

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all** your shares in Shanghai Pharmaceuticals Holding Co., Ltd.\*, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
ELECTION OF EXECUTIVE DIRECTOR OF THE EIGHTH SESSION  
OF THE BOARD  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the Extraordinary General Meeting of the Company to be held at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, the PRC on 19 March 2024 at 2:00 p.m. is set out on pages 12 to 14 of this circular.

For holders of H Shares, whether or not you are able to attend the Extraordinary General Meeting, you are advised to read the notice of the Extraordinary General Meeting carefully. If you intend to attend the Extraordinary General Meeting by proxy, please complete the proxy form in accordance with the instructions printed thereon and return the same to the H share registrar of the Company, 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 EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or at any adjourned meeting thereof in person.

For holders of H Shares, if you intend to attend the Extraordinary General Meeting in person or by proxy, you are required to complete and return the reply slip.

1 March 2024

\* For identification purpose only

---

## CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> . . . . .	1
<b>Letter from the Board</b> . . . . .	2
<b>Notice of Extraordinary General Meeting</b> . . . . .	12

---

## DEFINITIONS

---

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

“Company” or “Shanghai Pharmaceuticals”	Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司), a joint stock company incorporated in the PRC with limited liability (shares of which are listed on the Shanghai Stock Exchange with stock code 601607, and on the Main Board of the Hong Kong Stock Exchange with stock code 02607)
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting or any adjourned meeting thereof to be held by the Company on 19 March 2024 at 14:00 at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, PRC
“Articles of Association”	the articles of association of Shanghai Pharmaceuticals, as amended from time to time
“SSE”	Shanghai Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“A Shares”	domestic shares in the Company’s ordinary share capital, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“H Shares”	overseas shares in the Company’s ordinary share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Board” or “Board of Directors”	the board of directors of the Company
“Directors”	the directors of the Company
“Shares”	A Shares and H Shares
“Shareholders”	Holders of shares of the Company

---

LETTER FROM THE BOARD

---



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)**

*Executive Directors:*

Mr. SHEN Bo  
Mr. LI Yongzhong  
Mr. DONG Ming

*Registered Address:*

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

*Non-executive Directors:*

Mr. YAO Jiayong  
Mr. CHEN Fashu

*Principal Place of Business in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road, Kowloon  
Hong Kong

*Independent Non-executive Directors:*

Mr. GU Zhaoyang  
Mr. Manson FOK  
Mr. WANG Zhong

*To the Shareholders*

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
ELECTION OF EXECUTIVE DIRECTOR OF THE EIGHTH SESSION  
OF THE BOARD  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and to provide you with all the reasonably necessary information to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

The resolution to be proposed at the EGM for the Shareholders to approve by way of special resolution is: (1) Proposal regarding Amendments to the Articles of Association.

\* For identification purpose only

## LETTER FROM THE BOARD

The resolutions to be proposed at the EGM for the Shareholders to approve by way of ordinary resolution through cumulative voting is: (2) Proposal regarding the Election of Executive Director for the Eighth Session of the Board.

### 2. PROPOSAL REGARDING THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

We refer to the announcement of the Company dated 22 December 2023 in relation to the review and approval of the “Resolutions on the Proposed Amendments to the Articles of Association and Other Rules and Regulations and the Proposed Formulating of the Working Rules for Special Meeting of the Independent Directors of the Company” at the fifth meeting of the eighth session of the Board of the Company held on 21 December 2023.

According to the relevant provisions and requirements of the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Hong Kong Listing Rules, the Rules Governing the Listing of Stocks on The Shanghai Stock Exchange (《上海證券交易所股票上市規則》), the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies – Standardized Operation (《上海證券交易所上市公司自律監管指引第1號——規範運作》) and the actual situation of the Company, the Board proposed the following amendments to the Articles of Association:

Original Text	Amended to
<p><b>Table of Contents (Note).....</b>  <b>“Rules for the Independent Directors”</b> means the Rules for Independent Directors of Listed Companies (China Securities Regulatory Commission Bulletin (2022) No.14).....</p>	<p><b>Table of Contents (Note).....</b>  <b>“Rules for the Independent Directors”</b> means the <del>Rules for Measures for the Administration of</del> Independent Directors of Listed Companies (<b>Order No. 220 of the</b> China Securities Regulatory Commission <del>Bulletin (2022) No.14</del>).....</p>
<p><b>Article 167.....</b>            In principle, independent directors can only hold concurrently the post of independent directors in four (4) listed companies at maximum except for the Company. They shall have enough time and energy to perform the duties of the independent directors effectively.</p>	<p><b>Article 167.....</b>            In principle, independent directors can only hold concurrently the post of independent directors in <del>four (4)</del> <b>two (2)</b> listed companies at maximum except for the Company. They shall have enough time and energy to perform the duties of the independent directors effectively.</p>
<p><b>Article 169.....</b>            (iv) with more than five (5) years’ work experience in law, economics or other fields required by his or her performance of the duties of an independent director;            (v) other requirements set forth in this AOA; and            (vi) with qualifications required for an independent director as stipulated in the Listing Rules.</p>	<p><b>Article 169.....</b>            (iv) with more than five (5) years’ work experience in law, <b>accounting or</b> economics <del>or other fields</del> required by his or her performance of the duties of an independent director;  <del>(v) other requirements set forth in this AOA;</del>  <b>and</b>  <del>(vi) with qualifications required for an independent director as stipulated in the</del></p>

## LETTER FROM THE BOARD

Original Text	Amended to
	<p><del><i>Listing Rules.</i></del></p> <p><b><u>(v) have a strong personal integrity and an absence of major instances of dishonesty or other records of bad behavior; and;</u></b></p> <p><b><u>(vi) meet other requirements as stipulated by laws, administrative regulations, CSRC, rules of stock exchanges, the Hong Kong Listing Rules and this AOA.</u></b></p>
<p><b>Article 170.....</b> (iii) by the supervisory board.</p>	<p><b>Article 170.....</b> (iii) by the supervisory board.</p> <p><b><u>A legally established investor protection institution is authorized to publicly solicit the rights of shareholders for nominating independent directors by delegation.</u></b></p> <p><b><u>The nominators specified in the first paragraph of this article shall not nominate their interested persons or other closely related individuals who may affect their independent performance of duties as candidates for independent directors of the Company.</u></b></p>
<p><b>Article 171</b> The nominator of an independent director shall obtain the consent to the nomination from the nominee before the nomination. The nominator shall have the full knowledge of the nominee's general information such as profession, educational background, professional title, detailed working experience and all other posts he or she concurrently holds, and give opinion on the nominee's qualifications and the independence required as an independent director. The nominee shall make a public statement that he or she has no relationship with the Company that may affect his or her independent objective judgment.</p>	<p><b>Article 171</b> The nominator of an independent director shall obtain the consent to the nomination from the nominee before the nomination. The nominator shall have the full knowledge of the nominee's general information such as profession, educational background, professional title, detailed working experience, <del>and</del> <b><u>and whether there is any material breach of trust or other adverse records,</u></b> and give opinion on the nominee's qualifications and the independence required as an independent director. The nominee shall make a public statement that he or she has no relationship with the Company that may affect his or her independent objective judgment.</p>
<p><b>Article 173</b> If the independent director fails to attend the Board meeting in person for three (3) consecutive times, the Board may request the shareholders' general meeting to replace the director. The independent director shall not be</p>	<p><b>Article 173</b> If the independent director fails to attend the Board meeting in person for <del>three</del> <b><u>(3) two (2) consecutive times and fails to entrust another independent director to attend the meetings on his/her behalf,</u></b> the</p>

---

**LETTER FROM THE BOARD**

---

Original Text	Amended to
<p>dismissed from the Company without proper reason before the term of his or her office expires, except for the above-mentioned reason or in those circumstances that a person may not be qualified to hold the position of a director stipulated in the <i>Company Law</i>. If an independent director is dismissed before the term of his or her office expires, the Company shall disclose the dismissal as a special disclosure matter. If the dismissed independent director deems the reason for the dismissal improper, he or she shall be entitled to make a public statement.</p>	<p>Board <del>may shall</del>, <u>within thirty (30) days from the date of the occurrence of such fact</u>, request the shareholders' general meeting to replace the director. <u>The Company may dismiss an independent director before the expiration of his/her term of office in accordance with statutory procedures. In the event of early dismissal of an independent director, the Company shall promptly disclose the specific reasons and basis for such dismissal. If the independent director has any disagreements, the Company shall disclose them in a timely manner.</u> <del>The independent director shall not be dismissed from the Company without proper reason before the term of his or her office expires, except for the above-mentioned reason or in those circumstances that a person may not be qualified to hold the position of a director stipulated in the Company Law. If an independent director is dismissed before the term of his or her office expires, the Company shall disclose the dismissal as a special disclosure matter. If the dismissed independent director deems the reason for the dismissal improper, he or she shall be entitled to make a public statement.</del></p>
<p><b>Article 174</b> The independent director may resign before the term of his or her office expires. He or she shall submit the written resignation report to the Board and spell out the circumstances related to the resignation or those that need the attention of the shareholders and the creditors of the Company. If the resignation of the independent director causes the proportion of the independent directors to all directors in the Board to become less than the minimum required by the laws or this AOA, the resignation report of the independent director shall take effect after the subsequent appointed independent director fills the vacancy.</p>	<p><b>Article 174</b> The independent director may resign before the term of his or her office expires. He or she shall submit the written resignation report to the Board and spell out the circumstances related to the resignation or those that need the attention of the shareholders and the creditors of the Company. If the resignation of the independent director causes the proportion of the independent directors to all directors in the Board <u>or its special committees</u> to become less than the minimum required by the laws or this AOA, <u>or a lack of accounting professionals among the independent directors</u>, the resignation report of the independent director shall take effect after the subsequent appointed independent director fills the vacancy.</p>

## LETTER FROM THE BOARD

Original Text	Amended to
<p><b>Article 175</b> In order to make the independent directors play an active role, the independent directors shall have the following special powers other than those granted to directors by the <i>Company Law</i> and other relevant laws and regulations:</p> <p>(i) connected transactions that the Company intends to conclude with the connected party and whose total value exceeds RMB three (3) million and accounts for more than zero point five percent (0.5%) of the absolute value of the latest audited Company's net assets (other than the provision of external guarantees by the Company) shall be approved by the independent directors before being submitted to the Board for discussion. Before the independent directors make judgment, an intermediary agency can be employed to produce a report of independent financial advisor, which will serve as the basis for the independent directors' judgment;</p> <p>(ii) the independent directors can put forward the proposal to the Board relating to the appointment or removal of the accounting firm;</p> <p>(iii) the independent directors can propose to the Board to call an extraordinary shareholders' general meeting;</p> <p>(iv) the independent directors can propose to call a meeting of the Board;</p> <p>(v) the independent directors can openly solicit voting rights from shareholders before a general meeting;</p> <p>(vi) the independent directors can appoint the external auditing or consulting organization independently to provide auditing and consulting services on specific matters of the Company;</p>	<p><b>Article 175</b> In order to make the independent directors play an active role, the independent directors shall have the following special powers other than those granted to directors by the <i>Company Law</i> and other relevant laws and regulations:</p> <p><del>(i) connected transactions that the Company intends to conclude with the connected party and whose total value exceeds RMB three (3) million and accounts for more than zero point five percent (0.5%) of the absolute value of the latest audited Company's net assets (other than the provision of external guarantees by the Company) shall be approved by the independent directors before being submitted to the Board for discussion. Before the independent directors make judgment, an intermediary agency can be employed to produce a report of independent financial advisor, which will serve as the basis for the independent directors' judgment;</del></p> <p><del>(ii) the independent directors can put forward the proposal to the Board relating to the appointment or removal of the accounting firm;</del></p> <p><u>(i) the independent directors can independently appoint intermediaries to provide audit, consulting or inspection services on specific matters of the Company;</u></p> <p><del>(iii)</del><u>(ii)</u> the independent directors can propose to the Board to call an extraordinary shareholders' general meeting;</p> <p><del>(iv)</del><u>(iii)</u> the independent directors can propose to call a meeting of the Board;</p> <p><del>(v)</del><u>(iv)</u> the independent directors can openly solicit voting rights from shareholders before a general meeting;</p>

## LETTER FROM THE BOARD

Original Text	Amended to
<p>Consent from over 1/2 of all the independent directors shall be obtained if the independent directors desire to exercise the powers under the above items (i) to (v); The exercise of the power under item (vi) shall be subject to the consent from all the independent directors.</p> <p>Matters related to items (i) and (ii) may not be submitted to the Board of Directors for discussion unless being consented by not less than one half of the independent director.</p> <p>If the proposals set out in the paragraph 1 of this article are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned.</p>	<p><del>(vi) the independent directors can appoint the external auditing or consulting organization independently to provide auditing and consulting services on specific matters of the Company;</del></p> <p><u>(v) the independent directors can express independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;</u></p> <p><u>(vi) other functions and powers prescribed by the laws, administrative regulations, the CSRC, and this AOA.</u></p> <p>Consent from over 1/2 of all the independent directors shall be obtained if the independent directors desire to exercise the powers under the above items (i) to <del>(vi)(iii)</del>; <del>The exercise of the power under item (vi) shall be subject to the consent from all the independent directors.</del></p> <p><del>Matters related to items (i) and (ii) may not be submitted to the Board of Directors for discussion unless being consented by not less than one half of the independent director.</del></p> <p><del>If the proposals set out in the paragraph 1 of this article are refused or the independent directors exercise the functions and powers set out in the above paragraph one, the Company shall make a disclosure in a timely manner. If the functions and powers are unable to be exercised, the Company shall disclose the information concerned.</del></p>
	<p><b>Article 176</b> <u>The following matters shall be submitted to the Board for deliberation with the consent of a majority of all independent directors of the Company:</u></p> <p><u>(i) connected transactions that shall be disclosed;</u></p> <p><u>(ii) plans of the Company and the relevant parties for the modification or waiver of their undertakings;</u></p>

**LETTER FROM THE BOARD**

Original Text	Amended to
	<p><u>(iii) decisions made and measures taken by the board of directors of the target company regarding the acquisition;</u></p> <p><u>(iv) other matters prescribed by the laws, administrative regulations, the CSRC and this AOA.</u></p>
	<p><u>Article 177 The Company shall, on a regular or ad hoc basis, hold meetings attended solely by independent directors (the “Special Meetings of Independent Directors”). The matters specified in the items (i) to (iii) of paragraph one of Article 175 and Article 176 of this AOA shall be deliberated at the Special Meetings of Independent Directors.</u></p> <p><u>The Special Meetings of Independent Directors may study and discuss other matters of the Company if necessary.</u></p>
<p><b>Article 176</b> Apart from carrying out the above-mentioned duties, the independent directors shall provide the independent opinion on the following matters to the Board or to the shareholders’ general meeting:</p> <p>(i) nomination, appointment or replacement of directors;</p> <p>(ii) appointment or dismissal of senior management;</p> <p>(iii) remuneration for directors and senior management;</p> <p>(iv) any existing or new loan borrowed from the Company by or other funds transfer made by the Company’s shareholders, de facto controllers or affiliated enterprises that exceeds RMB three (3) million and accounts for more than zero point five percent (0.5%) of the absolute value of the latest audited Company’s net assets, and whether the Company has taken effective measures to recover the amount due;</p> <p>.....</p>	<p><b>Article 176</b> <del>Apart from carrying out the above mentioned duties, the</del> <b>The</b> independent directors shall provide the independent opinion on the following matters to the Board or to the shareholders’ general meeting:</p> <p>(i) nomination, appointment or replacement of directors;</p> <p>(ii) appointment or dismissal of senior management;</p> <p>(iii) remuneration for directors and senior management;</p>

## LETTER FROM THE BOARD

Original Text	Amended to
	<p>(iv) <del>any existing or new loan borrowed from the Company by or other funds transfer made by the Company's shareholders, de facto controllers or affiliated enterprises that exceeds RMB three (3) million and accounts for more than zero point five percent (0.5%) of the absolute value of the latest audited Company's net assets, and whether the Company has taken effective measures to recover the amount due;</del> <u>connected (related party) transactions that shall be disclosed;</u></p> <p>.....</p>
<p><b>Article 178</b> The Company shall ensure that the independent directors have the same right to be kept informed as the other directors in the Company. With respect to the important matters necessary to be submitted to the Board meeting for consideration, the Company shall notify the independent directors in advance within legally prescribed time and provide them with sufficient materials and documents. The independent directors may ask for supplementary materials if they consider the given documents incomplete. While two or more independent directors consider that the materials and documents provided to them are insufficient or unclear, they may jointly propose to postpone the meeting or to postpone the discussion of the related matter, which should be adopted by the Board.</p> <p>The materials provided by the Company shall be preserved by the Company and the independent directors themselves for at least five (5) years.</p>	<p><b>Article <del>178</del>80</b> The Company shall ensure that the independent directors have the same right to be kept informed as the other directors in the Company. With respect to the important matters necessary to be submitted to the Board meeting for consideration, the Company shall notify the independent directors in advance within legally prescribed time and provide them with sufficient materials and documents. The independent directors may ask for supplementary materials if they consider the given documents incomplete. While two or more independent directors consider that the materials and documents provided to them are insufficient, <del>or unclear</del> <u>or not provided in a timely manner</u>, they may jointly propose to postpone the meeting or to postpone the discussion of the related matter, which should be adopted by the Board.</p> <p>The materials provided by the Company shall be preserved by the Company and the independent directors themselves for at least <del>five (5)</del> <u>ten (10)</u> years.</p>
<p><b>Article 225</b> A loan security provided by the Company in breach of the provisions of paragraph 1 of Article 223.....</p>	<p><b>Article <del>225</del>7</b> A loan security provided by the Company in breach of the provisions of paragraph 1 of Article <del>223</del>5.....</p>
<p><b>Article 286</b> Where the Company is to be dissolved pursuant to Item (1) or (2) of Article 284.....</p>	<p><b>Article <del>286</del>8</b> Where the Company is to be dissolved pursuant to Item (1) or (2) of Article <del>284</del>6.....</p>

This proposal shall be effective upon approval by the Shareholders' general meeting as a special resolution.

---

## LETTER FROM THE BOARD

---

### 3. PROPOSAL REGARDING ELECTION OF EXECUTIVE DIRECTOR FOR THE EIGHTH SESSION OF THE BOARD

We refer to the announcement of the Company dated 1 March 2024 in relation to the proposed election of Director. The Board has nominated Mr. YANG Qihua as a candidate for Executive Director of the eighth session of the Board of the Company with a term from the date of Shareholders' approval at the general meeting to the expiration of the eighth session of the Board. Biographical details of Mr. YANG Qihua are set out as follows:

Mr. YANG Qihua was born in August 1972. He has obtained a master's degree in Pharmaceutical Engineering from East China University of Science and Technology. He is a senior engineer. He currently serves as the vice president of Shanghai Industrial Investment (Holdings) Co., Ltd., the vice executive president of Shanghai Industrial Holdings Limited, the party secretary of Shanghai Pharmaceutical (Group) Co., Ltd. and Shanghai Pharmaceuticals Holding Co., Ltd.. Mr. YANG Qihua has extensive experience in corporate management. He has served as the party secretary and general manager of Shanghai Sunway Biotech Co., Ltd., the vice chairman and general manager of SIIC Investment Company Limited, the chairman of The Tien Chu (Hong Kong) Company Limited, the vice president of SIIC Investment (Shanghai) Co., Ltd., the chairman of Nanyang Brothers Tobacco Co., Ltd. and the chairman of Wing Fat Printing Company, Limited, etc.

Save as disclosed above, the above candidate did not hold any directorships in any other listed companies or any other major positions in the three years prior to the date of notice of this EGM. The above candidate does not have any relationship with any Director, Supervisor, senior management or substantial Shareholder or controlling Shareholder of the Company. As at the date of notice of this EGM, Mr. YANG Qihua does not hold any equity interest in the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

If the above candidate is elected as an Executive Director, his term of office will expire on the same date when the eighth session of the Board expires. He will not receive any Director's fee during his term of office.

Save as disclosed above, there are no other matters concerning the election of the above candidate as Executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

The proposal will be submitted at the general meeting as an ordinary resolution for consideration and voting by way of a cumulative polling system.

### 4. PROXY

The proxy form and reply slip for the EGM are enclosed with this circular.

If you intend to appoint a proxy to attend the EGM or any adjourned meetings thereof, you are required to complete and return the relevant proxy form in accordance with the instructions printed thereon. For holders of H Shares, the relevant proxy form should be returned to the Company's H share registrar, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower,

---

## LETTER FROM THE BOARD

---

28 Queen's Road Central, Hong Kong as soon as possible, in any event served by hand or by post not less than 24 hours before the time stipulated for convening the EGM or any adjourned meetings thereof. Completion and return of the relevant proxy form will not preclude you from attending and voting at the EGM or at any adjourned meetings thereof in person if you so wish.

### 5. VOTING BY POLL

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

### 6. RECOMMENDATION FROM THE BOARD OF DIRECTORS

The Board of Directors (including the independent non-executive Directors) considers that all resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors recommends that you vote in favor of all the resolutions to be proposed at the EGM.

### 7. RESPONSIBILITY STATEMENT

The circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

By order of the Board  
**Shanghai Pharmaceuticals Holding Co., Ltd.\***  
**ZHONG Tao**  
*Joint Company Secretary*

Shanghai, the PRC, 1 March 2024

\* *For identification purpose only*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (the “EGM”) 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 19 March 2024 at 14:00, to consider and approve the following proposals:

#### SPECIAL RESOLUTION

- (1) Proposal regarding the Amendments to the Article of Association

#### ORDINARY RESOLUTION (BY MEANS OF CUMULATIVE VOTING)

- (2) Proposal Regarding the Election of Executive Director of the Eighth Session of the Board

By order of the Board  
**Shanghai Pharmaceuticals Holding Co., Ltd.\***  
**ZHONG Tao**  
*Joint Company Secretary*

Shanghai, the PRC, 1 March 2024

*Notes:*

1. **Eligibility for attending the EGM 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 13 March 2024 are entitled to attend this EGM.

In order to attend this EGM, 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 13 March 2024.

\* *For identification purpose only*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### 2. Proxy

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

- (3) Any voting at the EGM shall be taken by poll.

### 3. Registration procedures for attending the EGM

- (1) A shareholder or his proxy should produce proof of identity when attending the EGM. 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 EGM 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 EGM in person or by their proxies should complete and return the reply slip for attending the EGM 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 9 March 2024.

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

### 5. Miscellaneous

- (1) The EGM 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:  
  
Level 36, China Insurance Building, 166 East Lujiazui Road, Pudong New District, Shanghai, the PRC.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (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 EGM for consideration and approval, please refer to the circular of the Company dated 1 March 2024.