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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General 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 29 June 2021 at 13:00, to consider and approve the following proposals:

**ORDINARY RESOLUTIONS**

- (1) Annual Report for 2020
- (2) Report of the Board of Directors for 2020
- (3) Report of the Board of Supervisors for 2020
- (4) Final Accounts Report for 2020 and Financial Budget for 2021
- (5) Profit Distribution Plan for 2020
- (6) Proposal regarding Re-appointment of Auditor
- (7) Proposal regarding External Guarantees for 2021
- (8) Proposal regarding Proposed Acquisition of 100% Equity Interest in a Wholly-owned Subsidiary of a Controlling Shareholder and Related/Connected Transaction

**SPECIAL RESOLUTIONS**

- (9) Proposal regarding Issuance of Debt Financing Products

\* *For identification purpose only*

- (10) Proposal regarding the Satisfaction of the Conditions for Issuing Corporate Bonds
- (11) Proposal regarding Public Issuance of Corporate Bonds
- (12) Proposal regarding the General Mandate of the Company

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

Shanghai, the PRC, 28 May 2021

*As of the date of this notice, 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.*

*Notes:*

**1. Eligibility for attending the Annual General 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 18 June 2021 are entitled to attend this Annual General Meeting.

In order to attend this Annual General 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 18 June 2021.

**2. Proxy**

- (1) Each shareholder entitled to attend and vote at the Annual General 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 Annual General Meeting or any adjournment thereof.

- (3) Any voting at the Annual General Meeting shall be taken by poll.

### **3. Registration procedures for attending the Annual General Meeting**

- (1) A shareholder or his proxy should produce proof of identity when attending the Annual General Meeting. If the shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body may attend the Annual 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 meeting.
- (2) Shareholders of the Company intending to attend the Annual General Meeting in person or by their proxies should complete and return the reply slip for attending the Annual General 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 19 June 2021.

### **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 Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting in accordance with Article 104 of Articles of Association.

### **5. Miscellaneous**

- (1) The Annual General 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 is:
- 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