

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 In accordance with the applicable laws and regulations of the PRC, the Company, for the purpose of enhancing the transparency and disclosure of the Company's environmental, social and governance (“ESG”) information, and in line with the requirements of the Shanghai Stock Exchange (“SSE”) and the Green and Sustainable Development (“ESG”) Committee of the Board of Directors, the Company has formulated the Terms of Reference and Implementation Rules of the ESG Committee under the Board of Directors. The Company is listed on the SSE and the Hong Kong Stock Exchange (“SEHK”) under the “SSE Listing Rules” and the “SEHK Listing Rules” respectively.

Chapter 2 Composition

Article 2 The ESG Committee shall be composed of five members, including the Chairman and four members.

Article 3 Members of the ESG Committee shall be appointed by the Board of Directors. The Board of Directors shall have the authority to appoint and remove members of the ESG Committee.

Article 4 The ESG Committee shall be chaired by the Chairman of the Board of Directors (or his/her designee), and shall have the authority to coordinate and supervise the implementation of the ESG Committee's work.

Article 5

The ESG C... f ffce a... e b a d f d eq... The... 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 e f ffce... T e b a d f d eq... a... afe... e be... a e... e ffce... e e a... f... 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... a... f... e e... e ESG... a e... a d e... ed... The ESG C... e e a... a e... e ec... a... a... e... a... f... e ESG... C... e e... da...

Chapter 3 Duties and Po ers

Article 7

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

- (I) F... f ESG... , bjeq... e, f... a e e a d... q e
 1. f... de... e... a d a... e... e G... ' ESG... , bjeq... e, f... a e e a d... q e, a d... a e ec... e da... f... e b a d f d eq... e... a... ESG... ; a d
 2. f... de... f ESG-... e... a... a... e a... f ca... - aq... e G... ' - e a... a d/... e... e... f... e... e... a... e... de...
- (II) Re... e... e... e... a... f ESG... , f... a e... a d... q e
 1. f... e... e... e... aq... a d... ac... e... e... f... e G... ' ESG... ba ed... a... - a... e... a da d, f... a... e... e... a... q... a d ad... e... e... aq... f... be... a... e... f... a... ce;
 2. f... e... e... ca... e... a d... ea... f... c... ca... e G... ' f... a... e... de... a d... e... a... e... a... ce... a... e... ace... effec... e... e... e... e... a... - b... e... e... G... - a d... f... a... e... de... a d... eq... e G... ' e... 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... 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... 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 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 c a 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 , ded 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 and principal place of business 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

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

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