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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)

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND
SUPERVISORS
APPOINTMENT OF VICE PRESIDENT AND
CHANGE OF BOARD SECRETARY, JOINT COMPANY SECRETARY
AUTHORISED REPRESENTATIVE AND AUTHORIZED REPRESENTATIVE
FOR THE ACCEPTANCE OF SERVICE OF PROCESS AND NOTICES IN
HONG KONG**

We refer to the announcement of Shanghai Pharmaceuticals Holding Co., Ltd. (the "**Company**") dated 28 June 2022 in relation to the postponement of the election of the board of directors (the "**Board**") and the board of supervisors (the "**Supervisory Committee**") of the Company.

Proposed Re-election and Election of Directors

The Board is pleased to announce that, on 29 August 2022, (i) Mr. DONG Ming was nominated as the executive director (the "**Director(s)**") of the eighth session of the Board; (ii) Mr. CHEN Fashu was nominated as the non-executive Director of the eighth session of the Board; and (iii) Mr. TU Xuanxuan was nominated as the non-executive Director of the eighth session of the Board. On the same day, the Board has also resolved to (i) re-elect current executive Directors Mr. CHO Man, Mr. LI Yongzhong, Mr. SHEN Bo as the executive Directors of the eighth session of the Board; and (ii) re-elect current non-executive Directors Mr. ZHOU Jun and Mr. GE Dawei as the non-executive Directors of the eighth session of the Board. The Directors of the seventh session of the Board will continue their tenure of office until the Directors of the eighth session of the Board are elected.

As the relevant nomination of candidates for independent non-executive Directors of the eighth session of the Board is still in process, the Board will actively expedite relevant election work, complete the election process of identifying the candidates for independent non-executive Directors as soon as possible, and submit to the shareholders for approval at the extraordinary general meeting (the "**Extraordinary General Meeting**") together with the proposal of proposed re-election and election of Directors and supervisors (the "**Supervisor(s)**"). The other Directors who have not been re-elected shall continue to

perform their duties according to the articles of association of the Company (the "**Articles of Association**").

Proposed Re-election and Election of Supervisors

The Board is pleased to announce that, on 29 August 2022 at the meeting of the Supervisory Committee, Mr. MA Jia was nominated as the Supervisor of the eighth session of the Supervisory Committee. On the same day, the Supervisory Committee has also resolved to re-elect the current Supervisor, Mr. XU Youli, as the Supervisor of the eighth session of the Supervisory Committee. The employee Supervisor will be elected democratically by the employees of the Company and is not subject to shareholders' approval. The Supervisors of the seventh session of the Supervisory Committee will continue their tenure of office until the Supervisors of the eighth session of the Supervisory Committee are elected.

Appointment of the Vice President

The Board is pleased to announce that, Ms. SHAO Shuai ("**Ms. SHAO**") has been appointed by the Board as vice president of the Company and her term of office as the vice president shall take effective from 29 August 2022 and end upon the expiration of the term of office of the seventh session of the Board.

Biographical details of Ms. SHAO are set out below:

Ms. SHAO was born in May 1988 and has obtained a master's degree. She is currently a director of Skynet (Shanghai) Band Management Co., Ltd, the chairman of the supervisory committee of Shanghai Fumed Tianjian Co., Ltd, and a supervisor of New Huadu Industrial Group Co., Ltd. She served as an assistant to the chairman of Yunnan Baiyao Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 000538), the general manager of Jingzhun Beauty BU, the general manager of investment department and an assistant to the chief executive officer, the executive director of Hainan Yunfan Private Equity Fund Management Co., Ltd., the investment manager of China Investment Corporation, a senior manager and a vice president of New Huadu Industrial Group (Shanghai) Investment Co., Ltd., a managing director of New Huadu Group (HongKong) Investment Co., Ltd., the legal representative and the executive director of Shanghai Yunzhen Medical Technology Co., Ltd..

Change of Board Secretary, Joint Company Secretary, Authorised Representative and Authorized Representative for the Acceptance of Service of Process and Notices in Hong Kong

Ms. CHEN Jinzhu ("**Ms. CHEN**") has resigned as the secretary of the Board (the "**Board Secretary**"), the joint company secretary (the "**Joint Company Secretary**"), the authorised representative (the "**Authorised Representative**") of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), and the authorized representative for the acceptance of service of process and notices in Hong Kong on behalf of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Authorized Representative under Companies Ordinance**") due to internal work re-allocation of the Company, with effect from 29 August 2022.

Ms. CHEN has confirmed that there is no disagreement between her and the Board and there are no matters that need to be brought to the attention of the shareholders of the Company in

relation to her above resignation. The Board would like to take this opportunity to express its sincere gratitude to Ms. CHEN for her invaluable contribution to the Company during her above tenure of services.

The Board is pleased to announce that Mr. ZHONG Tao (鍾濤) (“**Mr. ZHONG**”) has been appointed as the Board Secretary, the Joint Company Secretary, the Authorised Representative and the Authorized Representative under Companies Ordinance, with effect from 29 August 2022. Another Joint Company Secretary of the Company, Ms. LEUNG Shui Bing (“**Ms. LEUNG**”) will assist Mr. ZHONG in discharging his duties as the Joint Company Secretary.

Biographical details of Mr. ZHONG are set out below:

Mr. ZHONG, born in June 1972, graduated from Fudan University with a postgraduate degree in business management and have obtained a master’s degree. He is currently the vice president of the Company. He was a member of the party committee, an executive director and a vice president of Shanghai Industry City Development Group Co., Ltd., and a party committee member, a director and a vice president of Shanghai Chengkai (Group) Co., Ltd., a director of Tianjin Trust Co., Ltd., a director of Shangshi Management (Shanghai) Co., Ltd., the person in charge of the preparation for the party organization of Jinhushen Biopharmaceutical Technology Co., Ltd., a director of planning of Shangshi Management (Shanghai) Co., Ltd., an assistant to the general manager of Shanghai Galaxy Investment Co., Ltd., and a project manager of the investment department of Shangshi Real Estate (Shanghai) Co., Ltd., etc.

Waiver of Qualifications and Experience for Joint Company Secretaries

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of The Stock Exchange of Hong Kong Limited (the “**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. ZHONG currently does not possess the qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. Nevertheless, considering, among others, (i) Mr. ZHONG studied enterprise management and has served as director and vice president of numerous companies, and has extensive experience and knowledge of investment, operation and management; and (ii) Mr. ZHONG is currently the vice president of the Company and has extensive knowledge about the financial, business operations, internal control systems and corporate culture of the Company by participating in seminars, regular meetings and professional trainings, the Company believes that Mr. ZHONG is capable of discharging his functions as the Joint Company Secretary.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. ZHONG as the Joint Company Secretary for a period of three years from the date of his appointment as the Joint Company Secretary (the “**Waiver Period**”). The waiver was granted on the conditions that (i) Mr. ZHONG must be assisted by Ms. LEUNG during the Waiver Period; (ii) the waiver could be revoked if there are material breaches of the Listing Rules by the Company; and (iii) the

Company will announce the reasons for, and the details and conditions of the waiver, and the qualification and experience of both Mr. ZHONG and Ms. LEUNG. Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Mr. ZHONG, having had the benefit of Ms. LEUNG 's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 such that a further waiver will not be necessary. The waiver will be revoked immediately if and when Ms. LEUNG ceases to be a joint company secretary of the Company and the Stock Exchange may withdraw or change it if the Company's situation changes.

Biographical Details of the Proposed Directors and Supervisors Candidates

The Biographical Details of Mr. DONG Ming, Mr. CHEN Fashu, and Mr. MA Jia are as follows:

Mr. DONG Ming

Mr. DONG Ming was born in October 1976 and have obtained a bachelor's degree. He served as a technical engineer, the director of the fixed network marketing department of the Xi'an representative office of Huawei Technologies Co., Ltd., the director of the fixed network products marketing department of the Eastern Europe region, the vice president of Commonwealth of Independent States region, the director of the VIP systems department, the general manager of the Beijing branch, the director of the mobile system department, and the vice president of China region in Huawei Technologies Co., Ltd.. He is currently the Chief Executive Officer (President) of Yunnan Baiyao Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 000538).

Mr. CHEN Fashu

Mr. CHEN Fashu was born in October 1960, and was serving as a member of the ALL-China Youth Federation, a member of the Ninth Executive Committee of the All-China Federation of Industry and Commerce, a member of the Ninth and Tenth Fujian Provincial Committee of the Chinese People's Political Consultative Conference, the chairman of the Direct Committee of Fujian Federation of Industry and Commerce, and the chairman of Yunnan Baiyao Holdings Co., Ltd.. He is currently the chairman of the board of directors of the Fujian Fashu Charity Foundation, the co-chairman of Yunnan Baiyao Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 000538), and the legal representative and the chairman of New Huadu Industrial Group Co., Ltd..

Mr. TU Xuanxuan

Mr. TU Xuanxuan was born in August 1973. He obtained Bachelor of Economics and has economist title. He successively served as the deputy general manager of the Capital Operation Department of Shanghai Guosheng (Group) Co., Ltd. (in charging of the work), an assistant to the president, a party committee member, and a vice president of Shanghai Guosheng Group Assets Co., Ltd. (during which time he also served as the deputy director of the Property Rights Division of the Shanghai State-owned Assets Supervision and Administration Commission (a temporary position), the deputy director of asset management center of Shanghai Guosheng (Group) Co., Ltd., and the chairman of Shanghai Zhenghao Asset Management Co., Ltd., etc. He is currently the general manager of the capital operation department of Shanghai Guosheng (Group) Co., Ltd., the director of Haitong Securities Company Ltd.(a company listed on the Shanghai Stock Exchange with stock code 600837 and the Stock Exchange with stock code 06837), the director of Huadong Construction Group Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code 600629), the director of Shanghai Lingang Economic Development (Group) Co., Ltd.,

and the director of Shanghai Tunnel Engineering Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code 600820).

Mr. MA Jia

Mr. MA Jia was born in March 1977 and have obtained a master's degree and is a member of the Chinese Communist Party. He served as the head of department of financial management of Beijing Panasonic Lighting Source Co., Ltd., a chief financial officer of the subsidiary of the Commonwealth of Independent States region of Huawei Technologies Co., Ltd., manager of IFS changing project (China), a chief financial officer of Shandong representative office, and a chief financial officer of BG Group Operator of China region. From March 2018 to May 2022, he served as the China regional chief financial officer / China regional administrative team member, responsible for ICT operation and management, risk control, sales and finance, tax, subsidiaries, and other financial and economic organization construction of China region (excluding Hong Kong, Macao and Taiwan). Since June 2022, he has been serving as the chief financial officer of Yunnan Baiyao Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 000538).

The biographical details of Mr. CHO Man, Mr. LI Yongzhong, Mr. SHEN Bo, Mr. ZHOU Jun, Mr. GE Dawei and Mr. XU Youli are set out in the 2021 Annual Report of the Company dated 25 April 2022. As of the date of this announcement, there is no change in such biographical details.

Saved as disclosed above, the above-mentioned Director and Supervisors candidates (the “**Candidates**”) did not hold any directorships in any listed companies in the preceding three years prior to the date of this announcement or have any other major appointments. Saved as disclosed above, the Candidates do not have any relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, the details of the Candidates' interests in shares of the Company are set out below:

Candidates	Class of shares	Numbers of Shares held as the date of this announcement
Mr. CHO Man	A shares	20,009
Mr. SHEN Bo	A shares	71,700

Saved as disclosed above, there is no other Candidates having any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In accordance with the Articles of Association, each of the term of office of the Board and the Supervisory Committee shall be three years. The term of office of each of the Directors and Supervisors will commence from the date of approval by the shareholders at the Extraordinary General Meeting and end upon the expiration of the term of office of the eight session of the Board and the Supervisory Committee. Upon obtaining the approval of the proposal for the re-election and election of the Directors and Supervisors from the shareholders at the Extraordinary General Meeting, the Company will enter into or automatically renew the service contract with each of the Directors and Supervisors. The Board, after obtaining the authorization at the Extraordinary General Meeting, will determine the remuneration of each executive Directors with reference to their duties, responsibilities, experience as well as current market condition. The non-executive Directors and Supervisors will not receive any remuneration as non-executive Directors or Supervisors

during their term of office. A circular for the Extraordinary General Meeting containing, among other things, details of the proposed re-election and election of Directors and Supervisors will be despatched to the shareholders in due course.

Saved as disclosed above, there are no other matters concerning the re-election and election of the Candidates as Director or Supervisor of the Company that need to be brought to the attention of the shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rule.

By order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd.*
ZHOU Jun
Chairman

Shanghai, the PRC, 29 August 2022

As at the date of this announcement, the executive directors of the Company are Mr. CHO Man, Mr. LI Yongzhong and Mr. SHEN Bo; the non-executive directors are Mr. ZHOU Jun, Mr. GE Dawei and Ms. LI An; and the independent non-executive directors are Mr. CAI Jiangnan and Mr. HONG Liang, Mr. GU Zhaoyang and Mr. Manson FOK.

**For identification purpose only*