



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)

PROXY FORM OF HOLDERS OF H SHARES FOR USE AT THE 2019 FIRST EXTRAORDINARY GENERAL MEETING

I/We (Note 1) _____ of _____ being shareholder(s) of _____ H Shares (Note 2) of Shanghai Pharmaceuticals Holding Co., Ltd. (the "Company"), hereby appoint the Chairman of the Meeting or (Note 3) _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the 2019 First Extraordinary General Meeting (the "EGM") to be held at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, PRC on 18 December 2019 at 13:00 and any adjournment thereof. I/We direct that my/our votes be cast on the resolutions set out in the Notice of the EGM dated 1 November 2019 as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit.

Table with 4 columns: Special Resolutions, For (Note 4), Against (Note 4), Abstain (Note 4). Rows include proposals for 2019 Share Option Scheme and Board authorization.

Date: _____ 2019 Signature (Note 5): _____

Notes:

- 1. Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members) as shown in the register of members of the Company in block letters.
2. Please insert the number of shares registered in your name(s) to which the Proxy Form relates. This Proxy Form will be deemed to relate to such number of shares inserted. If no number is inserted, this Proxy Form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
4. IMPORTANT: if you wish to vote for any resolution, please tick in the box marked "For". If you wish to vote against any resolution, please tick in the box marked "Against". If you wish to abstain for vote, please tick in the box marked "Abstain". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion.
5. This Proxy Form must be signed by you or your attorney duly authorised in writing or, or if the appointer is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, a proxy form authorizing that attorney to sign or other document of authorization must be notarised. Any alteration made to this Proxy Form must be duly initiated by the person who signs it.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the H Share register of members of the Company.
7. To be valid, this Proxy Form, together with notarised power of attorney or other authority, 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 (for the purpose of holders of H shares of the Company) not less than 24 hours before the time for holding the EGM or the time appointed for voting by poll.
8. Completion and delivery of this Proxy Form will not preclude you from attending and voting at the EGM in person if you so wish.

* For identification purpose only