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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 Jeurong Grand Ballroom, 3rd Floor, Jeurong Hotel Shanghai, No. 80 Minghong Road, Minghang District, Shanghai, the PRC on 29 June 2023 at 14:00, to consider and approve the following proposals:

ORDINARY RESOLUTIONS

- (1) Annual Report for 2022
- (2) Report of the Board of Directors for 2022
- (3) Report of the Board of Supervisors for 2022
- (4) Final Accounts Report for 2022 and Financial Budget for 2023
- (5) Profit Distribution Plan for 2022
- (6) Proposal regarding Re-appointment of Auditor
- (7) Proposal regarding External Guarantees for 2023

SPECIAL RESOLUTIONS

- (8) Proposal regarding Issuance of Debt Financing Products
- (9) Proposal regarding the Satisfaction of the Conditions for Issuing Corporate Bonds

* *For identification purpose only*

(10) Proposal regarding Issuance of Corporate Bonds

(11) Proposal regarding the General Mandate of the Company

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

Shanghai, the PRC, 7 June 2023

As at 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 20 June 2023 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong, before 16:30 on 20 June 2023.

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, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, 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, Link Market Services (Hong Kong) Pty Limited (for holders of H Shares) at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong on or before 19 June 2023.

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 Link Market Services (Hong Kong) Pty Limited is:

Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong.
- (3) The address of China Securities Depository and Clearing Corporation Limited, Shanghai Branch is:

36F, 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: ZHONG Tao
- (5) For details of the proposals submitted to the Annual General Meeting for consideration and approval, please refer to the circular of the Company dated 7 June 2023.