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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 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

As of the date of this notice, the executive directors of the Company are Mr. SHEN Bo, Mr. LI Yongzhong and Mr. DONG Ming; the non-executive directors are Mr. YAO Jiayong and Mr. CHEN Fashu; and the independent non-executive directors are Mr. GU Zhaoyang, Mr. Manson FOK and Mr. WANG Zhong.

* 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 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.

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.

(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.