020 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2020 First H Share Class Meeting (the “**H Share Class Meeting**”) of Shanghai Pharmaceuticals Holding Co., Ltd.* (the “**Company**”) will be held at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, the PRC on 23 June 2020 immediately after the conclusion of the Annual General Meeting and the 2020 First A Share Class Meeting of the Company or any adjournment thereof, to consider and approve the following proposal:

SPECIAL RESOLUTION

(1) Proposal in relation to the Amendments to the Articles of Association

By order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd. *
ZHOU Jun
Chairman

Shanghai, the PRC, 8 May 2020

As at the date of this announcement, the executive directors of the Company are Mr. CHO Man, Mr. LI Yongzhong and Mr. SHEN Bo; the non-executive directors are Mr. ZHOU Jun, Mr. GE Dawei and Ms. LI An; and the independent non-executive directors are Mr. CAI Jiangnan, Mr. HONG Liang, Mr. GU Zhaoyang and Mr. Manson FOK.

* For identification purpose only

Notes:

1. Eligibility for attending the H Share Class Meeting and date of registration of members for H Shares

Purchasers of shares who have submitted their instruments of share transfer to the H Share registrar of the Company and registered as shareholders on the H Share register of members of the Company before 16:30 on 12 June 2020 are entitled to attend this H Share Class Meeting.

In order to attend this H Share Class Meeting, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, before 16:30 on 12 June 2020.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing by the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorization must be notarised.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorization must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the H Share Class Meeting.

- (3) Any voting at the H Share Class Meeting shall be taken by poll.

3. Registration procedures for attending the H Share Class Meeting

- (1) A shareholder or his proxy should produce proof of identity when attending the H Share Class Meeting. If the shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the extraordinary general meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the H Share Class Meeting.
- (2) Shareholders of the Company intending to attend the H Share Class Meeting in person or by their proxies should complete and return the reply slip for attending the H Share Class Meeting to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 12 June 2020.

4. Voting by poll

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the H Share Class Meeting will demand a poll in relation to all the proposed resolution at the H Share Class Meeting in accordance with Article 104 of Articles of Association.

5. Miscellaneous

- (1) The H Share Class Meeting is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

- (2) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

- (3) The address of China Securities Depository and Clearing Corporation Limited Shanghai Branch is:

Level 36, China Insurance Building, 166 East Lujiazui Road, Pudong New District, Shanghai, the PRC.

- (4) The registered address of the Company:

No. 92 Zhangjiang Road
Pilot Free Trade Zone
China (Shanghai)

Contact office: Office of the Board
Telephone No.: 86 (21) 6373 0908
Facsimile No.: 86 (21) 6328 9333
Contact person: CHEN Jinzhu

- (5) Please refer to the circular of the Company dated 8 May 2020 for the details of the resolution to be proposed at the H Share Class Meeting for consideration and approval.