



上海復星醫藥（集團）股份有限公司
Shanghai Fosun Pharmaceutical (Group) Co., Ltd. *

(the “Company”)

(a t t c t e d c a c a e d t h e P e e' R e b c f C h a t h t e d a b t)

**Terms of Reference and Implementation Rules of the Strategic Committee
under the Board of Directors**

Chapter 1 General Provisions

Article 1 In order to adapt to the strategic development needs of the Company, strengthen the Company's core competitiveness, determine the Company's development planning, enhance the investment decision-making procedures, reinforce the scientific nature in decision making, increase the benefits of significant investment decisions and the quality of decisions and improve the structure of corporate governance, the Company has established the Strategic Committee under the board of directors and has formulated these Rules in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies in China, the Articles, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereafter as the “SSE Listing Rules”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter as the “SEHK Listing Rules”) and other relevant regulations.

Article 2 The Strategic Committee is a special body established by the board of directors pursuant to the resolution of the general shareholders' meeting, mainly responsible for examining the Company's mid and long-term development strategies and significant investment decisions and making recommendations.

Chapter 2 Composition

Article 3 The Strategic Committee shall comprise three to five directors.

Article 4 Members of the Strategic Committee shall be nominated by the chairman of the board of directors, more than one-half of the independent non-executive directors or more than one-third of all directors. The election and removal of members shall be passed by a majority vote of the members of the board of directors.

Article 5 The Strategic Committee shall have one chairman (convener) responsible for presiding over the work of the committee. The chairman of the committee shall be elected and removed by a majority vote of the members of the board of directors.

Article 6 The Strategic Committee shall have the same term of office as the board of directors. The term of office of members is renewable upon re-election. During which if members no longer act as directors of the Company, they shall automatically lose their office as members from the date of resignation. Members may apply to the board of directors for resignation in writing prior to expiry of the term of office. The board of directors shall, after such members have lost their office or the resignation of such members has been approved, fill the vacancies in accordance with relevant provisions of these Rules.

Article 7 The Strategic Committee may establish a Strategic planning division as an organ to take care of daily operations.

The Strategic Committee may have one secretary to assist the chairman of the committee in his daily work.

Chapter 3 Duties and Powers

Article 8 The main duties and powers of the Strategic Committee are:

- (1) conduct research on the Company's mid and long-term development strategies and make recommendations;
- (2) examine significant investments, financing, capital operations, asset management and other material issues affecting the development of the Company that have to be approved by the board of directors under the Articles or internal practices and make recommendations to the board of directors;
- (3) study other significant issues affecting the development of the Company and make recommendations;
- (4) conduct follow-up investigations on the above matters and make adjustment recommendations in a timely manner;
- (5) other matters authorized by the board of directors.

Article 9 The Strategic Committee is accountable to the board of directors and its proposed resolutions shall be submitted to the board of directors for consideration and decision.

Chapter 4 Decision-making Procedures

Article 10 The strategy planning division shall be responsible for undertaking proper pre-project analysis, evaluation and preparation, and providing relevant written information of the Company:

- (1) conduct research on the Company's mid and long-term development strategies and make recommendations;

- (2) provide background information, including the intentions, pre-feasibility reports and partners of significant investments, financing, capital operations and asset management projects;
- (3) draft investment advice, deal structuring programs, risk control provisions and equity management approaches, and submit formal proposals to the Strategic Committee;
- (4) study significant issues affecting the development of the Company and make recommendations;
- (5) other matters authorized by the board of directors.

Article 11 The Strategic Committee is accountable to the board of directors and its proposed resolutions and reports shall be submitted to the board of directors for consideration, decision and approval.

Chapter 5 Rules of Procedures

Article 12 Meetings of the Strategic Committee shall include regular meetings and interim meetings. Regular meetings shall be convened at least once a year, whereas interim meetings shall be convened upon proposal by the chairman of the committee or more than one-half of the members.

Article 13 Notice of meetings of the Strategic Committee shall be made to all members in three days prior to the meeting. The meetings shall be presided over by the chairman of the committee and the chairman, if unable to attend, may appoint another member to preside over the meeting.

Article 14 Meetings of the Strategic Committee shall be held by more than two-thirds of the members attending the meeting in person. Each member has one voting right. Resolutions adopted at the meeting shall be passed by more than one-half of all members (excluding members not present at the meeting).

Article 15 The Strategic Committee may vote on a show of hands or on a poll at the meetings. Meetings may be convened in the form of communications over the resolutions, provided that the members may fully express their opinions.

Article 16 The secretary to the Strategic Committee and members of the strategy planning division may sit in on the meetings of the committee. The committee may invite directors, supervisors and relevant senior management of the Company who are not members to sit in on the meetings if it considers necessary, provided that those who are not members do not have voting rights over the resolutions.

- Article 17 The Strategic Committee shall be provided with sufficient resources (including the resources for seeking independent legal and professional advice) to perform its duties. Relevant departments of the Company shall give cooperation and the expenses incurred shall be borne by the Company.
- Article 18 The procedures for convening the meeting, means of voting and resolutions passed at the meeting of the Strategic Committee shall comply with relevant laws, regulations, the Articles, the SSE Listing Rules, the SEHK Listing Rules and the provisions of these Rules.
- Article 19 The Strategic Committee shall maintain minutes of the meeting where members attending the meeting shall sign on the minutes. The minutes shall be maintained by the secretary to the board of directors.
- Article 20 Resolutions and voting results adopted at the meetings of the Strategic Committee shall be reported to the board of directors in writing.
- Article 21 Members attending and sitting in on the meeting shall keep confidential of all matters discussed at the meeting. Disclosure of the relevant information without the authorization of the board of directors shall be prohibited.

Chapter 6 Supplementary Provisions

- Article 22 In case of any item that has not been covered in these Rules, the laws, regulations, rules, the Articles, the SSE Listing Rules and the SEHK Listing Rules shall govern.
- Article 23 These Rules shall take effect from the date of consideration and approval by the board of directors.
- Article 24 The right to interpretation of these Rules shall be vested in the board of directors.

Board of Directors
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
30 October 2012

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