



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)

PROXY FORM OF HOLDERS OF H SHARES FOR USE AT THE ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being shareholder(s) of _____ H Shares ^(Note 2) of Shanghai Pharmaceuticals Holding Co., Ltd.*
(the "Company"), hereby appoint the Chairman of the Meeting or ^(Note 3) _____
of _____
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting ("AGM") 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 28 June 2024 at 13:00 and any adjournment thereof. I/We direct that my/our votes be cast on the resolutions set out in the notice of the AGM as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	Annual Report for 2023			
2.	Report of the Board of Directors for 2023			
3.	Report of the Board of Supervisors for 2023			
4.	Final Accounts Report for 2023 and Financial Budget for 2024			
5.	Profit Distribution Plan for 2023			
6.	Proposal Regarding Interim Dividend Arrangement for 2024			
7.	Proposal regarding Change of the Accounting Firm for 2024			
8.	Proposal regarding Renewal of Financial Services Agreement with Shanghai Shangshi Group Finance Co., Ltd. and Daily Related/Continuing Connected Transactions and Discloseable Transactions			
9.	Proposal regarding External Guarantees for 2024			
Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
10.	Proposal regarding Application for Centralized Registration of Different Types of New Debt Financing Instruments (DFI)			
11.	Proposal regarding Issuance of Debt Financing Products			
12.	Proposal regarding the Satisfaction of Conditions for Issuing Corporate Bonds			
13.	Proposal regarding Issuance of Corporate Bonds			
13.01	Face value of bonds to be issued and scale of issuance			
13.02	Interest rate of bonds and its way of determination			
13.03	Variety and term of bonds			
13.04	Method of principal and interest repayment			
13.05	Method of issuance			
13.06	Target of issuance and arrangement of placement to shareholders of the Company			
13.07	Use of proceeds			
13.08	Guarantees			
13.09	Measures to guarantee bonds repayment			
13.10	Way of underwriting			
13.11	Listing arrangements			
13.12	Period of validity of the resolution			
13.13	Authorizations regarding this issuance to the executive committee of the Board			
14.	Proposal regarding the General Mandate of the Company			
Ordinary Resolutions (by means of cumulative voting)		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
15.	Proposal regarding Election of Non-executive Director of the Eighth Session of the Board	1 non-executive director to be elected (Please insert the number of Shares)		
15.01	Mr. ZHANG Wenxue			

Date: _____ 2024

Signature ^(Note 6): _____

* For identification purpose only

Notes:

1. Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members) as shown in the register of members of the Company in block letters.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. This proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
4. **In relation to the resolutions No. 1 to No. 14:**

If you wish to vote for any resolution, please tick a “✓” in the box marked “**For**”. If you wish to vote against any resolution, please tick a “✓” in the box marked “**Against**”. If you wish to abstain for vote, please tick a “✓” in the box marked “**Abstain**”. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as abstained. The votes abstained will be counted in the calculation of the required majority.

In relation to the resolutions No. 15:

Pursuant to the articles of association of the Company, the decision of proposal of No. 15 shall be made by way of cumulative voting. The total number of votes entitled for each share held by you shall be equivalent to the number of directors to be elected under the group of proposal. For example, in respect of resolution No. 15 above, if you hold 100 shares, and the number of directors to be elected is 1, the total number of shares for which you have the voting rights under resolution No. 15 will be 100 shares (i.e. 100 shares x 1=100 shares).

Please note with particular attention that, when the total number of votes cast by you on the candidate of director exceeds the total number of votes to which you are entitled, all the votes cast by you shall be invalid and you shall be deemed to have forfeited from voting; when the total number of votes cast by you for the candidate of director are less than the total number of votes to which you are entitled, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you.

If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.

5. This proxy form must be signed by you or your attorney duly authorised in writing or, if the appointer is the 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 or other authorized documents signed by the same person must be notarially certified. Any alteration made to this proxy form must be duly initiated by the person who signs it.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the H Share register of members of the Company.
7. To be valid, this proxy form, together with notarised power of attorney or other authority, 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 (for the purpose of holders of H shares of the Company) not less than 24 hours before the time for holding the AGM or the time appointed for voting by poll.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM in person if you so wish.