上海醫藥集團股份有限公司

Shanghai Pharmaceuticals Holding Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02607)

PROXY FORM OF INDEPENDENT NON-EXECUTIVE DIRECTORS FOR USE AT THE ANNUAL GENERAL MEETING FOR 2018

I/We *(Note 1)* ______________________________

of ______________________________

being shareholder(s) of ____________ H Shares *(Note 2)* of Shanghai Pharmaceuticals Holding Co., Ltd. (the "**Company**"). As the appointing party, I/we confirm that I/we have, prior to signing this Proxy Form, read carefully the Announcement regarding the public Solicitation of Voting Rights by the Independent Directors (the "**Announcement**") dated 11 May 2019, the Notice of the Annual General Meeting For 2018 (the "**AGM**") (the "**Notice**") and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Proxy Form or to amend the contents of this Proxy Form in accordance with procedures specified in the Notice.

As the appointing party, I/we hereby appoint Mr. HONG Liang, an Independent Non-executive Director of the Company, as my/our proxy to attend for me/us and on my/our behalf at the AGM to be held at Meeting Room 601, 6th Floor of Affiliated Building, Maple International Building Two, 450 Fenglin Road, Xuhui District, Shanghai, PRC on 27 June 2019 at 13:00 and any adjournment thereof, and votes on the resolutions set out below as indicated in this Proxy Form. If no such indication is given, as my/our proxy thinks fit.

Special Resolutions		For *(Note 3)*	Against *(Note 3)*	Abstain *(Note 3)*
13.	Proposal regarding the Proposed Adoption of the 2019 Share Option Scheme			
14.	Proposal regarding of the Assessment Management Measures for the Implementation of the 2019 Share Option Scheme			
15.	Proposal regarding the Proposed Authorization to the Board to Deal with Relevant Matters in Relation to the 2019 Share Option Scheme			

Date: ______________________ 2019 Signature *(Note 4)*: ______________________

Notes:

1. Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members) as shown in the register of members of the Company in block letters.
2. Please insert the number of shares registered in your name(s) to which this Proxy Form relates. This Proxy Form will be deemed to relate to such number of shares inserted. If no number is inserted, this Proxy Form will be deemed to relate to all the shares in the Company registered in your name(s).
3. **IMPORTANT:** if you wish to vote for any resolution, please tick in the box marked "**For**". If you wish to vote against any resolution, please tick in the box marked "**Against**". If you wish to abstain for vote, please tick in the box marked "**Abstain**". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion.
4. This form of proxy must be signed by you or your attorney duly authorised in writing or, or if the appointer is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the Proxy Form authorizing that attorney to sign or other document of authorization must be notarised. Any alteration made to this Proxy Form must be duly initiated by the person who signs it.
5. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the H Share register of members of the Company.
6. To be valid, this Proxy Form, together with notarised power of attorney or other authority, must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the purpose of holders of H shares of the Company) not less than 24 hours before the time for holding the AGM or the time appointed for voting by poll.
7. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

* *For identification purpose only*