



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 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, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") to be held at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, the PRC on 19 March 2024 at 14:00 and any adjournment thereof. I/We direct that my/our votes be cast on the resolutions set out in the notice and supplemental notice of the EGM as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit.

Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	Proposal regarding the Amendments to the Article of Association			
Ordinary Resolutions (by means of cumulative voting)		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
2.	Proposal Regarding the Election of Executive Director of the Eighth Session of the Board	1 executive director to be elected (Please insert the number of Shares)		
2.01	Mr. YANG Qihua			

Date: _____ 2024

Signature ^(Note 6): _____

Notes:

- Please insert the full name(s) and address(es) (must be the same as shown in the register of members of the Company) in block letters.
- Please insert the number of shares registered in your name(s) to which this 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).
- If any proxy other than the Chairman of the Meeting is preferred, please 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.
- In relation to the resolutions No. 1:**

If you wish to vote for any resolution, please tick a "✓" in the box marked "For". If you wish to vote against any resolution, please tick a "✓" in the box marked "Against". If you wish to abstain from vote, please tick a "✓" in the box marked "Abstain". Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as abstained. The votes abstained will be counted in the calculation of the required majority.

In relation to the resolutions No. 2:

Pursuant to the articles of association of the Company, the decision of proposal of No. 2 shall be made by way of cumulative voting. The total number of votes entitled for each share held by you shall be equivalent to the number of directors to be elected under the group of proposal. For example, in respect of resolution No. 2 above, if you hold 100 shares, and the number of directors to be elected is 1, the total number of shares for which you have the voting rights under resolution No. 2 will be 100 shares (i.e. 100 shares x 1=100 shares).

Please note with particular attention that, when the total number of votes cast by you on the candidate of director exceeds the total number of votes to which you are entitled, all the votes cast by you shall be invalid and you shall be deemed to have forfeited from voting; when the total number of votes cast by you for the candidate of director are less than the total number of votes to which you are entitled, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you.

If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.

- This proxy form must be signed by you or your attorney duly authorised in writing or, if the appointer is the 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, the power of attorney or other authorized documents signed by the same person must be notarially certified. Any alteration made to this proxy form must be duly initiated by the person who signs it.
- 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.
- 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, 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.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the EGM in person if you so wish.

* For identification purpose only