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 "Compan ")

(P ' R C w)

Terms of Reference and Implementation Rules of the Environmental, Social and Governance Committee under the Board of Directors

Chapter 1 General Provisions

Article 1 I de a e e a ab e, e a ed a d ea de e e f e C a , fi e e e c e f c a e e a ce, de e a d e e e e e a , c a a d e a ce f e C a a d b d a e (e "G "), e C a a e ab ed e E e a , S c a a d G e a ce (e "ESG") C ee de e b a d f d ec a d a f a ed e e R e acc da ce e C a La f e Pe e' Re b c f C a, e C de f C a e G e a ce f L ed C a e C a, e A c e , e R e G e e L f S c S a a S c E a e (e "SSE L R e "), e R e G e e L f Sec e T e S c E a e f H K L ed (e "SEHK L R e ") a d e e e a e a .

Chapter 2 Composition

Article 2 T e ESG C ee a c e ee f e d ec , e a f a be de e de -e ec e d ec .

Article 3 Me be f e ESG C ee a be a ed b e a a f e b a d f d ec , e a e a f f e de e de -e ec e d ec e a e d f a d ec . T e e ec a d e a f e be a be a ed b a a e f e e be f e b a d f d ec .

Article 4 T e ESG C ee a a e e a a (c e e), a be ac ed b a de e de -e ec e d ec , e b e f e d e e f e ESG C ee. T e a a f e c ee a be e ec ed a d e ed b a a e f e e be f e b a d f d ec .

Article 5 [illegible]

Article 6 [illegible]

[illegible]

Chapter 3 Duties and Powers

Article 7 [illegible]:

(I) [illegible]

1. [illegible]

2. [illegible]

(II) [illegible]

1. [illegible]

2. [illegible]

3. [illegible]

(III) O e

1. e e e ESG a a e a d ec e d ec f c ac de f e c de a f e b a d f d ec de a a e e f e ESG e ; a d

2. e e a a ESG Re e a ed b e b a d f d ec acc da ce e SEHK L R e , e C a e G e a ce C de (e A e d 14 e SEHK L R e) a d e E e a , S c a a d G e a ce Re G de (e A e d 27 e SEHK L R e) c ded e C a a a e b ed e a a e .

Chapter 4 Decision-making Procedures

Article 8 e a be e b e f de a e e a a f dec a b e ESG C ee, a d d e e a e f a f e G .

Article 9 e ESG C ee acc ab e e b a d f d ec a d a a d e a be b ed e b a d f d ec f c de a , dec a d a a .

Chapter 5 Rules of Procedures

Article 10 Mee f e ESG C ee a c de e a ee a d e ee . Re a ee a be c e ed a ea ce a ea , e ea e ee 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 ce f ee f e ESG C ee a be ade a e be e da e ee . e ee a be e ded e b e c a a f e c ee a d e c a a , f ab e a e d, a a a e de e de - e ec e d ec e de e e ee .

Article 12 Mee f e ESG C ee a be e d b e a d f e e be a e d e ee e . Eac e be a e . Re ad ed a e ee a be a ed b e a e a f f a e be (c d e be e e a e ee).

Article 13 e ESG C ee a e a f a d a a e ee . Mee a be c e ed e f f c ca e e e , ded a e e be a fi e e e .

Article 14 The secretary of the ESG Committee and the [illegible] of the committee. The committee may invite directors, supervisors, the CFO and relevant [illegible] of the Company [illegible] the meetings [illegible] provided that [illegible].

Article 15 The ESG Committee [illegible] be provided with sufficient resources (including the services of independent intermediaries and professional advice) to perform its duties. Reasonable expenses of the Company [illegible] shall be borne by the Company.

Article 16 The procedures for convening meetings, [illegible] and [illegible] of the meetings of the ESG Committee shall comply with the relevant laws, regulations, the Articles, the SSE Listing Rules, the SEHK Listing Rules and the provisions of these Rules.

Article 17 The ESG Committee shall maintain minutes of the meetings, and the members [illegible] the meetings shall sign on the minutes. The minutes shall be maintained by the secretary of the board of directors.

Article 18 Resolutions and voting results adopted at the meetings of the ESG Committee shall be reported to the board of directors in writing.

Article 19 Members attending and [illegible] the meetings shall keep confidential [illegible] discussed at the meetings. Disclosure of the relevant information without [illegible] of the board of directors shall be prohibited.

Chapter 6 Supplementary Provisions

Article 20 In case of any matters that have not been covered in these Rules, the relevant laws, regulations, rules, the Articles, the SSE Listing Rules and the SEHK Listing Rules shall prevail.

Article 21 These Rules shall take effect from the date of consideration and approval by the board of directors.

Article 22 The right of interpretation of these Rules shall be vested in the board of directors.

B[illegible] D[illegible]
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
30 March 2020

N[illegible]: [illegible] E[illegible] C[illegible] R[illegible], C[illegible]

* *F[illegible]*