

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”)

(a joint stock limited 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 articles shall be read and interpreted in conjunction with the Charter of the Company, the Articles of Association of the Company, the Rules of the Board of Directors of the Company, the Environmental, Social and Governance Committee Charter (the “ESG” Charter) and the Environmental, Social and Governance Committee Rules of the Company. The Company is listed on the Shanghai Stock Exchange (the “SSE Listing Rules”), the Rules Governing the Listing of Securities of the Securities Exchange of Hong Kong Limited (the “SEHK Listing Rules”) and elsewhere as applicable.

Chapter 2 Composition

Article 2 The ESG Committee shall be formed by the Board of Directors, and shall be composed of the following members:

Article 3 Members of the ESG Committee shall be appointed by the Board of Directors, and shall be re-elected by the Board of Directors. The election and re-election of members shall be held by a majority vote of the Board of Directors.

Article 4 The ESG Committee shall be chaired by a director, and shall be composed of the following members: the chairperson, and other members of the ESG Committee. The chairperson of the ESG Committee shall be elected and re-elected by a majority vote of the Board of Directors.

Article 5 The ESG C... ee... a... e... e... e... f... ffce a... e b... ad f... d... sec... . The...
e... f... ffce f... e... be... se... e... abe... ,... e... e... c... D... c... f... e... be...
... ac... a... d... sec... f... e... C... , a... e... a... a... a... ca... e... e... ffce a...
... e... be... f... e... da... e... f... se... a... Me... be... a... a... ,... e... b... ad f... d... sec... f...
... se... a... ,... s... e... ,... s... f... e... e... f... ffce. T... e... b... ad f... d... sec... a... ,
a... f... e... r... c... e... be... a... e... e... ffce... e... e... e... f... r... c... e... be... a... be...
a... ,... s... ed, f... e... e... ca... e... e... ,... acc... da... e... e... se... e... a... ,... f... e... e... R... e... .

Article 6 The ESG C... ee... a... e... ab... a... s... ,... a... a... s... a... f... ,... e... e...
ESG... sa... e... a... d... se... a... ed... .

The ESG C... ee... a... e... e... e... e... a... a... e... ca... a... f... e... ESG
C... ee... da... .

Chapter 3 Duties and Powers

Article 7 The... a... d... e... a... d... ,... e... f... e... ESG C... ee... a... e... :

- (I) F... r... a... f... ESG... be... e... ,... sa... e... e... a... d... s... r... i... se...
 1. ... de... e... ,... a... d... a... ,... se... e... e... G... ,... ESG... be... e... ,... sa... e... e... a...
... s... r... i... se... ,... a... d... a... e... f... e... c... e... da... e... e... b... ad f... d... sec... . T... e... e... a... ESG
... ; a... d...
 2. ... de... f... ESG... se... a... ed... ,... re... a... a... e... a... f... ca... ,... ac... e... G... ,...
... ,... e... a... a... d... /... se... e... e... f... e... e... a... e... de... .
- (II) Re... e... e... ,... e... e... a... f... ESG... ,... sa... e... a... d... s... r... i... se...
 1. ... se... e... e... ac... a... d... ac... e... e... f... e... G... ,... ESG... ba... ed...
a... ,... sa... e... a... da... d... ,... f... r... a... e... e... e... a... e... a... d... ad... e... e... ac...
be... a... e... ,... se... e... f... a... e... ;
 2. ... r... s... e... ca... e... a... d... e... a... f... c... ,... ca... e... e... G... ,...
... a... e... de... a... d... e... se... a... se... e... a... ,... ce... a... e... ,... ac... e... f... f... e... e...
e... se... a... be... e... e... G... ,... a... a... e... de... a... d... ,... se... e... G... ,...
se... r... a... a... d...
 3. ... se... e... e... ESG... se... d... a... d... se... a... ed... ,... a... d... ,... s... r... i... se... ,... a... d... a... e... e...
a... de... r... a... c... a... d... e... f... e... e... f... e... G... ,... ESG... s... r... i... se... ac... c... d... a... d...
... e... e... ce... a... ad... ,... a... d... ,... da... e... e... G... ,... ESG... ,... ce... e... f... e... r... c...
... ce... a... e... ,... da... e... a... d... c... a... e... a... ,... ca... be... a... a... d... se... r... a... d... ,...
se... r... a... s... e... r... se... e... a... d... se... a... a... a... da... d... .

(III) Other

1. The ESG Committee shall be responsible for the decision-making on the ESG related matters.
2. The ESG Committee shall be established in accordance with the SEHK Listing Rules, the Companies and General Corporate Governance Code (enforced by the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (enforced by the SEHK Listing Rules).

Chapter 4 Decision-making Procedures

Article 8 The ESG Committee shall be responsible for the decision-making on the ESG related matters.

Article 9 The ESG Committee shall be responsible for the decision-making on the ESG related matters.

Chapter 5 Rules of Procedures

Article 10 Meetings of the ESG Committee shall be held as and when necessary. The ESG Committee shall be held in accordance with the provisions of the Companies and General Corporate Governance Code (enforced by the SEHK Listing Rules).

Article 11 Notices of meetings of the ESG Committee shall be given to all members of the ESG Committee. The ESG Committee shall be held in accordance with the provisions of the Companies and General Corporate Governance Code (enforced by the SEHK Listing Rules).

Article 12 Meetings of the ESG Committee shall be held in accordance with the provisions of the Companies and General Corporate Governance Code (enforced by the SEHK Listing Rules).

Article 13 The ESG Committee shall be responsible for the decision-making on the ESG related matters.

Article 14 The ESG Committee shall be established by the Board of Directors, with the Chairman of the Board of Directors as the Chairperson. The Chairperson shall be elected by the Board of Directors, and the Chairperson shall be elected by the Board of Directors for a term of three years, and may be re-elected for one term. The Chairperson shall be elected by the Board of Directors for a term of three years, and may be re-elected for one term.

Article 15 The ESG Committee shall be composed of no fewer than five members (including at least one independent non-executive director), and shall be chaired by an independent non-executive director. The members of the ESG Committee shall be appointed by the Board of Directors, and the members of the ESG Committee shall be appointed by the Board of Directors.

Article 16 The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG policies and measures of the Company, and shall report to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG policies and measures of the Company, and shall report to the Board of Directors.

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Chapter 6 Supplementar Provisions

Article 20 The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG policies and measures of the Company, and shall report to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG policies and measures of the Company, and shall report to the Board of Directors.

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Article 22 The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG policies and measures of the Company, and shall report to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG policies and measures of the Company, and shall report to the Board of Directors.

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

Note: if there is any inconsistency between the English and Chinese version of these Rules, the Chinese version shall prevail

* For identification purpose only