

# 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 order to realize the sustainable, integrated and healthy development of the Company, and further enhance the efficiency of the Company's environmental, social and governance performance, and to enhance the environmental, social and governance performance of the Company and to comply with the “Green”, the Company has established the Environmental, Social and Governance (“ESG”) Committee under the board of directors and has formulated the Rules in accordance with the Company Law of the People's Republic of China, the Code of the Company's Environmental, Social and Governance for Listed Companies in China, the Article 17 of the Rules Governing the Listing of Securities in Shanghai Stock Exchange (the “SSE Listing Rules”), the Rules Governing the Listing of Securities in the Stock Exchange of Hong Kong Limited (the “SEHK Listing Rules”) and the relevant regulations.

#### Chapter 2 Composition

**Article 2** The ESG Committee shall be composed of five directors, three of whom shall be independent non-executive directors.

**Article 3** Members of the ESG Committee shall be nominated by the board of directors, and shall be re-elected by the board of directors at the end of their terms. 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 have the same chairman (convene), and shall be chaired by an independent non-executive director, and shall be responsible for the ESG Committee. The chairman of the committee shall be elected and re-elected by a majority vote of the board of directors.



(III) Other

1. The Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy and policies; and
2. The Board of Directors shall be responsible for the implementation of the ESG strategy in accordance with the SEHK Listing Rules, the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

### Chapter 4 Decision-making Procedures

**Article 8** The Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy and policies, and the Board of Directors shall be responsible for the implementation of the ESG strategy in accordance with the SEHK Listing Rules, the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

**Article 9** The ESG Code shall be applicable to the Board of Directors and the Board of Directors shall be responsible for the implementation of the ESG strategy and policies, and the Board of Directors shall be responsible for the implementation of the ESG strategy in accordance with the SEHK Listing Rules, the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

### Chapter 5 Rules of Procedures

**Article 10** Meetings of the ESG Code shall be held in accordance with the provisions of the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

**Article 11** Notice of meetings of the ESG Code shall be given to all members of the Board of Directors in accordance with the provisions of the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

**Article 12** Meetings of the ESG Code shall be held by the Board of Directors in accordance with the provisions of the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

**Article 13** The ESG Code shall be applicable to the Board of Directors and the Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy and policies, and the Board of Directors shall be responsible for the implementation of the ESG strategy in accordance with the SEHK Listing Rules, the Code of Governance Code (Section A, paragraph 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (Section A, paragraph 27 of the SEHK Listing Rules), including the Code of Environmental and Social Responsibility.

**Article 14** The ESG Committee shall be composed of not less than three members, including at least one independent non-executive director, the CFO and the general manager of the Company, and shall be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 15** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 16** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 17** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 18** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 19** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

### Chapter 6 Supplemental Provisions

**Article 20** In case of any change in the ESG strategy, the ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 21** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 22** The ESG Committee shall be responsible for the implementation, monitoring and reporting of the ESG strategy (including the ESG strategy for the implementation, monitoring and reporting of the ESG strategy). The ESG Committee shall also be responsible for the implementation, monitoring and reporting of the ESG strategy.

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

*Note: This document is a preliminary draft and is subject to change without notice.*

\* For more information, please contact the Company Secretary.