

FOSUN PHARMA

復星醫藥

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)

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

Chapter 1 General Provisions

Article 1

This document is the environmental, social and governance (“ESG”) Committee’s Terms of Reference and Implementation Rules of the Environmental, Social and Governance Committee (“ESG Committee”) under the Board of Directors, formulated in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Articles of Association, the Rules of the Shanghai Stock Exchange (“SSE Listing Rules”) and the Rules of the Hong Kong Stock Exchange (“SEHK Listing Rules”) and other relevant laws.

Chapter 2 Composition

Article 2

The ESG Committee is a committee set up by the Board of Directors, which is responsible for the ESG Committee’s work.

Article 3

Members of the ESG Committee shall be elected by the Board of Directors, and the Board of Directors shall have the right to appoint and remove members of the ESG Committee. The Board of Directors shall have the right to appoint and remove members of the ESG Committee.

Article 4

The ESG Committee shall have the right to recommend and appoint members of the ESG Committee. The Board of Directors shall have the right to appoint and remove members of the ESG Committee.

Article 5

The ESG Committee shall have the authority to advise the Board of Directors on the ESG-related matters. The ESG Committee shall also be responsible for monitoring the ESG performance of the Company and its subsidiaries. The ESG Committee shall also be responsible for developing and implementing the ESG policy and strategy of the Company. The ESG Committee shall also be responsible for reporting on the ESG performance of the Company to the Board of Directors. The ESG Committee shall also be responsible for ensuring that the Company complies with all applicable ESG laws and regulations. The ESG Committee shall also be responsible for ensuring that the Company is transparent in its ESG reporting. The ESG Committee shall also be responsible for ensuring that the Company is engaged with its stakeholders on ESG matters. The ESG Committee shall also be responsible for ensuring that the Company is committed to improving its ESG performance over time.

Article 6

The ESG Committee shall have the authority to advise the Board of Directors on the ESG-related matters. The ESG Committee shall also be responsible for monitoring the ESG performance of the Company and its subsidiaries.

The ESG Committee shall also be responsible for developing and implementing the ESG policy and strategy of the Company. The ESG Committee shall also be responsible for reporting on the ESG performance of the Company to the Board of Directors.

Chapter 3 Duties and Powers

Article 7

The duties and powers of the ESG Committee shall be:

(I) For the ESG Committee, the duties and powers shall be:

1. develop and adopt the ESG policy and strategy of the Company, and monitor the ESG performance of the Company and its subsidiaries; and
2. develop ESG-related metrics and indicators, and report on the ESG performance of the Company and its subsidiaries to the Board of Directors.

(II) For the Board of Directors, the duties and powers shall be:

1. review and approve the ESG policy and strategy of the Company, and monitor the ESG performance of the Company and its subsidiaries; and
2. review and approve the ESG-related metrics and indicators, and report on the ESG performance of the Company and its subsidiaries to the shareholders; and
3. review and approve the ESG-related matters, and ensure that the Company complies with all applicable ESG laws and regulations.

(III) Other

1. The ESG shall be established and effective for the period of five years from the date of its establishment; and
2. The ESG shall be established by the Board of Directors of the SEHK Limited (the "SEHK Limited") and the Exchange, in accordance with the provisions of the SEHK Limited (Article 14 of the SEHK Limited) and the Exchange, in accordance with the provisions of the Exchange (Article 27 of the SEHK Limited) and the Exchange, in accordance with the provisions of the Exchange.

Chapter 4 Decision-making Procedures

Article 8 The ESG shall be established by the Board of Directors of the Exchange, in accordance with the provisions of the Exchange, in accordance with the provisions of the Exchange.

Article 9 The ESG shall be established by the Board of Directors of the Exchange, in accordance with the provisions of the Exchange, in accordance with the provisions of the Exchange.

Chapter 5 Rules of Procedures

Article 10 Meetings of the ESG shall be held at least once a month, or more frequently if the Board of Directors of the Exchange so requires. The meetings shall be held at the premises of the Exchange, or at such other place as the Board of Directors of the Exchange may determine.

Article 11 Notice of the meetings of the ESG shall be given to the members of the ESG at least seven days before the date of the meeting. The notice shall be given to the members of the ESG at least seven days before the date of the meeting.

Article 12 Meetings of the ESG shall be held by the Board of Directors of the Exchange, in accordance with the provisions of the Exchange, in accordance with the provisions of the Exchange.

Article 13 The ESG shall be established by the Board of Directors of the Exchange, in accordance with the provisions of the Exchange, in accordance with the provisions of the Exchange.

[illegible]

Article 15 The ESG Committee shall be headed by the Chief Executive Officer or the person designated by the Board of Directors (or the person designated by the Board of Directors) and shall be composed of at least three members, including at least one independent non-executive director. The ESG Committee shall be responsible for the following matters:

Article 16 The Secretaries of the Exchange, the clearing house and the central depository shall be members of the ESG Committee. The Secretaries of the ASCE, the SSE Listing Rules, the SEHK Listing Rules and the SFC Listing Rules.

Article 17 The ESG Committee shall have the authority to make recommendations to the Board of Directors regarding the company's ESG strategy and policies. The Board of Directors shall have the authority to approve or disapprove the recommendations of the ESG Committee.

Article 18 Revisions and amendments to the ESG Committee shall be made by the Board of Directors.

Article 19 May be amended, and the amendments may be confirmed, as follows: a) amended as follows; b) deleted.

Chapter 6 Supplementar, Provisions

[illegible]

Article 21 The Repeal Act shall have effect from the day after its coming into force.

Article 22 The seal of the Federal Reserve Bank and its officers and directors shall be as follows:

 $B, \dots, D,$ **Shanghai Fosun Pharmaceutical (Group) Co., Ltd.***

30 March 2020

$$N = \{n_1, n_2, \dots, n_N\} \subseteq E, \quad E = \{e_1, e_2, \dots, e_E\}, \quad C = \{c_1, c_2, \dots, c_C\}, \quad R = \{r_1, r_2, \dots, r_R\}, \quad C = \{c_1, c_2, \dots, c_C\}$$

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