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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shanghai Pharmaceuticals Holding Co., Ltd. (the “**Company**”) will be held at Multi-function Hall, 1st Floor, Gao Yang Business Centre (Gao Yang Hotel), 109 Dantu Road or 815 East Daming Road (entrance for motor vehicles), Shanghai on 31 May 2012 at 2:00 p.m., to consider and approve the following proposals:

### **ORDINARY RESOLUTIONS:**

- (1) Report of the Board of Directors 2011 of Shanghai Pharmaceuticals Holding Co., Ltd.
- (2) Report of the Board of Supervisors 2011 of Shanghai Pharmaceuticals Holding Co., Ltd.
- (3) Final Accounts Report 2011 of Shanghai Pharmaceuticals Holding Co., Ltd.
- (4) Profit Distribution Proposal for 2011 of Shanghai Pharmaceuticals Holding Co., Ltd.
- (5) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Payment of Auditor's Fees for 2011
- (6) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Engagement of Auditors
- (7) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding External Guarantees for 2012
- (8) Financial Budget for 2012 of Shanghai Pharmaceuticals Holding Co., Ltd.
- (9) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding Adjustment to the Amount for Use of Proceeds from the H Share Offering

- (10) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Removal of Mr. Lu Mingfang as a Director
- (11) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Election of Mr. Zhou Jie as a Director
- (12) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Removal of Mr. Zhou Jie as a Supervisor
- (13) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Election of Mr. Zhang Zhenbei as a Supervisor
- (14) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding Continuing Connected Transactions of the Company in 2012
- (15) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Election of Mr. Li Zhenfu as an Independent Non-executive Director

**SPECIAL RESOLUTIONS:**

- (16) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Grant of a General Mandate by the Shareholders' General Meeting to the Board of Directors to Allot, Issue and Deal with Shares
- (17) Proposal of Shanghai Pharmaceuticals Holding Co., Ltd. Regarding the Amendments to the Articles of Association of the Company

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

Shanghai, the PRC, 2 May 2012

*Notes:*

**1. Eligibility for attending the Annual General Meeting 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 24 May 2012 are entitled to attend this Annual General Meeting.

In order to attend this Annual General Meeting, holders of H share 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 24 May 2012.

**2. Proxy**

- (1) Each shareholder entitled to attend and vote at the Annual General Meeting 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 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 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 Annual General Meeting.

- (3) Any voting at the Annual General Meeting shall be taken by poll.

**3. Registration procedures for attending the Annual General Meeting**

- (1) A shareholder or his proxy should produce proof of identity when attending the Annual General Meeting. 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 Annual General Meeting 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 Annual General Meeting in person or by their proxies should complete and return the reply slip for attending the Annual General Meeting 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 20 May 2012.

#### 4. Voting by poll

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting in accordance with Article 104 of Articles of Association of the Company.

#### 5. Miscellaneous

(1) The Annual General Meeting 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  
Pudong New District  
Shanghai  
The People's Republic of China

Contact office: Office of the Board  
Telephone No.: 86 (21) 6373 0908  
Facsimile No.: 86 (21) 6328 9333  
Contact Person: HAN Min

(5) Please refer to the circular of the Company dated 2 May 2012 for the details of the resolutions to be proposed at the Annual General Meeting for consideration and approval.

*As of the date of this notice, 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*