

FOSUN PHARMA

复星医药

上海復星醫藥（集團）股份有限公司

Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*

(the “Company”)

(Incorporated in the People's Republic of China with limited liability)

Terms of Reference and Implementation Rules of the Environmental, Social and Governance Committee under the Board of Directors

Chapter 1 General Provisions

Article 1 These Terms of Reference and Implementation Rules of the Environmental, Social and Governance Committee (the “ESG Committee”) are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Securities and Futures Commission Listing Rules of the Hong Kong Stock Exchange (the “SSE Listing Rules”), the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange (the “SEHK Listing Rules”) and other applicable laws and regulations.

Chapter 2 Composition

Article 2 The ESG Committee shall be composed of not less than five members.

Article 3 Members of the ESG Committee shall be elected by the Board of Directors, and the Board of Directors shall determine the specific procedures for the election and re-election of members of the ESG Committee. The term of office of the members of the ESG Committee shall be one year.

Article 4 The ESG Committee shall be chaired by a non-executive director, and the Board of Directors shall determine the specific procedures for the election and re-election of the chairperson of the ESG Committee. The term of office of the chairperson of the ESG Committee shall be one year.

Article 5

The ESG C... f ffce a... e b a d f d eq... The
e f ffce f e be... e e abe... e-e eq... D... f e be
e aq a d eq... f e C... a... e... a... a... ca... e e ffce a
e be f... e dae f e a... Me be... a a... e b a d f d eq... f
e a... f... e... f... e... f ffce... T e b a d f d eq... a...
afe... c... e be... a... e... ffce... e e... a... f... c... e be... a... bee
a... ed, f... e... aca ce... acc da ce... e... a... f... e e R... e.

Article 6

The ESG C... e e a e ab... a... a... a... f... e e... e
ESG... a e... a d e... ed...
The ESG C... e e a... a... e... e... ec... a... f... a... e... c... a... a... f... e... ESG
C... e e... f... da...

Chapter 3 Duties and Powers

Article 7

The a d f e a d... e... f... e ESG C... e e a e:

- (I) F... a... f ESG... , bjeq... e, f... a... e e a d f... q... e
 1. f... de... e... a d a... e... e G... ' ESG... , bjeq... e, f... a... e e a d... f... q... e, a d... a... e ec... e da... f... e b a d f d eq... e... a... f... ESG... ; a d
 2. f... de... f... ESG-... e... a... e... a... a... f... ca... -... aq... e G... '... -... e... a d/... e... e... f... e... e... a... e... de... .
- (II) Re... e... e... e... e... a... f ESG... , f... a... e a d f... q... e
 1. f... e... e... e... aq... a d... ac... e... e... f... e G... ' ESG... ba... ed... a... -... a... e... f... a... da... d, f... a... e... e... e... a... q... a d... ad... e... e... aq... f... be... f... a... e... f... a... ce;
 2. f... e... c... a... e... a d... ea... f... c... ca... e G... '... f... a... e... de... a... de... e... a... e... a... ce... a... e... ace... effec... e... e... e... e... a... -... b... e... e... e G... -... a d... f... a... e... de... a d... eq... e G... '... e... f... a... ; a d
 3. f... e... e... e... ESG... e d... a d... e... a d... -... f... e... , a d... a... e... e... ade... ac... a d... effec... e... e... f... e G... ' ESG... f... q... e acc d... , a d... e... e... e... ce... a... , ad... f... a d... da... e... e G... ' ESG... -... ce... f... e... e... c... -... ce... a... e... f... da... e... a d... c... a... ce... a... cab... e... a... a d... e... a... , e... a... e... e... e... f... a d... f... e... a... a... f... a... da... d.

(III) Q. e.

1. f e e ESG a a e f a d ec e d ec f c aq dec
f e c de a f e b a d f d eq de f a f a e f e f
f e ESG e f; a d
2. f e e a a ESG Re f e a ed b e b a d f d eq acc da ce
e SEHK L f R e, e C ae G e a ce C de (e f
A e d^x 14 f e SEHK L f R e) a d e E e f a, S ca a d
G e a ce Re f G de (e f A e d^x 27 f e SEHK L f
R e) c d ed e C a a a e f b ed e a a e.

Chapter 4 Decision-making Procedures

Article 8 T e a be e b e f de f a e e e a a f
dec a b e ESG C ee, a d d e e a f e f a f
e G .

Article 9 T e ESG C ee acc f ab e f e b a d f d eq a d f e a a d e f
a be b ed f e b a d f d eq f c de a , dec a d a a.

Chapter 5 Rules of Procedures

Article 10 Meq f e ESG C ee a c de e a eq a d f e eq .
Re a eq a be c e ed a ea ce a ea , e ea f e eq a
be c e ed a b e c a a f e c ee e a e a f f
e e be .

Article 11 N f ce f eq f e ESG C ee a be ade f a e be ee da
e eq . T e eq a be e ded e b e c a a f e
c ee a d e c a a , f ab e f a e d , a a f a e de e de f
e x ec f e d eq f e de e e eq .

Article 12 Meq f e ESG C ee a be e d b e a f d f e e be
a e d e eq e . Eac e be a e f . Re f ad ed
a e eq a be a ed b e a e a f f a e be (c d e be
f e e f a e eq).

Article 13 T e ESG C ee a f e a f a d a a e eq . Meq
a be c e ed e f f c ca e e e f , d ed a e
e be a f e e e .

Article 14 The ESG C shall be a company limited by shares, incorporated in the People's Republic of China, with its registered office in the People's Republic of China. The ESG C shall be a public company as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the Securities and Futures Commission shall be the regulator of the ESG C.

Article 15 The ESG C shall be a company limited by shares, incorporated in the People's Republic of China, with its registered office in the People's Republic of China. The ESG C shall be a public company as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the Securities and Futures Commission shall be the regulator of the ESG C.

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Chapter 6 Supplementary Provisions

Article 20 The ESG C shall be a company limited by shares, incorporated in the People's Republic of China, with its registered office in the People's Republic of China. The ESG C shall be a public company as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the Securities and Futures Commission shall be the regulator of the ESG C.

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B. D.
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
30 March 2020

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