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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 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 Tuesday, 29 June 2021 immediately after the conclusion of the annual general meeting of 2020 or any adjournment thereof to consider and approve the following proposals:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal regarding the fulfilment of the criteria for the Proposed Non-public Issuance of A Shares.
2. To consider and approve the proposal regarding the Plan of the Proposed Non-public Issuance of A Shares. The main contents of the resolutions are set out as below (each to be considered and approved by way of separate special resolution):
 - (1) class and par value of the shares to be issued;
 - (2) method and time of issuance;
 - (3) subscription method;
 - (4) issue price and pricing principles;
 - (5) number of shares to be issued and the subscribers;
 - (6) lock-up period;
 - (7) place of listing;

- (8) arrangement for the accumulated undistributed profits of the Company prior to the Proposed Non-public Issuance of A Shares;
 - (9) validity period of the resolution in relation to the Proposed Non-public Issuance of A Shares; and
 - (10) amount and use of proceeds.
3. To consider and approve the proposal regarding the Proposal for the Proposed Non-public Issuance of A Shares.
 4. To consider and approve the proposal regarding the feasibility report on the use of proceeds from the Proposed Non-public Issuance of A Shares in 2021.
 5. To consider and approve the proposal regarding the report on the use of proceeds previously raised by the Company.
 6. To consider and approve the proposal regarding the dilution of immediate return resulting from the Proposed Non-public Issuance of A Shares and its remedial measures.
 7. To consider and approve the proposal regarding the shareholders' return plan for the next three years (2021–2023).
 8. To consider and approve the proposal regarding granting a specific mandate in relation to the Proposed Non-public Issuance of A Shares to the Board and authorizing the Board and its authorized persons to deal with relevant matters in relation to the Proposed Non-public Issuance of A Shares and the strategic cooperation.
 9. To consider and approve the proposal regarding the introduction of strategic investors to the Company.
 10. To consider and approve the proposal regarding the Strategic Cooperation Agreement between the Company and the strategic investor.
 11. To consider and approve the proposal regarding the conditional subscription agreements between the Company and the Subscribers.
 12. To consider and approve the proposal regarding the connected transaction relating to the Proposed Non-public Issuance of A Shares of the Company.

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

Shanghai, the PRC, 11 June 2021

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.

* *For identification purpose only*

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 4:30 p.m. on 18 June 2021 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, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, before 4:30 p.m. on 18 June 2021.

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 need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.

To be valid, for holders of H Shares, the form of proxy, and notarised power of attorney or other document of authorisation 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 EGM.

- (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 a shareholder is a legal person, its legal representative or other person authorised by the board of directors or other governing body of such shareholder 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, 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 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 the 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 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 People's Republic of China.
- (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 11 June 2021 for the details of the resolutions to be proposed at the EGM for consideration and approval.