

# 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, 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, the Rules, Governance of Listed Companies in Shanghai Stock Exchange (the “SSE Listing Rules”), the Rules, Governance of Listed Companies in the Stock Exchange of Hong Kong Limited (the “SEHK Listing Rules”) and other applicable laws.

#### Chapter 2 Composition

**Article 2** The ESG Committee shall be composed of five directors, all 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 independent non-executive directors. The election and replacement of members shall be carried out in accordance with the provisions 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 replaced by a majority of the members of the board of directors.

**Article 5** The ESG C~~o~~ shall have the authority of office and board of directors. The  
e of office shall be the ability, on e-ec~~o~~. Director shall be  
on e ac a d ec~~o~~ of e C~~o~~, an, e all a a call e e of office a  
e be f e da e f e na~~o~~. Me be a a, e b a d f d ec~~o~~ f  
e na~~o~~ n n, e e, f e e of office. The b a d f d ec~~o~~ a,  
af e r c e be a e e of office e e na~~o~~ f r c e be a been  
a, e ed, f i l l e a c a n c e n a c c o d a n c e e e a n, e n of e e R i e.

**Article 6** The ESG C~~o~~ shall have the authority, a an e an f i l l e e e n e  
ESG a e and e a e d e.

The ESG C~~o~~ shall have the authority a a e e e a e a e e c a n f e ESG  
C~~o~~ e n d a l e.

### Chapter 3 Duties and Powers

**Article 7** The and e and, e of e ESG C~~o~~ shall be a e:

(I) F~~o~~ r a~~o~~ n of ESG e n, e b e c e, a e e and r i c e

1. e d e e, and a, e e e G~~o~~, e ESG e n, e b e c e, a e e and  
r i c e, and a e e c e n d a e e b a d f d ec~~o~~ e e e a n ESG  
e ; and
2. e d e n f ESG- e a e d e a a e a n f i c a n, a c e n e G~~o~~,  
e a e n and/ e n e e f e e e a e e d e.

(II) R e e e e n a e n of ESG e n, a e and r i c e

1. e e e e a c e n and a c e e e n f e G~~o~~, e ESG b a e d e n  
a, e a e a n d a d, f e r a e a e e n a e and a d e e n e a c e n e  
b e a e n e, e e, e f e a n c e;
2. e e n e e c a n n e and e a n f c e n i c a e n e G~~o~~,  
a e e d e and e n e a e e a n, e c e a e n, a c e e f f e c e e, e e  
e e a e n, b e e n e G~~o~~, and a e e d e and, e c e e G~~o~~,  
e, r a e n; and
3. e e e e ESG e n d and e a e d e and e, e n e, and a e e e  
a d e a c and e f f e c e n e f e G~~o~~, e ESG r i c e a c c o d n e, and  
e e n e e a, a d e and r, d a e e G~~o~~, e ESG, e c e e n e r i c  
e c e a e r, e d a e and n c e, a n c e a, a c a b e a and e r a e n,  
e r a e e e n and n e n a e a n d a d.

(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 shall be responsible for the implementation of the Code of Governance.

**Article 9** The ESG Code shall be the responsibility of the Board of Directors and shall be implemented by the Board of Directors for the implementation, monitoring and reporting of the ESG strategy.

### 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. All matters shall be considered and decided by the Board of Directors. The Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 11** Notice of meetings of the ESG Code shall be given to all members of the Board of Directors. The Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 12** Meetings of the ESG Code shall be held by the Board of Directors. Each member of the Board of Directors shall be entitled to attend and speak at the meetings. The Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy.

**Article 13** The ESG Code shall be a document of and for the Board of Directors. Meetings of the Board of Directors shall be held in accordance with the provisions of the Code of Governance. The Board of Directors shall be responsible for the implementation, monitoring and reporting of the ESG strategy.

**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 chairman of the ESG Committee, and shall be chaired by an independent non-executive director. The ESG Committee shall be granted the necessary powers to discharge its duties.

**Article 15** The ESG Committee shall be provided with sufficient resources (including the necessary information, independent advice) to effectively discharge its duties. Relevant departments of the Company shall cooperate and provide necessary support to the ESG Committee.

**Article 16** The ESG Committee shall be responsible for monitoring and evaluating the ESG performance of the Company, and shall coordinate and supervise the implementation of the Company's ESG strategy, the SSE Listing Rules, the SEHK Listing Rules and the relevant ESG Guidelines.

**Article 17** The ESG Committee shall have the authority to request and receive information from all departments of the Company, and shall be empowered to conduct investigations and audits.

**Article 18** Relevant departments shall provide the ESG Committee with all necessary information and data to discharge its duties.

**Article 19** Members and members-elect of the ESG Committee shall be confidentially treated as such, and shall be granted the necessary powers to discharge their duties.

## Chapter 6 Supplemental Provisions

**Article 20** In case of any amendments to the Listing Rules, the SSE Listing Rules, the SEHK Listing Rules, the A-share Listing Rules and the ESG Guidelines, all shall apply.

**Article 21** The Listing Rules shall be effective as of the date of commencement and shall be binding on the Company.

**Article 22** The provisions of the Listing Rules shall be binding on the Company.

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

30 March 2020

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