

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”)

(P R C)

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 committee (ESG Committee) of the Company, established under the Board of Directors, Social and Governance (ESG) Committee of the Board of Directors and the Environmental, Social and Governance Committee of the Board of Directors (ESG Committee) of the Company. It is established in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance of Listed Companies of China, the Accounting Standards for Business Enterprises – Basic Accounting Standards (SSE Listing Rules) and the Accounting Standards for Business Enterprises – Basic Accounting Standards (SEHK Listing Rules) and other applicable laws.

Chapter 2 Composition

Article 2

The ESG Committee shall be composed of members appointed by the Board of Directors.

Article 3

Members of the ESG Committee shall be appointed by the Board of Directors. The Board of Directors shall appoint the members of the ESG Committee. The Board of Directors shall also appoint the members of the ESG Committee.

Article 4

The ESG Committee shall be composed of members (Chairman), who shall be appointed by the Board of Directors. The Board of Directors shall also appoint the members of the ESG Committee.

Article 5

The ESG Committee shall be a committee of the Board of Directors. The committee shall be composed of at least three members, one of whom shall be an independent director. The committee shall be responsible for monitoring and reporting on the company's ESG performance. The committee shall also be responsible for recommending to the Board of Directors the company's ESG strategy and policies. The committee shall report to the Board of Directors on a regular basis.

Article 6

The ESG Committee shall have the authority to request information from the company's management and to conduct investigations. The ESG Committee shall also have the authority to recommend to the Board of Directors the appointment and removal of members of the ESG Committee.

Chapter 3 Duties and Powers

Article 7

The duties and powers of the ESG Committee shall be:

- (I) Functions of ESG Committee, including:
 1. Develop and monitor the company's ESG strategy and policies;
 2. Review and approve the company's ESG reports;
- (II) Responsibilities of ESG Committee, including:
 1. Monitor the company's ESG performance and report to the Board of Directors;
 2. Recommend to the Board of Directors the appointment and removal of members of the ESG Committee;
 3. Recommend to the Board of Directors the company's ESG strategy and policies;

(III) Other

1. The ESG shall be established and effective from the date of its establishment; and
2. The ESG shall be established by the Board of Directors in accordance with the SEHK Listing Rules, the Companies Ordinance (Chapter 620 of the Laws of Hong Kong) and the Environmental, Social and Governance Reporting Guide (Chapter 27 of the SEHK Listing Rules), and shall be a subsidiary of the Company.

Chapter 4 Decision-making Procedures

Article 8 The ESG shall be established by the Board of Directors of the Company and shall be subject to the approval of the Shareholders.

Article 9 The ESG shall be established by the Board of Directors of the Company and shall be subject to the approval of the Shareholders.

Chapter 5 Rules of Procedures

Article 10 Meetings of the ESG shall be held as and when necessary. Regular meetings shall be held at least once a year and shall be held at such times and places as may be determined by the Board of Directors.

Article 11 Notice of meetings of the ESG shall be given to all members of the ESG. The notice shall be given in writing and shall specify the date, time and place of the meeting and the business to be transacted at the meeting.

Article 12 Meetings of the ESG shall be held by the Board of Directors. Each member shall be entitled to one vote (or more votes if the member is entitled to more than one vote).

Article 13 The ESG shall be established by the Board of Directors of the Company. Meetings of the ESG shall be held at such times and places as may be determined by the Board of Directors.

Article 14 The ESG Committee shall be established by the Board of Directors. The ESG Committee shall be composed of no less than three members, including at least one independent non-executive director. The ESG Committee shall be responsible for monitoring and evaluating the Company's ESG performance, and shall report to the Board of Directors.

Article 15 The ESG Committee shall be composed of independent non-executive directors. The ESG Committee shall be responsible for monitoring and evaluating the Company's ESG performance, and shall report to the Board of Directors.

Article 16 The ESG Committee shall be responsible for monitoring and evaluating the Company's ESG performance, and shall report to the Board of Directors. The ESG Committee shall be composed of independent non-executive directors.

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Chapter 6 Supplementar Provisions

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

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