

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

PROFIT WARNING

This announcement is made by Shanghai Pharmaceuticals Holding Co., Ltd. (the “**Company**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Based on the preliminary assessment on the unaudited consolidated management accounts of the Company and its subsidiaries (collectively, the “**Group**”) for the first quarter of 2012, the board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and potential investors that the net profit attributable to equity holders of the Company for the first quarter of 2012 is expected to decrease by approximately 40% as compared to the same period of last year.

As disclosed in the 2011 First Quarterly Report of the Company published on the Shanghai Stock Exchange, the net profit attributable to equity holders of the Company for the first quarter of 2011 was RMB848,593,633.21, and the basic earnings per share for the same period was RMB0.4259.

The reason for the decrease in the net profit attributable to equity holders of the Company for the first quarter of 2012 is that, in the first quarter of 2011, a high one-off gain on investment was recorded due to the fact that Techpool Bio-Pharma Co., Ltd. was no longer included in the consolidated financial statements of the Group, while there was no such gain on investment due to changes in the accounting treatment in the first quarter of 2012.

As the Company is still in the process of compiling and finalising the final results for the first quarter of 2012, the information contained in this announcement is a preliminary assessment according to the management accounts of the Group and is not based on any figures or information that has been audited or reviewed by the Company’s auditor. The final results of the Group for the first quarter of 2012 will be announced before the end of April 2012.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd.
Han Min
Joint Company Secretary

Shanghai, the PRC, 12 April 2012

As of the date of this announcement, the directors of the Company are Mr. LU Mingfang, Mr. ZHANG Jialin, Mr. XU Guoxiong, Mr. LU Shen, Mr. JIANG Ming, Mr. BAI Huiliang, Mr. CHEN Naiwei and Ms. Tommei TONG.

* *For identification purpose only*