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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)

APPOINTMENT OF JOINT COMPANY SECRETARY

Reference is made to the announcement made by Shanghai Pharmaceuticals Holding Co., Ltd. (the “**Company**”) on 11 August 2015 in relation to the resignation of Ms. Han Min as a joint company secretary of the Company.

The board of directors (the “**Board**”) of the Company announces that Mr. Shen Bo has been appointed as a joint company secretary of the Company with effect from 29 October 2015. Upon Mr. Shen Bo’s appointment, Ms. Mok Ming Wai, the previously sole company secretary of the Company, acts as the other joint company secretary of the Company.

Mr. Shen Bo, born in March 1973, obtained a bachelor’s degree majoring in accounting from Shanghai Institute of Construction Materials Industry and master of professional accountancy from Chinese University of Hong Kong. He has passed the PRC Certified Public Accountants examination. He is the chief financial officer of the Company and concurrently holds office of director in a subsidiary of the Company. He has been a non-executive director of Tianda Pharmaceuticals Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) with stock code 00455) since August 2015 and has been a non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (a company listed on the Hong Kong Stock Exchange with stock code 01349) since June 2012. Mr. Shen has worked in a number of large enterprises in the mainland China as manager in finance department and chief financial officer and has extensive experience in corporate management, financial control and corporate governance in pharmaceutical companies. His previous positions included the deputy manager of the finance department of Shanghai Jinling Co., Ltd., the chief financial officer of Shanghai Industrial Pharmaceutical Investment Co., Ltd., and the general manager of the finance department of Shanghai Pharmaceutical (Group) Co., Ltd. etc.

WAIVER REGARDING THE QUALIFICATION AND EXPERIENCE OF JOINT COMPANY SECRETARY

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), a listed issuer must appoint a company secretary who

meets the requirements under Rule 3.28 of the Hong Kong Listing Rules. Rule 3.28 of the Hong Kong Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Hong Kong Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Shen Bo currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Hong Kong Listing Rules. The Company has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules with respect to the appointment of Mr. Shen Bo as a joint company secretary of the Company for a period of three years from the date of his appointment as a joint company secretary of the Company (the “**Waiver Period**”). The waiver is granted on the condition that, (i) Mr. Shen Bo will be assisted by Ms. Mok Ming Wai during the Waiver Period and the waiver will be revoked immediately if and when Ms. Mok Ming Wai ceases to be a joint company secretary of the Company; (ii) the Company will notify the Hong Kong Stock Exchange at the end of the Waiver Period for the Hong Kong Stock Exchange to revisit the situation. The Hong Kong Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Shen Bo, having had the benefit of Ms. Mok Ming Wai’s assistance, satisfies the requirements under Rule 3.28 of the Hong Kong Listing Rules such that a further waiver will not be necessary; and (iii) the Company announces the details of the waiver, including its reasons and conditions.

By order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd.
Lou Dingbo
Chairman

Shanghai, the PRC, 30 October 2015

As at the date of this announcement, the executive directors of the Company are Mr. LOU Dingbo, Mr. CHO Man and Mr. HU Fengxiang; the non-executive directors are Mr. ZHOU Jie and Mr. JIANG Ming; and the independent non-executive directors are Mr. CHEN Naiwei, Mr. WAN Kam To, Mr. TSE Cho Che, Edward and Mr. LI Zhenfu.

* *For identification purpose only*