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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)

RESULTS OF THE EXTRAORDINARY GENERAL MEETING, A SHARE CLASS MEETING, AND H SHARE CLASS MEETING

The 2019 first extraordinary general meeting (the “**EGM**”), 2019 second A Share class meeting (the “**A Share Class Meeting**”), and 2019 second H Share class meeting (the “**H Share Class Meeting**”) (collectively, the “**Meetings**”) of Shanghai Pharmaceuticals Holding Co., Ltd. (the “**Company**”) were 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, Wednesday, at 1:00 p.m.

Details of the resolutions considered at the Meetings were set out in the Company’s notice of the EGM, notice of the H Share Class Meeting and circular dated 1 November 2019 (the “**Circular**”). Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Meetings were held in compliance with the requirements of the Company Law of the People’s Republic of China and the Articles of Association, and were chaired by Mr. ZHOU Jun, Chairman of the Board. In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar, acted as the scrutineer for the vote-counting at the Meetings. Grandall Legal Group, Shanghai Office acted as the witnessing lawyer at the Meetings.

As at the date of the Meetings, the total number of issued Shares of the Company was 2,842,089,322, comprising of 1,923,016,618 A Shares and 919,072,704 H Shares. There were no Shares entitling any Shareholders to attend and vote only against the resolutions proposed at the Meetings. As stated in the Circular and to the best knowledge, information and belief of the Directors, two Participants, namely CHO Man (holding 20,009 A Shares), SHEN Bo (holding 71,700 A Shares) and their associates (to the extent any of them owns any shares of the Company as at the date of the Meetings) were required to abstain from voting on proposals at the EGM and at the A Share Class Meeting, respectively. Save as

the above, no Shareholders were subject to any restriction on their voting on the resolutions proposed at the Meetings.

ATTENDANCE AND POLL RESULTS OF THE EGM

Number of Shareholders and authorised proxies present at the EGM		97
Including:	Number of A Shareholders	94
	Number of H Shareholders	3

Total number of Shares carrying voting rights		1,596,395,465
Including:	Total number of Shares held by A Shareholders	1,034,694,638
	Total number of Shares held by H Shareholders	561,700,827

Percentage in total number of Shares carrying voting rights (%)		56.169785
Including:	Shareholding of A Shareholders	36.406127
	Shareholding of H Shareholders	19.763658

1. Proposal regarding the Proposed Adoption of the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	1,026,306,747	99.189337	6,975,986	0.674207	1,411,905	0.136456
H Shares	537,106,358	95.621429	20,571,169	3.662300	4,023,300	0.716271
Total Ordinary Shares	1,563,413,105	97.933948	27,547,155	1.725585	5,435,205	0.340467

2. Proposal regarding the Assessment Management Measures for the Implementation of the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	1,026,306,747	99.189337	6,975,986	0.674207	1,411,905	0.136456
H Shares	537,106,358	95.621429	20,571,169	3.662300	4,023,300	0.716271
Total Ordinary Shares	1,563,413,105	97.933948	27,547,155	1.725585	5,435,205	0.340467

3. Proposal regarding the Proposed Authorization to the Board to Deal with Relevant Matters in Relation to the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	1,026,306,747	99.189337	6,975,986	0.674207	1,411,905	0.136456

H Shares	537,106,358	95.621429	20,571,169	3.662300	4,023,300	0.716271
Total Ordinary Shares	1,563,413,105	97.933948	27,547,155	1.725585	5,435,205	0.340467

At the EGM, all resolutions were voted by poll. As more than two-thirds of the votes were cast in favour of resolutions, the above resolutions were duly passed as special resolutions.

In accordance with the relevant regulatory requirements of CSRC and the Shanghai Stock Exchange, the poll results of the voting of A shareholders with less than 5% of voting shares in respect of the resolutions involving significant events at the EGM are as follows:

Resolution No.	Resolutions	For		Against		Abstain	
		Number of votes	Percent -age (%)	Number of votes	Percent -age (%)	Number of votes	Percent -age (%)
1.	Proposal regarding the Proposed Adoption of the 2019 Share Option Scheme	87,988,910	91.296774	6,975,986	7.238242	1,411,905	1.464984
2.	Proposal regarding the Assessment Management Measures for the Implementation of the 2019 Share Option Scheme	87,988,910	91.296774	6,975,986	7.238242	1,411,905	1.464984
3.	Proposal regarding the Proposed Authorization to the Board to Deal with Relevant Matters in Relation to the 2019 Share Option Scheme	87,988,910	91.296774	6,975,986	7.238242	1,411,905	1.464984

ATTENDANCE AND POLL RESULTS OF THE A SHARE CLASS MEETING

Number of Shareholders and authorised proxies present at the A Share Class Meeting	94
Total number of A Shares carrying voting rights	1,034,694,638
Percentage in total number of A Shares carrying voting rights (%)	53.805808

1. Proposal regarding the Proposed Adoption of the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	1,026,306,747	99.189337	6,975,986	0.674207	1,411,905	0.136456

2. Proposal regarding the Assessment Management Measures for the Implementation of the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	1,026,306,747	99.189337	6,975,986	0.674207	1,411,905	0.136456

3. Proposal regarding the Proposed Authorization to the Board to Deal with Relevant Matters in Relation to the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Shares	1,026,306,747	99.189337	6,975,986	0.674207	1,411,905	0.136456

At the A Share Class Meeting, all resolutions were voted by poll. As more than two-thirds of the votes were cast in favour of resolutions, the above resolutions were passed as special resolutions at the A Share Class Meeting.

In accordance with the relevant regulatory requirements of CSRC and the Shanghai Stock Exchange, the poll results of the voting of A shareholders with less than 5% of voting shares in respect of the resolutions involving significant events at the A Share Class Meeting are as follows:

Reso- lution No.	Resolutions	For		Against		Abstain	
		Number of votes	Percent -age (%)	Number of votes	Percent -age (%)	Number of votes	Percent -age (%)
1.	Proposal regarding the Proposed Adoption of the	87,988,910	91.296774	6,975,986	7.238242	1,411,905	1.464984

	2019 Share Option Scheme						
2.	Proposal regarding the Assessment Management Measures for the Implementation of the 2019 Share Option Scheme	87,988,910	91.296774	6,975,986	7.238242	1,411,905	1.464984
3.	Proposal regarding the Proposed Authorization to the Board to Deal with Relevant Matters in Relation to the 2019 Share Option Scheme	87,988,910	91.296774	6,975,986	7.238242	1,411,905	1.464984

ATTENDANCE AND POLL RESULTS OF THE H SHARE CLASS MEETING

Number of Shareholders and authorised proxies present at the H Share Class Meeting	2
Total number of H Shares carrying voting rights	560,362,413
Percentage in total number of H Shares carrying voting rights (%)	60.970412

1. Proposal regarding the Proposed Adoption of the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
H Shares	535,767,944	95.610971	20,571,169	3.671047	4,023,300	0.717982

2. Proposal regarding the Assessment Management Measures for the Implementation of the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
H Shares	535,767,944	95.610971	20,571,169	3.671047	4,023,300	0.717982

3. Proposal regarding the Proposed Authorization to the Board to Deal with Relevant Matters in Relation to the 2019 Share Option Scheme

Type of Shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
H Shares	535,767,944	95.610971	20,571,169	3.671047	4,023,300	0.717982

At the H Share Class Meeting, all resolutions were voted by poll. As more than two-thirds of the votes were cast in favour of resolutions, the above resolutions were passed as special resolutions at the H Share Class Meeting.

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

Shanghai, the PRC, 19 December 2019

As of 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, Mr. HONG Liang, Mr. GU Zhaoyang and Mr. Manson FOK.

** For identification purpose only*