THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Pharmaceuticals Holding Co., Ltd.*, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

SPH 上海医药 SHANGHAI PHARMA

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)

ANNUAL REPORT FOR 2025
REPORT OF THE BOARD OF DIRECTORS FOR 2025
FINAL ACCOUNTS REPORT FOR 2025 AND FINANCIAL BUDGET FOR 2026
PROFIT DISTRIBUTION PLAN FOR 2025
INTERIM DIVIDEND ARRANGEMENT FOR 2026
RE-APPOINTMENT OF THE ACCOUNTING FIRM
EXTERNAL GUARANTEES FOR 2026
ADDITION OF REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY
ISSUANCE OF DEBT FINANCING PRODUCTS
APPLICATION FOR CENTRALIZED REGISTRATION OF DIFFERENT TYPES OF NEW DEBT FINANCING INSTRUMENTS (DFI)
GENERAL MANDATE OF THE COMPANY
ELECTION OF NON-INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD
ELECTION OF INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD
AND
NOTICE OF ANNUAL GENERAL MEETING

Notice, the proxy form and reply slip for the Annual General Meeting of the Company are enclosed with this circular.

For holders of H Shares, whether or not you are able to attend the Annual General Meeting, you are advised to read the notice of the Annual General Meeting carefully. If you intend to attend the Annual General Meeting by proxy, please complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or at any adjourned meeting thereof in person.

For holders of H Shares, if you intend to attend the Annual General Meeting in person or by proxy, you are required to complete and return the reply slip.

4 June 2026

* *For identification purpose only*

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"2025 Annual General Meeting" or "Annual General Meeting" or "AGM"	the annual general meeting or any adjourned meeting thereof to be held by the Company on 25 June 2026 at 13:30 at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, PRC
"Group", "Company" or "Shanghai Pharmaceuticals"	Shanghai Pharmaceuticals Holding Co., Ltd.* (上海醫藥集團股份有限公司), a joint stock company incorporated in the PRC with limited liability (listed on the Shanghai Stock Exchange with stock code 601607 and on the Main Board of the Hong Kong Stock Exchange with stock code 02607) or Shanghai Pharmaceuticals Holding Co., Ltd.* and its subsidiaries (where applicable)
"A Shares"	domestic shares of the Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
"H Share(s)"	overseas listed foreign shares in the Company's ordinary share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of the shares of the Company
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board" or "Board of Directors"	the board of directors of the Company
"Directors"	the directors of the Company
"Independent Directors" or "Independent Non-executive Directors"	independent non-executive directors of the Company
"PRC" or "China"	the People's Republic of China, but for the purpose of this circular only, excluding Hong Kong, Macau and Taiwan
"CSRC"	China Securities Regulatory Commission
"SSE"	Shanghai Stock Exchange
"SSE Listing Rules"	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (as amended, supplemented or otherwise modified from time to time)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
"Reporting Period"	the 12-month period from 1 January 2025 to 31 December 2025
"RMB"	Renminbi, the lawful currency of the PRC. Unless otherwise specified, the currency generally refers to RMB
"US$"	US dollars, the lawful currency of the United States of America
"NZ$"	New Zealand dollars, the lawful currency of New Zealand
"treasury share"	unless otherwise stated, has the meaning ascribed to it under the Hong Kong Listing Rules
"year-on-year"	compared with the same period of last year
"%"	per cent

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)

Executive Directors:
Mr. YANG Qiuhua
Mr. SHEN Bo
Mr. LI Yongzhong
Mr. DONG Ming

Non-executive Director:
Mr. ZHANG Wenxue

Employee Director:
Mr. ZHAO Yong

Independent Non-executive Directors:
Mr. GU Zhaoyang
Mr. FOK Manson
Mr. WANG Zhong
Ms. MAN Kwan

Registered Address:
No. 92 Zhangjiang Road
Pilot Free Trade Zone
China (Shanghai)

Principal Place of Business in Hong Kong:
Room 1918, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Ba
Hong Kong

To the Shareholders

Dear Sir or Madam,

* *For identification purpose only*

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ELECTION OF INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the reasonably necessary information to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

Resolutions to be proposed at the AGM for the Shareholders to approve by way of ordinary resolution include: (1) Annual Report for 2025; (2) Report of the Board of Directors for 2025; (3) Final Accounts Report for 2025 and Financial Budget for 2026; (4) Profit Distribution Plan for 2025; (5) Proposal regarding Interim Dividend Arrangement for 2026; (6) Proposal regarding Re-appointment of the Accounting Firm; (7) Proposal regarding External Guarantees for 2026; and (8) Proposal regarding Addition of Remuneration Management System for Directors and Senior Management of the Company.

Resolutions to be proposed at the AGM for the Shareholders to approve by way of special resolution include: (9) Proposal regarding Issuance of Debt Financing Products; (10) Proposal regarding Application for Centralized Registration of Different Types of New Debt Financing Instruments (DFI); and (11) Proposal regarding the General Mandate of the Company.

Resolutions to be proposed at the AGM for the Shareholders to approve by way of ordinary resolution through cumulative voting include: (12) Proposal regarding Election of Non-Independent Directors of the Ninth Session of the Board; and (13) Proposal regarding Election of Independent Directors of the Ninth Session of the Board.

2. ANNUAL REPORT FOR 2025

The Annual Report for 2025 of the Company has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.sphchina.com) on 28 April 2026.

3. REPORT OF THE BOARD OF DIRECTORS FOR 2025

(1) Overview of the Company's operation in 2025

In 2025, Shanghai Pharmaceuticals remained committed to "building a solid chassis, strengthening the core and making breakthroughs in innovation", and continuously optimized its "Three Horizontals and Three Verticals" system. Rising to challenges and seeking transformation through innovation, the Company successfully fulfilled its objectives during the "14th Five-Year Plan" period.

During the Reporting Period, Shanghai Pharmaceuticals ranked among the Fortune Global 500 for six consecutive years, climbing to the 407th position. Meanwhile, the Company was listed on the "2025 Global Most Valuable Pharma Brands", "Global Top 10 Strongest Pharma Brands" and "China's ESG Listed Companies Pioneer 100", further solidifying its industry position and significantly enhancing its brand value.

During the Reporting Period, the Company achieved operating income of RMB283.580 billion, representing a year-on-year increase of 3.03%. Among which, the pharmaceutical manufacturing achieved sales revenue of RMB24.522 billion, representing a year-on-year increase of 3.33%; the pharmaceutical service achieved sales revenue of RMB259.058 billion, representing a year-on-year increase of 3.00%.

During the Reporting Period, the Company recorded RMB5.725 billion of net profit attributable to shareholders of the listed company, representing a year-on-year increase of 25.74%, mainly due to the one-off special gains arising from the change of the accounting treatment for Hutchison Pharmaceuticals from equity method accounting for a joint venture to subsidiary accounting, and net profit attributable to the owner of parent company after deduction of the above-mentioned one-off special profit or loss amounted to RMB4.721 billion, representing a year-on-year decrease of 5.56%. During the Reporting Period, the pharmaceutical manufacturing contributed profits of RMB2.039 billion, pharmaceutical service contributed profits of RMB3.457 billion and the major shareholding enterprises contributed profits of RMB325 million.

During the Reporting Period, the Company's R&D investment reached RMB2.604 billion, accounting for 10.62% of the sales of pharmaceutical manufacturing. Among them: R&D expenditure amounted to RMB2.340 billion, accounting for 9.54% of the sales of pharmaceutical manufacturing.

During the Reporting Period, the operating net cash inflow of the Company amounted to RMB6.154 billion, representing a year-on-year increase of 5.61%, continuously maintaining its high-quality development.

(2) The daily work of the Board of Directors during the Reporting Period

In 2025, the Board of Directors of the Company and its special committees carried out all work legally and efficiently with great diligence in accordance with the Articles of Association and relevant terms of references of each special committee:

① ***Conscientiously performed the duties of the Board of Directors and ensured the operation of the Board of Directors in compliance with laws and regulations***

During the Reporting Period, the Board of Directors of the Company, in strict accordance with the Company Law of the PRC, the Securities Law of the PRC, the Standards on Corporate Governance of Listed Companies and other relevant laws and regulations, the listing rules of the stock exchanges where the Shares are listed, the Articles of Association and the requirements of various internal rules and regulations, actively performed various duties of Directors, and focused on the enterprise operation, external investments, related/connected transactions, development strategies, internal control, capital planning and operations, corporate governance and information disclosure to ensure that the Company achieved steady development of its operation and management and further improve its corporate governance structure. During the Reporting Period, a total of eleven meetings were held by the eighth session of the Board of Directors. The convening and the procedure for deliberation of each meeting met relevant laws, rules, regulations and the Articles of Association.

② ***Give full play to the professional advantages and functions of each special committee***

During the Reporting Period, each special committee of the Board of Directors gave full play to the professional advantages of independent Directors, actively provided advice to the Board of Directors and further improved the efficiency of decision-making of the Board of Directors. The specific work is as follows:

- During the Reporting Period, the audit committee of the Board of Directors held six meetings in total, during which, the audit committee discussed and reviewed the regular reports, audit plans, implementation of internal control, comprehensive risk management and performance of the accounting firm, and provided advice for the Group to strengthen its internal control mechanism.

- During the Reporting Period, the nomination committee of the Board of Directors held two meetings in total, during which, the nomination committee discussed and reviewed the nomination of candidates for Independent Directors of the eighth session of the Board of Directors and the appointment of senior management.

- During the Reporting Period, the remuneration and assessment committee of the Board of Directors held two meetings in total, during which, the remuneration and assessment committee reviewed the cancellation of share options that had expired but not been exercised during the third exercise period of the initial granted share options and the second exercise period of the reserved share options, and the performance appraisal report of senior management of the Company for 2024.

- During the Reporting Period, the strategy committee of the Board of Directors held one meeting in total, during which, the strategy committee considered the "15th Five-Year" development plan of Shanghai Pharmaceuticals.

③ ***Play the role of Independent Directors in participating in decision-making, supervision and checks and balance***

During the Reporting Period, there were six special meetings for Independent Directors in total, during which, the Independent Directors considered the participation in the establishment of Shanghai Biomedical M&A Fund, the daily related transactions of the Company for 2025, the continuous risk assessment report of Shanghai Shangshi Group Finance Co., Ltd., acquisition of 10% equity interest in Shanghai Shangshi Group Finance Co., Ltd., the daily related transactions with Wing Fat Printing Co., Ltd. and the daily related transactions with Yunnan Baiyao Group Co., Ltd., reviewed the necessity of the transactions, the fairness and reasonableness of the pricing, the compliance of the consideration procedure and other matters, and conscientiously performed duties as Independent Directors.

④ ***Convening the Shareholders' general meeting (the same as below)***

During the Reporting Period, the Board of Directors convened one annual general meeting and two extraordinary general meetings according to the Articles of Association and the actual needs.

(3) The improvement of the corporate governance during the Reporting Period

In 2025, in accordance with provisions and requirements of the Company Law of the PRC, the Securities Law of the PRC, the Standards on Corporate Governance of Listed Companies, and the Corporate Governance Code as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws and regulations, the Company continuously improved the corporate governance structure and internal control of the Group.

The Board of Directors has set up audit committee, nomination committee, remuneration and assessment committee and strategy committee, which strengthened the organization construction and professionalism in decision-making of the Board of Directors.

The office of the Board actively served the Directors. Directors can obtain the information necessary for decision-making from the convener of the meeting, senior management, the office of the Board, intermediaries, etc., before the meeting, or request the above-mentioned personnel to explain the relevant situation at the meeting. The mechanism for Directors to obtain independent viewpoints and opinions was effectively implemented during the Reporting Period.

The Company attached great importance to maintaining communication with Shareholders and updated the information in the official website in real time for the public to access information about the Company. At the same time, Shareholders can make inquiries about the Company or express their opinions at any time through the "SSE E-interactive platform", the Company's email and other ways. The Company also actively organized the results presentation, roadshows and other activities to communicate directly with the Shareholders. The Shareholder communication policy of the Company was effectively implemented during the Reporting Period.

(4) Work plan for 2026

In 2026, the Board of Directors will, in strict accordance with the provisions and requirements of laws, regulations and the Articles of Association as always, continue to standardize their operation and perform their duties conscientiously to constantly improve the enterprise competitiveness and hereby reward the investors with better business performance.

4. FINAL ACCOUNTS REPORT FOR 2025 AND FINANCIAL BUDGET FOR 2026

The Final Accounts Report for 2025 and Financial Budget for 2026 are set out in the Annual Report for 2025 of the Company.

5. PROFIT DISTRIBUTION PLAN FOR 2025

As audited, in 2025, the Company's net profit attributable to shareholders of the listed company was RMB5,724,557,508.41. The balance of the Company's consolidated undistributed profit as of 31 December 2025 amounted to RMB40,721,868,176.60 after the addition of RMB36,547,207,403.71 of consolidated undistributed profit at the beginning of the year, the deduction of RMB1,075,424,924.61 of cash dividend in 2024 and RMB445,003,417.08 of cash dividend for the first half of 2025, and the decrease of other changes of RMB29,468,393.83.

The profit distribution plan for 2025 is as follows: the Company is proposed to pay cash dividend of RMB3.50 (tax inclusive) for every ten Shares to all Shareholders based on the total Share capital of 3,708,361,809 Shares as at 31 December 2025. The total proposed cash dividend calculated on such basis amounted to RMB1,297,926,633.15 (tax inclusive). The cash dividend of RMB445,003,417.08 has been distributed for the half year of 2025. The total cash dividend of RMB1,742,930,050.23 has been distributed for 2025, accounting for 30.45% of consolidated net profit attributable to shareholders of the listed company for the year. After distribution, the Company's balance of the consolidated undistributed profit will be RMB39,423,941,543.45. During the Reporting Period, there is no conversion of capital reserve into Share capital of the Company.

If the total Share capital of the Company changes during the period up to the record date regarding the execution of the profit distribution, the Company intends to maintain the distribution amount per Share unchanged based on the total Share capital on the record date regarding the execution of the profit distribution and the total profit distribution amount will be adjusted accordingly.

6. PROPOSAL REGARDING INTERIM DIVIDEND ARRANGEMENT FOR 2026

In order to safeguard the value of the Company and the interests of the Shareholders, actively reward its Shareholders and share its business results with investors, the Company proposes to pay interim cash dividends in 2026. The Company has formulated the interim dividend arrangement in accordance with the requirements of relevant laws, regulations and normative documents such as the Company Law of the PRC, and the Regulatory Guidelines of Listed Companies No. 3 – Cash Dividend Distribution of Listed Companies (the "**Guidelines on the Distribution of Cash Dividends**") and the Self-regulatory Guideline No. 1 for Companies Listed on the Shanghai Stock Exchange – Standardised Operation issued by the CSRC and the provisions of the Articles of Association, details of which are set out below:

(1) Conditions to interim dividend

① comply with the requirements of the Guidelines on the Distribution of Cash Dividends issued by the CSRC and other relevant rules for profit distribution of listed companies; comply with relevant requirements of the SASAC on turning over income from stated-owned assets; and in line with the strategic objectives and development path of the Company;

② the accumulative undistributed profit of the Company is positive and the Company is profitable during the period;

③ the cash flow of the Company can meet the needs for normal operation and sustainable development.

(2) Proportion of interim dividend

The Company proposes to pay dividends in the half year of 2026 in combination with the undistributed profit and results for the period, and distributes a cash dividend with the total amount not less than 10% (inclusive) of net profit attributable to shareholders of the listed company during the corresponding period and not exceeding 30% (inclusive) of net profit attributable to shareholders of the listed company during the corresponding period based on the total share capital registered on the record date for implementation of interest distribution.

(3) Procedures of interim dividend

While satisfying the above conditions to and proportion of the interim dividend, a proposal is submitted to the Shareholders' general meeting to authorize the Board to formulate the specific interim dividend plan after taking into comprehensive consideration of the Company's profitability, development stage, capital arrangement, needs for the future growth, reasonable returns to the Shareholders and other factors. The Company will complete the dividend distribution within two months after the consideration and approval of the interim dividend plan by the Board.

7. PROPOSAL REGARDING RE-APPOINTMENT OF THE ACCOUNTING FIRM

Since Deloitte Touche Tohmatsu Certified Public Accountants LLP is an international reputable accounting firm qualified for securities related business that has extensive audit experience in A Shares and H Shares and in-depth understanding in respect of domestic and international accounting standards, it is capable of satisfying the requirements of the regulatory authorities and investors in both Mainland China and Hong Kong. Upon discussion with Deloitte Touche Tohmatsu Certified Public Accountants LLP, the Company proposes to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's auditor for 2026, with the term until the conclusion of the next annual general meeting of the Company. Where there are no significant changes in the audit scope and audit workload, the audit fees for 2026 are estimated to be approximately RMB19.093 million, and it is proposed that the AGM authorize the Board of Directors to determine the final remuneration.

Such fees are determined based on the following factors:

- the scope and complexity of the audit for the consolidated financial statements of the Group, taking into consideration the Group's business scale, numerous subsidiaries and geographical coverage;
- the expected duration, resources and expertise required for the audit; and
- the market benchmark of listed companies with comparable scale and complexity to the Company.

8. PROPOSAL REGARDING EXTERNAL GUARANTEES FOR 2026

Please refer to Appendix I to this circular.

9. PROPOSAL REGARDING ADDITION OF REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

In order to further regulate the remuneration management of Directors and senior management of the Company, improve a scientific and effective incentive and restraint mechanism and promote the sustainable, healthy and high-quality development of the Company, and in accordance with the provisions of the Company Law of the PRC, the Standards on Corporate Governance of Listed Companies and other laws and regulations, and the Article of Association and based on the actual situation of the Company, the Board proposes to add the Remuneration Management System for Directors and Senior Management of Shanghai Pharmaceuticals Holding Co., Ltd.*.

For the full text of the system, please refer to Appendix II to this circular.

10. PROPOSAL REGARDING ISSUANCE OF DEBT FINANCING PRODUCTS

In order to further expand the financing channel of Shanghai Pharmaceuticals, optimize the debt structure and reasonably control the financial cost of the Company, and to provide the Company with flexible choices on financial instruments to meet its needs for funds, the Company proposes, according to related regulations, to issue various equivalent short-term debt financing products and medium-term and long-term debt financing products in the total amount of not more than RMB15 billion or equivalent, including but not limited to short-term financing bills, extra short-term financing bills, short-term corporate bonds, medium-term notes, medium to long-term corporate bonds, perpetual bonds, quasi perpetual bonds, asset-backed bills and other short-term and medium to long-term debt financing products.

(1) Issuance Plan

① ***Scale of issuance***

The Company proposes to apply for the issuance of various equivalent short-term debt financing products and medium to long-term debt financing products in the total amount of not more than RMB15 billion or equivalent, including but not limited to short-term financing bills, extra short-term financing bills, short-term corporate bonds, medium-term notes, medium to long-term corporate bonds, perpetual bonds, quasi perpetual bonds, asset-backed bills and other short-term and medium to long-term debt financing products.

② ***Time of issuance***

The Company will, according to the actual needs for funds, issue the products once or through multi-tranche offering within the term approved by or registered at the regulatory authorities for related products.

③ ***Use of proceeds***

The funds raised through the debt financing products issued by the Company will be used for replenishing working capital of the Company and its subsidiaries and repaying debts, etc.

④ ***Term of issuance***

The term of various short-term debt financing products that the Company proposes to register and issue shall not be more than 1 year (inclusive) and that of all kinds of medium to long-term debt financing products shall be determined based on the Company's needs for funds and market conditions.

⑤ ***Term of validity of the resolution***

This resolution shall be valid for 12 months from the date on which it is approved at the Shareholders' general meeting. During the aforementioned validity period, for the portion of the debt financing product quota for which the Company has submitted issuance application to relevant regulatory authorities, the validity period of this resolution shall be automatically extended to the date when the aforementioned debt financing product quota for which the issuance application has been submitted is fully issued or the expiry date of the validity of approval/registration documents for the aforementioned submitted debt financing product quota from relevant regulatory authorities, whichever is later. During the aforementioned validity period, portion of the debt financing product quota for which Company has not submitted issuance application to relevant regulatory authorities shall automatically lapse upon the expiry of the aforementioned validity period. During the aforementioned validity period, the Company may convene another Shareholders' general meeting in relation to the issuance of debt financing products to decide whether to terminate or extend the validity of this resolution.

(2) Authorizations related to the Issuance

In order to better grasp the opportunities for issuance of debt financing products and enhance the financing efficiency, it is submitted to the Shareholders' general meeting to authorize the Board of Directors, which shall then authorize its executive committee to deal with all specific issues related to the said issuance of debt financing products with full authority, including but not limited to:

① To prepare and implement the specific proposal according to the laws and regulations of the PRC, related provisions and policies of the regulatory authorities as well as the resolutions of the Shareholders' general meeting of the Company and the Board of Directors, and determine specific issues concerning the issuance and listing of debt financing products, including but not limited to negotiating with the principal underwriter and determining or adjusting the varieties to be issued, amount of each variety and whether they should be issued in tranches according to the Company's needs and market conditions, determining the arrangements of issuance amount in each tranche, timing of issuance, term and way of principal and interest repayment, way of issuance and whether there should be any put or redemption provision within the term of registration notice or regulatory approval, as well as determining and engaging the intermediaries, way of underwriting, rating arrangement, way of pricing, coupon interest rate or its determination, details of use of the raised funds, measures to ensure repayment, credit-related issues such as guarantee and the issuance and listing of debt financing products.

② To modify and adjust the issuance proposal and related documents as necessary according to advices of the regulatory authorities and/or changes in market conditions.

③ To carry out negotiations on issuance and listing of the debt financing products on behalf of the Company, enter into legal documents such as contracts and agreements related to the issuance and listing of the debt financing products and appropriate information disclosure.

④ To take all necessary actions to determine/handle all other specific issues related to the issuance and listing of debt financing products.

⑤ The above authorizations shall be valid for 12 months from the date on which the resolution is approved by the Shareholders' general meeting. During the aforementioned validity period, for the quota of the debt financing product for which Company has submitted issuance application to relevant regulatory authorities, the validity period of this resolution shall be automatically extended to the date when the aforementioned debt financing product quota for which the issuance application has been submitted is fully issued or the expiry date of the validity of approval/registration documents for the aforementioned submitted debt financing product quota from relevant regulatory authorities, whichever is later. During the aforementioned validity period, portion of the debt financing product quota for which Company has not submitted issuance application to relevant regulatory authorities shall automatically lapse upon the expiry of the aforementioned validity period. During the aforementioned validity period, the Company may convene another Shareholders' general meeting in relation to the issuance of debt financing products to decide whether to terminate or extend the validity of this resolution.

(3) Approval Procedures for the Issuance

The issuance proposal and authorization issues related to the said debt financing products should be submitted to the Shareholders' general meeting of the Company for consideration and approval and could not be implemented before being submitted to the related authorities for approval. The Company will disclose information on issuance in a timely manner according to related laws and regulations.

This proposal shall be effective upon approval by the Shareholders' general meeting as a special resolution.

11. PROPOSAL REGARDING APPLICATION FOR CENTRALIZED REGISTRATION OF DIFFERENT TYPES OF NEW DEBT FINANCING INSTRUMENTS (DFI)

In order to further expand the financing channels of the Company, optimize the debt structure of the Company, control the financial cost reasonably, and at the same time, enable the Company to select financing instruments flexibly to meet its needs for funds in a timely manner, the Company has obtained the Notice of Acceptance of Registration (Zhong Shi Xie Zhu [2024] DFI52) issued by the National Association of Financial Market Institutional Investors and was qualified to flexibly issue extra short-term financing bills, short-term financing bills, medium-term notes, perpetual bonds, asset-backed notes and directional debt financing instruments and other products in the inter-bank trading market within the validity period of the approval. Such approval is valid until 5 September 2026.

Based on the issuance trend of debt financing market and the subsisting balance and application of its debt financing instruments in recent years, the Company proposes to continue to apply to the National Association of Financial Market Institutional Investors for the centralized registration of different types of debt financing instruments (DFI) before the expiry of such approval, including extra short-term financing bills, short-term financing bills, medium-term notes, perpetual notes, asset-backed notes, green debt financing instruments, directional debt financing instruments, etc., so as to meet the demand of subsequent flexible use of the debt financing instruments and turnover of subsisting debts of the Company upon its maturity.

(1) DFI Registration Conditions

In accordance with the provisions of the Rules and Procedures for the Registration of Debt Financing Instruments of Non-Financial Enterprises for Public Issuance issued by the National Association of Financial Market Institutional Investors, the mature layer enterprise can prepare centralized registration documents for the public issuance of extra short-term financing bills, short-term financing bills, medium-term notes, perpetual notes, asset-backed notes, green debt financing instruments, directional debt financing instruments and other products, and make a unified registration. The mature layer enterprise shall meet the following conditions simultaneously.

① The production and operation shall be in line with the national macro-control policies and industrial policies, with high market recognition, remarkable position in the industry and complete corporate governance.

② The operating and financial situation is stable and healthy, and the enterprise scale, capital structure and profitability can meet the corresponding requirements.

③ The information disclosure of public issuance is mature. In the past 36 months, the cumulative public issuance of corporate credit bonds, such as debt financing instruments, shall be no less than three tranches, or the scale of public issuance was no less than RMB10 billion.

④ In the past 36 months, the enterprise had no default or delayed payment of principal or interest of corporate credit bonds, such as debt financing instruments, or other major debts default; the Controlling Shareholders and controlling subsidiaries had no default or delayed payment of principal or interest of corporate credit bonds, such as debt financing instruments.

⑤ In the past 36 months, the enterprise had no major violations of laws and regulations, had no violations of restrictions on direct debt financing stipulated by national laws or policies, and had no self-discipline punishment such as warning from the Association of Institutional Investors or above; the actual controller was not investigated by the competent authority or subject to major administrative or criminal penalties due to suspected violations of laws or regulations.

(2) Registration and Issuance Plan of the New DFI

① ***Types and quota***

The Company proposes to continue to apply to the National Association of Financial Market Institutional Investors for the centralized registration of different types of debt financing instruments (DFI) before the expiry of such approval, including extra short-term financing bills, short-term financing bills, medium-term notes, perpetual notes, asset-backed notes, green debt financing instruments, directional debt financing instruments, etc.

② ***Time of issuance and use of proceeds***

The Company will, according to the actual needs for funds, issue the products in one or more tranche within the term approved by or registered at the regulatory authorities for related products. The funds raised from the debt financing products issued by the Company will be used for the business and operation activities conducted in accordance with the national laws, regulations and policies, including but not limited to replenishing working capital, repaying interest-bearing debts, project investment, equity investment, merger & acquisition and reorganization, etc.

③ ***Term of issuance***

The specific term of issuance will be determined based on the Company's needs for funds and market conditions.

④ ***Term of validity of the resolution***

This resolution shall be valid for 12 months from the date on which it is considered and approved at the Shareholders' general meeting (if during the aforesaid validity period, for the portion of the non-financial enterprise's debt financing instruments quota for which the Company has submitted issuance application to relevant regulatory authorities, the validity period of this resolution shall be automatically extended to the date when the afore-mentioned non-financial enterprise's debt financing instruments quota for which the issuance application has been submitted is fully issued), or the date on which the Shareholders' general meeting makes a new resolution, whichever is earlier.

(3) Authorizations Related to the Issuance

In order to better seize the opportunities for issuance of debt financing products and enhance the financing efficiency, it is proposed to the Board that the Shareholders' general meeting is now requested to authorize the executive committee of the Board to deal with all specific issues related to the said issuance of debt financing products with full authority, including but not limited to:

① To prepare and implement the specific proposal according to the laws and regulations of the PRC, related provisions and policies of the regulatory authorities as well as the resolutions of the Shareholders' general meeting and the Company's Board of Directors, and determine specific issues concerning the issuance and listing of debt financing products, including but not limited to negotiating with the principal underwriter and determining or adjusting the varieties to be issued, amount of each variety and whether they should be issued in tranches according to the Company's needs and market conditions, determining the arrangements of issuance amount in each tranche, timing of issuance, term and way of principal and interest repayment, way of issuance and whether there should be any put or redemption provision within the term of registration notice or regulatory approval, as well as determining, adding and adjusting the leading underwriting syndicate and engaging the intermediaries, way of underwriting, way of pricing, coupon interest rate or its determination, details of use of the raised funds, measures to ensure repayment, credit-related issues such as guarantee and the issuance and listing of debt financing products.

② To modify and adjust the issuance proposal and related documents as necessary according to advices of the regulatory authorities and/or changes in market conditions.

③ To carry out negotiations on issuance and listing of the debt financing products on behalf of the Company, enter into legal documents such as contracts and agreements related to the issuance and listing of the debt financing products and appropriate information disclosure.

④ To take all necessary actions to determine/handle all other specific issues related to the issuance and listing.

⑤ The afore-mentioned authorization issues shall be valid for 12 months from the date on which it is considered and approved at the Shareholders' general meeting (if during the aforesaid validity period, for the portion of the non-financial enterprise's debt financing instruments quota for which the Company has submitted issuance application to relevant regulatory authorities, the validity period of this resolution shall be automatically extended to the date when the afore-mentioned non-financial enterprise's debt financing instruments quota for which the issuance application has been submitted is fully issued), or the date on which the Shareholders' general meeting makes a new resolution, whichever is earlier.

(4) Approval Procedures for the Issuance

After being submitting to the Board of the Company for consideration, this proposal shall also be subject to the Shareholders' general meeting of the Company for approval as a special resolution and could not be implemented before being submitted to the related competent authorities for approval. The Company will disclose information on issuance in a timely manner according to related laws and regulations.

This proposal shall be effective upon approval by the Shareholders' general meeting as a special resolution.

12. PROPOSAL REGARDING THE GENERAL MANDATE OF THE COMPANY

To facilitate further capitalization of the Company in the future, the following motions are proposed for consideration and approval by the Shareholders' general meeting:

Subject to the terms and conditions set out in the following provisions ① ② ③, and in compliance with the regulations stipulated in the Hong Kong Listing Rules and the Articles of Association, it is proposed that the Shareholders' general meeting shall grant an unconditional general mandate to the Board to allot, issue and/or deal with A Shares and/or H Shares separately or concurrently, and to enter into the relevant agreements, make offers for Shares, or grant options or conversion rights to purchase or convert Shares (including convertible corporate bonds):

① The mandate is valid for the period from the date of passing of this resolution at the Shareholders' general meeting to approve the grant of such mandate until whichever is the earliest of:

a. the conclusion of the next annual general meeting of the Company following the passing of this resolution at the Shareholders' general meeting; or

b. the expiration of the 12-month period following the passing of this resolution at the Shareholders' general meeting; or

c. the date on which the mandate granted to the Board is revoked or varied by a resolution of the Shareholders of the Company at any Shareholders' general meeting.

Should the Board, during the validity period of the mandate, enter into agreements, make offers for Shares, or grant options or conversion rights to purchase or convert Shares which might require to be carried out or exercised upon or after the end of the validity period, the validity period of the mandate will be extended accordingly;

② The total par value of the A Shares and/or H Shares which the Board proposes to allot, issue and/or deal with, or conditionally or unconditionally agrees to allot, issue and/or deal with (by exercising its rights to purchase or otherwise) should not exceed 20% of the respective total par value of the A Shares and/or H Shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution at the Shareholders' general meeting (excluding Shares otherwise issued under rights issue or any share option schemes or similar arrangements);

③ The Board shall exercise the mandate pursuant to the Company Law of the PRC, the Hong Kong Listing Rules or all applicable laws, regulations and requirements of any other government or regulatory authorities and with the approval by the CSRC and/or other relevant governmental authorities in the PRC. According to the relevant laws and regulations in the PRC, even if a general mandate is granted to the Board, an issue of new A Shares by the Company is still subject to approval by the Shareholders' general meeting.

With respect to an issue of Shares pursuant to the general mandate set out in this resolution, a proposal is made to the Shareholders' general meeting to authorise the Board to increase the Company's registered capital corresponding to the number of Shares issued under the general mandate, to make amendments to the Articles of Association where applicable and necessary in response to the increase of the Company's registered capital, and to take any other necessary actions and complete any other necessary procedures.

This proposal shall be effective upon approval by the Shareholders' general meeting as a special resolution.

13. PROPOSAL REGARDING ELECTION OF NON-INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD

Reference is made to the announcement of the Company dated 28 May 2026 in relation to the proposed re-election and election of Directors. The Board has nominated Mr. YANG Qiuhua, Mr. SHEN Bo, Mr. LI Yongzhong and Mr. DONG Ming as candidates for executive Directors of the ninth session of the Board of the Company and nominated Mr. ZHANG Wenxue as a candidate for non-executive Director of the ninth session of the Board of the Company, with a term of three years commencing from the date of consideration and approval at the Shareholders' general meeting.

The proposal regarding election of non-independent Directors of the ninth session of the Board will be submitted at the Shareholders' general meeting as an ordinary resolution for consideration and voting by means of cumulative voting.

The biographies of Mr. YANG Qiuhua, Mr. ZHANG Wenxue, Mr. SHEN Bo, Mr. LI Yongzhong and Mr. DONG Ming are set out in the Company's 2025 Annual Report. As at the date of this circular, there has been no significant change to these biographies.

As at the date of this circular and to the best knowledge of the Board, save as disclosed above, (1) the above candidates do not hold any directorships in any other listed public companies in the past three years; (2) the above candidates do not have any other relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company (as defined in the Hong Kong Listing Rules); (3) except for Mr. SHEN Bo who holds 71,700 A Shares of the Company, other candidates do not hold any equity interest in the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

If the above candidates are elected as Directors, their terms of office will expire on the same date when the term of the ninth session of the Board ends. They will not receive any Directors' remuneration or allowances from the Company for performing their duties as Directors during their terms of office.

Save as disclosed above, there are no other matters concerning the election of the above candidates as executive Directors and the non-executive Directors 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 Hong Kong Listing Rules.

14. PROPOSAL REGARDING ELECTION OF INDEPENDENT DIRECTORS OF THE NINTH SESSION OF THE BOARD

Reference is made to the announcement of the Company dated 28 May 2026 in relation to the proposed re-election and election of Directors. The Board has nominated Mr. WANG Zhong, Ms. MAN Kwan, Mr. XUE Yunkui and Mr. WANG Qian as candidates for Independent Non-executive Directors of the ninth session of the Board of the Company, with a term of three years commencing from the date of consideration and approval at the Shareholders' general meeting.

The proposal regarding election of Independent Non-executive Directors of the ninth session of the Board will be submitted at the Shareholders' general meeting as an ordinary resolution for consideration and voting by means of cumulative voting.

The biographies of Mr. WANG Zhong and Ms. MAN Kwan are set out in the Company's 2025 Annual Report. As at the date of this circular, there has been no significant change to such biographies. The biographies of Mr. XUE Yunkui and Mr. WANG Qian are as follows:

XUE Yunkui, male, born in February 1964. He graduated from Southwest University with a doctoral degree, and obtained a post-doctoral degree in accounting from Shanghai University of Finance and Economics and is a professor of Shanghai University of Finance and Economics. He is a certified public accountant of the PRC. He currently serves as the professor in accounting of the Cheung Kong Graduate School of Business, the independent director of Bank of Shanghai Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601229) and the independent director of Ouyeel Co., Ltd. He has served as the associate dean and doctoral tutor of the School of Accountancy of the Shanghai University of Finance and Economics, the associate dean of the Shanghai National Accounting Institute, the associate dean of the Cheung Kong Graduate School of Business, the secretary-general of the Chinese Accounting Professors Association and the vice chairman of the Teaching Steering Committee of the National Accounting Institute of the Ministry of Finance. He has served as the independent director in a number of companies, including Midea Group Co., Ltd., Zhuhai Wanda Commercial Management Group Co., Ltd., Shanghai Shentong Metro Co., Ltd., Chongqing Taiji Industry (Group) Co., Ltd., Shanghai Baosight Software Co., Ltd., Qinchuan Development Co., Ltd., Aeon Life Insurance Company Ltd., Wanda Hotel Development Company Limited, Shanghai 3F Co., Ltd., Shanghai PGIM Fund Management Co., Ltd., Zhongrong Fund Management Co., Ltd., and Hinova Pharmaceuticals Inc. He has profound academic expertise in the areas of formulation of Chinese accounting standards, accounting informatization, business analysis, and corporate valuation, and has published numerous research achievements.

WANG Qian, male, born in May 1975, obtained a master's degree in Laws from University of Toronto in Canada and a doctorate degree in Laws from Peking University. He currently serves as the vice chairman of the Academic Committee of East China University of Political Science and Law, and is a level two professor and a doctoral supervisor of School of Law of East China University of Political Science and Law. He was selected as one of the Leading Talents in Philosophy and Social Sciences (哲學社會科學領軍人才) in the National "Ten Thousand People's Plan" (萬人計劃), and was selected in the National Ten Million Talents Project (國家百千萬人才工程) and awarded the title of "Young and Middle-aged Expert with Outstanding Contributions" (有突出貢獻中青年專家). He was selected into the "New Century Excellent Talents Support Program" (新世紀優秀人才支持計劃) by the Ministry of Education. He was also awarded the title of the ninth session of the Excellent Young Law Experts in the PRC (第九屆全國傑出青年法學家) and the Cultural Masters and the "Four First-Batch Talents" (文化名家暨「四個一批」人才) by the Publicity Department. He is entitled to special allowance from the State Council. He was also awarded the title of "Most Influential Figures in Intellectual Property Protection in China", the "Leading Talents in Intellectual Property in China", the "Outstanding Achiever in China' Copyright Industry" (中國版權事業卓越成就者), the "National Prominent Teacher" and "Shanghai Advanced Worker". He was awarded Shanghai May 1st Labour Medal. Mr. WANG concurrently serves as the vice chairman of Copyright Society of China, the standing director of the Intellectual Property Law Research Association of the China Law Society, the standing director of China Intellectual Property Society, etc. He previously served as an independent director of Zhejiang Century Huatong Group Co., Ltd. He has been committed to the research on the intellectual property law, with profound expertise in the areas of the copyright law, the internet copyright, protection of technological measures and the internet intellectual property law.

As at the date of this circular and to the best knowledge of the Board, save as disclosed above, (1) the above candidates do not hold any directorships in any other listed public companies in the past three years; (2) the above candidates do not have any other relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company (as defined in the Hong Kong Listing Rules); (3) the above candidates do not hold any equity interest in the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

If the above candidates are elected as the Independent Non-executive Directors, their term of office will expire on the same date when the term of ninth session of the Board ends. The Board proposes to determine the allowance for Independent Directors of the Company as RMB300,000 (tax inclusive) per year. Their remuneration received during their term of office shall be determined by the Shareholder's general meeting.

Save as disclosed above, there are no other matters concerning the election of the above candidates as independent non-executive Directors 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 Hong Kong Listing Rules.

Each of the candidates for independent non-executive Directors has confirmed that, as at the date of this circular, (i) he/she meets the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) he/she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment.

The Board is of the view that the candidates for Independent Non-executive Directors meet the independence requirements set out in Rule 3.13 of the Hong Kong Listing Rules. In accordance with the Company's board diversity policy, the nomination committee of the Board has reviewed and evaluated the background, expertise, and experience of each of the candidates for the position of an Independent Non-executive Director, taking into account various diversity factors such as age, cultural and educational background, skills, professional experience and knowledge. The nomination committee of the Board believes that each of the candidates of Independent Non-executive Directors possesses the fundamental knowledge required for the operation of a Hong Kong listed company, as well as solid financial, managerial, medical, law or other professional experience required for the perfomance of the duties of Independent Non-executive Director, and will bring valuable experience, knowledge and diverse opinions and perspectives to the Board. Therefore, the Board recommends their election as Independent Non-executive Directors at the AGM after taking into account of the advice from the nomination committee of the Board.

15. PROXY

The proxy form and reply slip for the Annual General Meeting are enclosed with this circular.

If you intend to appoint a proxy to attend the AGM or any adjourned meetings thereof, you are required to complete and return the relevant proxy form in accordance with the instructions printed thereon. For holders of H Shares, the relevant proxy form should be returned to the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, in any event served by hand or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meetings thereof. Completion and return of the relevant proxy form will not preclude you from attending and voting at the AGM or at any adjourned meetings thereof in person if you so wish.

16. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will demand a vote by poll in relation to all the proposed resolutions at the AGM in accordance with the requirements of Article 104 of the Articles of Association.

17. RECOMMENDATION FROM THE BOARD OF DIRECTORS

The Board of Directors (including the Independent Non-executive Directors) considers that all resolutions to be proposed at the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors recommends that you vote in favor of all the resolutions to be proposed at the AGM.

18. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd.*
YANG Qiuhua
Chairman

Shanghai, the PRC, 4 June 2026

PROPOSAL REGARDING EXTERNAL GUARANTEES FOR 2026

In order to accommodate its needs of the business development and reduce financing costs, Shanghai Pharmaceuticals has negotiated with related parties according to applicable laws and regulations, and proposes to provide external guarantees in 2026 as follows on the premise of standard operation and controllable risks:

I. SUMMARY OF GUARANTEE PROFILE

In order to accommodate the needs of the business development and meet the security and financing requirements of the Company and its subsidiaries, the external guarantee for 2026 to be provided by Shanghai Pharmaceuticals and its subsidiaries amounted to RMB12,825.7440 million (including RMB12,290.72 million, US$30 million and NZ$80 million, based on the average price as published by the People's Bank of China (PBOC) on 31 December 2025), including: (I) the external guarantee to be provided by Shanghai Pharmaceuticals headquarter in 2026 amounted to US$30 million; (II) the external guarantee to be provided by the controlled subsidiaries of Shanghai Pharmaceuticals in 2026 amounted to RMB4,290.72 million and NZ$80 million; (III) the guarantee to be provided by Shanghai Pharmaceuticals headquarter and its controlled subsidiaries to expected new members added to consolidated statements in 2026 amounted to RMB3,000 million; (IV) the guarantee to be provided by Shanghai Pharmaceuticals headquarter and its controlled subsidiaries to the international business expansion with newly planned financing guarantees in 2026 is equivalent to RMB3,000 million; and (V) the guarantee to be provided by Shanghai Pharmaceuticals headquarter and its controlled subsidiaries to expected bill pool in 2026 amounted to RMB2,000 million. Details are as follows:

(I) External guarantee to be provided by Shanghai Pharmaceuticals headquarter in 2026 amounted to US$30 million.

Details of the above guarantee of 1 party are as follows:

Unit: RMB0'000

	Guarantor	Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
Unit with asset-liability ratio above 70%						
1	Shanghai Pharmaceuticals Holding Co., Ltd.	China International Pharmaceutical (Holding) Corporation Limited	Yes	91.51%	US$3,000	Provision of guarantee according to percentage of shareholding

(II) External guarantee to be provided by controlled subsidiaries of Shanghai Pharmaceuticals in 2026 amounted to RMB4,290.72 million and NZ$80 million.

Details of the above guarantee of the 46 parties are as follows:

Unit: RMB0'000

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
Units with asset-liability ratio above 70%						
1	Shanghai Pharmaceutical Co., Ltd.	Jiangxi Nanhua (Shanghai Pharma) Medicines Co., Ltd.	Yes	75.88%	10,000.00	With counter guarantee and charge on equity of other shareholders
2	Shanghai Pharmaceutical Co., Ltd.	Shanghai Huashi Pharmaceutical Storage & Transportation Co., Ltd.	No	89.95%	6,048.00	Provision of guarantee according to percentage of shareholding
3	Shanghai Pharmaceutical Co., Ltd.	SPH Hangzhou Kailun Pharmaceutical Co., Ltd.	Yes	84.63%	6,000.00	Provision of guarantee according to percentage of shareholding
4	Shanghai Pharmaceutical Co., Ltd.	SPH Cardinal (Chongqing) Pharma Co., Ltd.	Yes	80.37%	3,500.00	Provision of guarantee according to percentage of shareholding
5	Shanghai Pharmaceutical Co., Ltd.	SPH Holding (Anhui) Biologicals Co., Ltd.	Yes	73.90%	11,000.00	With counter guarantee and charge on equity of other shareholders

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
6	Shanghai Pharmaceutical Co., Ltd.	SPH Anhui Pharmaceutical Co., Ltd.	Yes	86.09%	16,974.00	With counter guarantee and charge on equity of other shareholders
7	Shanghai Pharmaceutical Co., Ltd.	Shanghai Pharmaceutical Anqing Co., Ltd.	Yes	81.10%	20,000.00	With counter guarantee and charge on equity of other shareholders
8	Shanghai Pharmaceutical Co., Ltd.	SPH Shandong Pharmaceutical Co., Ltd.	Yes	91.12%	3,000.00	With counter guarantee and charge on equity of other shareholders
9	Shanghai Pharmaceutical Co., Ltd.	SPH Wenzhou Pharmaceutical Co., Ltd.	Yes	87.03%	3,000.00	With counter guarantee and charge on equity of other shareholders
10	Shanghai Pharmaceutical Co., Ltd.	Shanghai Pharmaceutical Yunnan Co., Ltd.	Yes	98.96%	35,000.00	With counter guarantee and charge on equity of other shareholders
11	SPH Runddy Jiangsu Pharmaceutical Co., Ltd.	SPH Taizhou Pharmaceutical Co., Ltd.	Yes	90.99%	10,000.00	Provision of guarantee according to percentage of shareholding
12	Shanghai Pharmaceutical Yunnan Co., Ltd.	SPH Qujing Pharmaceutical Co., Ltd.	Yes	76.30%	2,000.00	With counter guarantee and charge on equity of other shareholders

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
13	Shanghai Pharmaceutical Yunnan Co., Ltd.	SPH Lincang Pharmaceutical Co., Ltd.	Yes	84.47%	1,500.00	With counter guarantee and charge on equity of other shareholders
14	Shanghai Pharmaceutical Yunnan Co., Ltd.	SPH Xishuangbanna Pharmaceutical Co., Ltd.	Yes	95.60%	3,000.00	Provision of guarantee according to percentage of shareholding
15	Shanghai Pharmaceutical Yunnan Co., Ltd.	SPH Yunnan Medical Instruments Co., Ltd.	Yes	85.88%	11,000.00	With counter guarantee and charge on equity of other shareholders
16	SPH Guizhou Pharmaceutical Co., Ltd.	SPH Bijie Pharmaceutical Co., Ltd.	Yes	71.83%	1,000.00	With counter guarantee and charge on equity of other shareholders
17	SPH Guizhou Pharmaceutical Co., Ltd.	SPH Qiannan Pharmaceutical Co., Ltd.	Yes	78.34%	2,000.00	With counter guarantee and charge on equity of other shareholders

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
18	SPH Keyuan Xinhai Pharmaceutical Co., Ltd. or Keyuan Xinhai (Beijing) Medical Products Trade Co., Ltd.	Honour Drug House Joint (H.K.) Limited	Yes	73.97%	5,000.00	Both are wholly-owned subsidiaries of Shanghai Pharmaceuticals
	SPH Health Science Co., Ltd.	Honour Drug House Joint (H.K.) Limited	Yes	73.97%	1,000.00	Both are wholly-owned subsidiaries of Shanghai Pharmaceuticals
	Keyuan Xinhai (Beijing) International Supply Chain Management Co., Ltd.	Honour Drug House Joint (H.K.) Limited	Yes	73.97%	1,000.00	Both are wholly-owned subsidiaries of Shanghai Pharmaceuticals
19	SPH Keyuan Xinhai Pharmaceutical Co., Ltd.	Keyuan Xinhai (Beijing) Medical Products Trade Co., Ltd.	Yes	74.66%	130,000.00	Provision of guarantee according to percentage of shareholding
	Keyuan Xinhai (Beijing) International Supply Chain Management Co., Ltd.	Keyuan Xinhai (Beijing) Medical Products Trade Co., Ltd.	Yes	74.66%	1,000.00	Both are wholly-owned subsidiaries of Shanghai Pharmaceuticals
20	SPH Keyuan Xinhai Pharmaceutical Co., Ltd.	SPH Keyuan Xinhai Heilongjiang Pharmaceutical Co., Ltd.	Yes	90.78%	6,000.00	With counter guarantee and charge on equity of other shareholders

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
21	SPH Keyuan Xinhai Pharmaceutical Co., Ltd.	SPH Inner Mongolia Pharmaceutical Co., Ltd.	Yes	89.35%	10,000.00	Provision of guarantee according to percentage of shareholding
22	SPH Keyuan Xinhai Pharmaceutical Co., Ltd.	SPH Tongliao Pharmaceutical Co., Ltd.	Yes	80.48%	5,000.00	Provision of guarantee according to percentage of shareholding
23	SPH Keyuan Xinhai Heilongjiang Pharmaceutical Co., Ltd.	SPH Keyuan Xinhai (Suihua) Pharmaceutical Co., Ltd.	Yes	72.06%	1,600.00	Provision of guarantee according to percentage of shareholding
24	Liaoning Medical Foreign Trading Co., Ltd.	SPH (Liaoning) Medical Device Co., Ltd.	Yes	90.07%	10,000.00	Provision of guarantee according to percentage of shareholding
25	Liaoning Medical Foreign Trading Co., Ltd.	SPH (Yingkou) Pharma Co., Ltd.	Yes	88.95%	4,000.00	With counter guarantee and charge on equity of other shareholders
26	Liaoning Medical Foreign Trading Co., Ltd.	SPH Dalian Pharmaceutical Co., Ltd.	Yes	92.15%	10,000.00	Provision of guarantee according to percentage of shareholding
27	Liaoning Medical Foreign Trading Co., Ltd.	SPH (Jinzhou) Pharmaceutical Co., Ltd.	Yes	93.92%	5,000.00	With counter guarantee and charge on equity of other shareholders

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
28	Liaoning Medical Foreign Trading Co., Ltd.	SPH Tongshan (Shenyang) Pharmacy Chain Co., Ltd.	Yes	79.55%	5,000.00	Provision of guarantee according to percentage of shareholding
29	Keyuan Xinhai (Beijing) Medical Products Trade Co., Ltd.	Keyuan Xinhai (Beijing) International Supply Chain Management Co., Ltd.	Yes	81.94%	4,000.00	Provision of guarantee according to percentage of shareholding
30	Keyuan Xinhai (Beijing) Medical Products Trade Co., Ltd.	SPH Health Science Co., Ltd.	Yes	87.30%	12,000.00	Both are wholly-owned subsidiaries of Shanghai Pharmaceuticals
31	SPH Cardinal (Chongqing) Pharma Co., Ltd.	SPH Chongqing Medical Instruments Co., Ltd.	Yes	80.16%	1,500.00	Provision of guarantee according to percentage of shareholding
32	SPH Cardinal (Beijing) Pharma Co., Ltd.	SPH Cardinal (Beijing) Medical Instruments Co., Ltd.	Yes	87.28%	10,000.00	With counter guarantee and charge on equity of other shareholders
33	Shanghai Traditional Chinese Medicine Co., Ltd.	SPH (Ningxia) Chinese Medicine Co., Ltd.	Yes	88.83%	2,000.00	Provision of guarantee according to percentage of shareholding
34	Chongqing SPH Huiyuan Pharmacy Co., Ltd.	Chongqing SPH Huiyuan Qinglong Pharmacy Co., Ltd.	Yes	87.88%	5,000.00	Provision of guarantee according to percentage of shareholding

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
35	Zeus Two Holding Company Limited, Zeus One Holding Company Pty Limited or Vitaco Health Australia Pty Limited	Vitaco Health (NZ) Limited	Yes	78.37%	NZ$8,000	Both are wholly-owned subsidiaries controlled by Zeus Investment Limited Company
Units with asset-liability ratio below 70%						
1	Shanghai Pharmaceutical Co., Ltd.	SPH Guizhou Pharmaceutical Co., Ltd.	Yes	67.54%	3,450.00	Provision of guarantee according to percentage of shareholding
2	Shanghai Pharmaceutical Co., Ltd.	SPH Zunyi Pharmaceutical Co., Ltd.	Yes	68.32%	12,000.00	With counter guarantee and charge on equity of other shareholders
3	Shanghai Pharmaceutical Yunnan Co., Ltd.	SPH Chuxiong Pharmaceutical Co., Ltd.	Yes	42.88%	1,500.00	With counter guarantee and charge on equity of other shareholders
4	SPH Guizhou Pharmaceutical Co., Ltd.	SPH Liupanshui Pharmaceutical Co., Ltd.	Yes	68.76%	1,000.00	With counter guarantee and charge on equity of other shareholders
5	SPH Guizhou Pharmaceutical Co., Ltd.	SPH Anshun Pharmaceutical Co., Ltd.	Yes	62.86%	2,000.00	With counter guarantee and charge on equity of other shareholders

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of the guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
6	SPH Guizhou Pharmaceutical Co., Ltd.	SPH Qiandongnan Pharmaceutical Co., Ltd.	Yes	57.27%	4,000.00	With counter guarantee and charge on equity of other shareholders
7	Shanghai Pharma (Zhejiang) Co., Ltd.	SPH (Hangzhou) Medical Instruments Co., Ltd.	Yes	63.77%	5,000.00	With counter guarantee and charge on equity of other shareholders
8	Shanghai Pharma (Hunan) Co., Ltd.	Shanghai Pharma (Yongzhou) Co., Ltd.	Yes	1.52%	10,000.00	With counter guarantee and charge on equity of other shareholders
9	Liaoning Medical Foreign Trading Co., Ltd.	SPH (Liaoning) Pharmaceutical Logistics Co., Ltd.	Yes	27.51%	4,000.00	Provision of guarantee according to percentage of shareholding
10	Keyuan Xinhai (Beijing) Medical Products Trade Co., Ltd.	Beijing Keyuan Xinhai Pharmaceutical Operation Co., Ltd.	Yes	42.48%	10,000.00	Both are wholly-owned subsidiaries of Shanghai Pharmaceuticals
11	Chongqing SPH Huiyuan Pharmacy Co., Ltd.	Chongqing Tianbao Pharmaceutical Co., Ltd.	Yes	67.28%	2,000.00	Provision of guarantee according to percentage of shareholding

In respect of the above (I) and (II):

1. The external guarantee provided by Shanghai Pharmaceuticals and its controlled subsidiaries amounted to approximately RMB4,825.7440 million (including RMB4,290.72 million, US$30 million and NZ$80 million, based on the middle price

as published by the PBOC on 31 December 2025) for 2026, among which, the total amount of guarantees among members in the consolidated statements of the Company was RMB4,765.2640 million, accounting for 98.75% of the total amount of guarantees; the total amount of guarantees provided by the Company's controlled subsidiaries to enterprises outside the scope of the consolidated statements of the Company (including one associate) was RMB60.48 million, accounting for 1.25% of the total amount of guarantees.

2. As of the disclosure date of the announcement dated 31 March 2026, the actual balance of external guarantee provided by Shanghai Pharmaceuticals and its controlled subsidiaries amounted to RMB3,225.4558 million, all of which were guarantees among members in the consolidated statements of the Company. The balance of guarantees provided to units with asset-liability ratio above 70% amounted to RMB2,981.9918 million, and the balance of guarantees provided to units with asset-liability ratio below 70% amounted to RMB243.4640 million.

3. The percentage of the guarantee amount accounted for 6.36% of the latest net assets of the listed company. The guarantee amount for units with asset-liability ratio above 70% accounted for 5.63% of the latest net assets of the listed company, and the guarantee amount for units with asset-liability ratio below 70% accounted for 0.73% of the latest net assets of the listed company.

4. Expected validity period of the guarantee: from the date of consideration and approval at the relevant Shareholders' general meeting of 2026 until the date when the guarantee plan for 2027 is considered and approved at the Shareholders' general meeting. The specific guarantee period shall be subject to the specific agreement.

5. Whether related guarantees are provided: no.

(III) The guarantee to be provided by Shanghai Pharmaceuticals headquarter and its controlled subsidiaries to expected new members added to consolidated statements in 2026 amounted to RMB3,000 million.

In view of new projects and mergers and acquisitions to be possibly proceeded by Shanghai Pharmaceuticals and its controlled subsidiaries in 2026 and with reference to the business volume to be possibly generated, Shanghai Pharmaceuticals and its controlled subsidiaries shall provide those newly-founded and acquired business in 2026 with planned guarantees up to RMB3,000 million, so as to ensure its business development.

(IV) The amount of guarantee to be provided by the Shanghai Pharmaceuticals headquarter and its controlled subsidiaries to the international business expansion of controlled subsidiaries with newly planned financing guarantees in 2026 is equivalent to RMB3,000 million. During the year, based on the actual demand of international business expansion, the Company can establish new controlled subsidiaries to provide guarantees, or use the planned guarantee amount among new controlled subsidiaries and the following controlled subsidiaries under the premise of not exceeding the total amount. The specific details are as follows:

Unit: RMB0'000

Guarantor		Guaranteed party	Whether the guaranteed party are enterprises within the scope of consolidated statements of the Company	The latest asset-liability ratio of guaranteed party	Estimated amount of guarantee for 2026	Whether provision of guarantee according to percentage of shareholding or with counter guarantee
Units with asset-liability ratio below 70%						
1	Shanghai Pharmaceuticals Holding Co., Ltd.	SIIC Medical Science and Technology (Group) Limited	Yes	32.79%	100,000.00	Provision of guarantee according to percentage of shareholding
2	Shanghai Pharmaceuticals Holding Co., Ltd.	Shanghai Pharmaceuticals (HK) Investment Limited	Yes	8.03%	200,000.00	Provision of guarantee according to percentage of shareholding

(V) The guarantee to be provided by Shanghai Pharmaceuticals headquarter and its controlled subsidiaries to expected bill pool in 2026 amounted to RMB2,000 million.

Given that Shanghai Pharmaceuticals headquarter and its controlled subsidiaries are expected to commence group bill pool operation in 2026, Shanghai Pharmaceuticals headquarter and its controlled subsidiaries proposed to provide no more than RMB2,000 million guarantees for the bill pool in 2026. The amount shall be shared among Shanghai Pharmaceuticals headquarter and its controlled subsidiaries.

As of the disclosure date of the announcement dated 31 March 2026, the actual balance of external guarantee under the bill poll of the Company and its controlled subsidiaries amounted to RMB237.2106 million.

II. BRIEF DESCRIPTION OF GUARANTEED PARTIES

The guarantees proposal has involved 49 units as guaranteed parties in total.

III. THE ACCUMULATED AMOUNT OF EXTERNAL GUARANTEES AND THE AMOUNT OF OVERDUE GUARANTEES

As of the disclosure date of the announcement dated 31 March 2026, the total amount of the external guarantees provided by the Company and its controlled subsidiaries was RMB16,484.2320 million, representing 21.72% of the Company's audited net assets attributable to the shareholders of the listed company as at 31 December 2025, the total amount of guarantee to the controlled subsidiaries provided by the Company was RMB215.6520 million, representing 0.28% of the Company's audited net assets attributable to the shareholders of the listed company as at 31 December 2025.

As of the disclosure date of the announcement dated 31 March 2026, the actual balance of the external guarantees provided by the Company and its controlled subsidiaries was RMB3,462.6664 million, representing 4.56% of the Company's audited net assets attributable to the shareholders of the listed company as at 31 December 2025.

As of the disclosure date of the announcement dated 31 March 2026, the Company and its controlled subsidiaries had no overdue guarantee matter.

The above resolution will be presented to the Shareholders' general meeting and will be valid from the date of the approval at the Annual General Meeting up to the date of the next annual general meeting.

Meanwhile, in order to facilitate operation, it is submitted to the Shareholders' general meeting to authorize the Board of the Directors, which shall then authorize the management of the Company, to implement, in accordance with the guarantee management system of the Company, the specific guarantee proposals within the aforementioned guarantee amount.

REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT OF SHANGHAI PHARMACEUTICALS HOLDING CO., LTD.

Chapter 1 General Provisions

Article 1 In order to regulate the remuneration management for directors and senior management of Shanghai Pharmaceuticals Holding Co., Ltd. (hereinafter referred to as the "Company"), establish a scientific and effective incentive and restraint mechanism, and promote sustainable, healthy and high-quality development of the Company, the System is hereby formulated in accordance with relevant laws, regulations, rules and the articles of association of Shanghai Pharmaceuticals Holding Co., Ltd. (hereinafter referred to as the "Articles of Association") and in consideration of the actual situation of the Company.

Article 2 The System shall apply to directors and senior management of the Company.

Article 3 The remuneration management for directors and senior management shall adhere to the following principles:

(i) the principle of fairness: The remuneration level shall align with the Company's business scale, profitability and job responsibilities, while also taking into account the regional economic development status and remuneration levels of the industry;

(ii) the principle of integrating responsibility, authority and interest: The remuneration level shall be precisely matched with the job value, the responsibilities and obligations assumed and the management authority enjoyed, so as to achieve the coordination and integration of responsibility, authority and interest.

(iii) the principle of long-term development: The remuneration level shall align with the Company's medium and long-term development goals, guiding directors and senior management to focus on the Company's sustainable development.

(iv) the principle of attaching equal importance to incentives and restraints: The remuneration payment shall be strictly linked to the performance results, establishing a linkage mechanism that "incentives facilitate enhancement, and constraints prevent risks".

Article 4 The Company shall establish a mechanism for determining the total remuneration based on the market-oriented principle and in combination with its own operating conditions, strategic objectives and human resources strategies, and advance the tilt of remuneration distribution towards key positions, frontline production roles, and high-level and highly skilled talent in short supply.

Chapter 2 Remuneration Management Authority and Consideration Procedure

Article 5 The remuneration and assessment committee of the Board of the Company shall formulate the remuneration plan for directors and senior management, clearly specify the basis for determining remuneration and its specific components, and be responsible for performance assessment and supervision.

Article 6 The Company's shareholders' general meeting is responsible for considering and approving the remuneration plan for directors, while the Board is responsible for considering and approving the remuneration plan for senior management. When the Board or the remuneration and assessment committee of the Board discusses an individual director's remuneration or conducts the performance assessment on such director, such director shall abstain from voting.

Article 7 The relevant departments of the Company including the human resources department and the office of the Board, shall assist the remuneration and assessment committee of the Board in formulating the remuneration plan for directors and senior management, and shall also assist the committee in implementing performance assessment and supervision on directors and senior management.

Chapter 3 Remuneration Structure, Standards and Payment

Article 8 Remuneration for directors

(i) Independent directors: Independent directors of the Company shall receive fixed allowances, and shall not be subject to the provisions of the System. The specific standards and plan shall be implemented after separate consideration and approval by the shareholders' general meeting.

(ii) Non-independent directors: For those who hold other positions in the Company, they shall be subject to remuneration management based on the positions they hold; for those who do not hold any other position in the Company, they shall, in principle, not receive remuneration. Upon approval by the Company's shareholders' general meeting, the Company may provide allowances to non-independent directors.

Article 9 Remuneration for senior management

(i) The remuneration of senior management shall primarily consist of annual remuneration and medium and long-term incentive income. The annual remuneration shall include two components: annual basic remuneration and annual performance-based remuneration. In principle, the proportion of annual performance-based remuneration shall not be less than 50% of the total sum of annual basic remuneration and annual performance-based remuneration.

(ii) The main basis for determining the annual remuneration standards include: the division of responsibility, market remuneration levels, internal remuneration levels, the Company's annual operating budget and the degree of difficulty in achieving management objectives.

(iii) Medium and long-term incentives generally include tenure incentives, equity incentives of listed companies and others. Among which, tenure incentives shall be determined based on the benchmarking results of the Company's performance and remuneration during the term of office and in combination with the comprehensive assessment and evaluation results of the Company's leadership team and leaders during their terms, and shall be implemented in accordance with the Company's implementation plan for comprehensive assessment and evaluation and incentive constraints during the term of office.

Article 10 In accordance with regulatory requirements and in light of its own actual circumstances, the Company shall establish a deferred payment mechanism for annual performance-based remuneration. A certain proportion of the performance-based remuneration shall be paid after the disclosure of the annual report and the completion of performance evaluation. The specific deferral ratio and period shall be specified in the annual remuneration plan.

Article 11 The remuneration of directors and senior management refers to pre-tax income, and the Company shall withhold and pay individual income tax in accordance with relevant provisions.

Article 12 If directors and senior management leave the office due to expiration of their terms of office, re-election and other non-personal reasons, their performance-based remuneration for the year shall be calculated and paid based on their actual terms of office. If they leave the office due to resignation during their terms of office and other personal reasons, their performance-based remuneration for the year shall not be paid.

Article 13 When the Company retrospectively restates its financial reports due to misstatements such as financial fraud, it shall reappraise the performance-based remuneration and medium and long-term incentive income of directors and senior management and recover the overpaid portion accordingly.

Article 14 If directors and senior management of the Company cause losses to the Company due to violation of obligations or are liable for illegal or non-compliant acts such as financial fraud, misappropriation of funds or illegal provision of guarantees, the Company shall, based on the severity of the circumstances, reduce or suspend payment of unpaid performance-based remuneration and medium and long-term incentive income, and recover, in whole or in part, the performance-based remuneration and medium and long-term incentive income that have been paid during the period in which the relevant acts occurred.

Chapter 4 Annual Assessment of Business Performance for Senior Management

Article 15 The Company shall conduct an annual key performance indicator assessment for the president and other members of senior management based on the annual business responsibility agreement and the individual annual target responsibility agreement, respectively.

Article 16 Based on the Company's strategic plan and annual operating budget, the remuneration and assessment committee of the Board shall formulate the annual business performance assessment and compensation plan for the Company's senior management, and submit it to the Board for consideration.

Article 17 Based on the audit results, the remuneration and assessment committee of the Board of the Company shall conduct assessment and evaluation of the senior management's annual business performance.

Article 18 The actual annual performance-based remuneration of the president shall be linked to the assessment results of the Company's business performance; the actual annual performance-based remuneration of other members of senior management shall be linked to the assessment results of the Company's business performance and the assessment results of their own business management performance.

The Company may grant an annual special award to a member of senior management who has made special contributions during the year.

Chapter 5 Supplementary Provisions

Article 19 The System and any amendment thereto shall take effect from the date of consideration and approval by the shareholders' general meeting.

Article 20 The System shall be interpreted by the Board of the Company.

Article 21 Matters not covered in the System shall be subject to the provisions of laws, administrative regulations, normative documents and the Articles of Association. In case of any conflict between the System and laws, administrative regulations, normative documents and the Articles of Association, the latter shall prevail.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**AGM**") of Shanghai Pharmaceuticals Holding Co., Ltd.* (the "**Company**") will be held at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, the PRC on 25 June 2026 at 13:30, to consider and approve the following proposals:

ORDINARY RESOLUTIONS

(1) Annual Report for 2025

(2) Report of the Board of Directors for 2025

(3) Final Accounts Report for 2025 and Financial Budget for 2026

(4) Profit Distribution Plan for 2025

(5) Proposal regarding Interim Dividend Arrangement for 2026

(6) Proposal regarding Re-appointment of the Accounting Firm

(7) Proposal regarding External Guarantees for 2026

(8) Proposal regarding Addition of the Remuneration Management System for Directors and Senior Management of the Company

SPECIAL RESOLUTIONS

(9) Proposal regarding Issuance of Debt Financing Products

(10) Proposal regarding Application for Centralized Registration of Different Types of New Debt Financing Instruments (DFI)

(11) Proposal regarding the General Mandate of the Company

* *For identification purpose only*

ORDINARY RESOLUTIONS (by means of cumulative voting)

(12) Proposal regarding Election of Non-independent Directors of the Ninth Session of the Board

(13) Proposal regarding Election of Independent Directors of the Ninth Session of the Board

By order of the Board
Shanghai Pharmaceuticals Holding Co., Ltd.*
YANG Qiuhua
Chairman

Shanghai, the PRC, 4 June 2026

Notes:

1. Eligibility for attending the AGM and date of registration of members for H Shares

The record date for determining the eligibility of the holders of H Shares to attend and vote at this AGM will be 18 June 2026. Purchasers of shares who have submitted their instruments of share transfer to the H Share registrar of the Company and registered as shareholders on the H Share register of members of the Company before 16:30 on 18 June 2026 are entitled to attend this AGM.

In order to attend this AGM, holders of H Shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 16:30 on 18 June 2026.

2. Proxy

(1) Each shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy needs not be a shareholder of the Company.

(2) The instrument appointing a proxy must be in writing by the appointer or his attorney duly authorized in writing, 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, the power of attorney authorising that attorney to sign or other documents of authorization must be notarised.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorization must be delivered to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the AGM or any adjournment thereof.

(3) Any voting at the Annual General Meeting shall be taken by poll.

3. Registration procedures for attending the AGM

(1) A shareholder or his proxy should produce proof of identity when attending the AGM. If the shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

(2) Shareholders of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM to the Company's H Share registrar, Tricor Investor Services Limited (for holders of H Shares) at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before 15 June 2026.

4. Voting by poll

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM in accordance with Article 104 of Articles of Association.

5. Miscellaneous

(1) The AGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

(2) The address of Tricor Investor Services Limited is:

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(3) The address of China Securities Depository and Clearing Corporation Limited, Shanghai Branch is:

36F, China Insurance Building, 166 East Lujiazui Road, Pudong New District, Shanghai, the PRC.

(4) The registered address of the Company:

No. 92 Zhangjiang Road
Pilot Free Trade Zone
China (Shanghai)

Contact office: Office of the Board
Telephone No.: 86 (21) 6355 7167
Facsimile No.: 86 (21) 6328 9333
Email: BoardOffice@sphchina.com

(5) For details of the proposals submitted to the AGM for consideration and approval, please refer to the circular of the Company dated 4 June 2026.