

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated May 6, 2011 (the "Prospectus") issued by Shanghai Pharmaceuticals Holding Co., Ltd. (the "Company") for detailed information about the Global Offering described below before deciding whether or not to invest in the H Shares thereby being offered.

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Unless otherwise defined in this announcement, terms defined in the Prospectus of the Company have the same meanings when used in 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)

GLOBAL OFFERING

Number of Offer Shares	: 664,214,000 H Shares (subject to the Over-Allotment Option)
Number of Hong Kong Offer Shares	: 33,210,800 H Shares (subject to adjustment)
Number of International Offer Shares	: 631,003,200 H Shares (subject to adjustment and the Over-Allotment Option)
Maximum Offer Price	: HK\$26.00 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	: RMB1.00 per H Share
Stock code	: 02607

Joint Global Coordinators and Joint Lead Managers

Goldman Sachs

Deutsche Bank



CREDIT SUISSE

Joint Bookrunners

Goldman Sachs

Deutsche Bank



CREDIT SUISSE



Joint Sponsors

Goldman Sachs



Deutsche Bank



CREDIT SUISSE

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in, the H Shares to be issued pursuant to (i) the Global Offering (including any additional H Shares which may be issued by the Company pursuant to the exercise of the Over-Allotment Option); and (ii) any H Shares, converted from A Shares, which are to be held by NSSF (including such A Shares converted to H Shares and transferred by our Controlling Shareholders to NSSF and such additional A Shares to be converted to H Shares and to be further transferred to NSSF by our Controlling Shareholders upon the exercise of the Over-Allotment Option, in each case, pursuant to the relevant regulations in relation to the reduction of State-owned shares). Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, May 20, 2011. The H Shares will be traded in board lots of 100 H Shares each. In the event the Over-Allotment Option is exercised, an announcement will be made.

Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, May 6, 2011 until 12:00 noon on Thursday, May 12, 2011 from any of the following addresses:

1. Goldman Sachs (Asia) L.L.C., 68/F, Cheung Kong Centre, 2 Queen's Road Central, Central, Hong Kong;
2. Deutsche Bank AG, Hong Kong Branch, Level 52, International Commerce Center, 1 Austin Road West, Kowloon, Hong Kong;
3. Credit Suisse (Hong Kong) Limited, 45/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
4. BOCOM International Securities Limited, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong

or any of the following branches of the receiving banks for the Hong Kong Public Offering:

(a) Bank of Communications Co., Ltd. Hong Kong Branch

	Branch Name	Branch Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Wanchai Sub-Branch	G/F., 32-34 Johnston Road
	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road
Kowloon	Mongkok Sub-Branch	Shops A & B, G/F., Hua Chiao Commercial Centre, 678 Nathan Road
	Hunghom Sub-Branch	Flat/Rm A6, G/F., Wing Kwai Bldg, 1-3 Tak Man Street, Whampoa Estate
New Territories	Tseung Kwan O Sub-Branch	Shop 253-255, Metro City Shopping Arcade, Phase I
	Tsuen Wan Sub-Branch	G/F., Shop G9B-G11 Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road

(b) Bank of China (Hong Kong) Limited

	Branch Name	Branch Address
Hong Kong	Bank of China Tower Branch	3/F, 1 Garden Road
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
Kowloon	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
	Kwun Tong Branch	20-24 Yue Man Square, Kwun Tong
New Territories	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II
	Kau Yuk Road Branch	18-24 Kau Yuk Road, Yuen Long

(c) **Standard Chartered Bank (Hong Kong) Limited**

	Branch Name	Branch Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Kwun Tong Hoi Yuen Road	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
New Territories	Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, May 6, 2011 until 12:00 noon on Thursday, May 12, 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Applicants applying by **White Form eIPO** may submit application to the designated **White Form eIPO** Service Provider through the designated website www.eipo.com.hk from 9:00 a.m. on Friday, May 6, 2011 until 11:30 a.m. on Thursday, May 12, 2011 (24 hours daily, except on the last application day) (or such later date as described in the section headed “How to Apply for Hong Kong Offer Shares – Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, May 6, 2011 until 12:00 noon on Thursday, May 12, 2011.

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price on Thursday, May 19, 2011, whereas the general level of indication of interest in the International Offering, the basis of allotment and the results of applications under the Hong Kong Public Offering are expected to be published on Thursday, May 19, 2011 on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company’s website at www.pharm-sh.com.cn. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration Certificate numbers of successful applicants under the Hong Kong Public Offering will be available in the manner described in the section headed “How to Apply for Hong Kong Offer Shares – XII. Dispatch/Collection of H Share Certificates and Refund Monies” in the Prospectus.

The Company will not issue any temporary documents of title. No receipt will be issued for application monies paid. The H Shares will be traded in board lots of 100 each. The stock code is 02607.

Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, May 20, 2011.

By order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd.
LU Mingfang
Chairman

Hong Kong, May 6, 2011

As at the date of this announcement, the executive Directors of the Company are Mr. LU Mingfang, Mr. ZHANG Jialin and Mr. XU Guoxiong; the non-executive Directors are Mr. LU Shen and Mr. JIANG Ming; and the independent non-executive Directors are Mr. ZENG Yixin, Mr. BAI Huiliang, Mr. CHEN Naiwei and Ms. Tommei TONG.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*

* *For identification purposes only*