

# 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

This document is the environmental, social and governance committee of the Company, formed by the Board of Directors, to oversee and coordinate the Company's environmental, social and governance ("ESG") activities and to report to the Board of Directors. The Company's environmental, social and governance ("ESG") Committee shall be established and its terms of reference shall be approved by the Board of Directors. The Company's environmental, social and governance ("ESG") Committee shall be established in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies of China, the Advice on the Greening of the Listing of Securities of the Shanghai Securities Exchange ("SSE Listing Rules") and the Greening of the Listing of Securities of the Shenzhen Stock Exchange ("SEHK Listing Rules") and other applicable laws.

#### Chapter 2 Composition

##### Article 2

The ESG Committee shall be formed by the Board of Directors, and shall be composed of the following members:

##### Article 3

Members of the ESG Committee shall be elected by the Board of Directors, and shall be re-elected by the Board of Directors. The election and re-election of members shall be subject to the approval of the Board of Directors. The term of office of each member shall be one year, and shall be subject to re-election by the Board of Directors.

##### Article 4

The ESG Committee shall be chaired by the Chairman (or a member), and shall be composed of the following members: The Chairman of the Board of Directors, the Chairman of the ESG Committee, and the members of the ESG Committee. The Chairman of the ESG Committee shall be elected by the Board of Directors, and shall be subject to re-election by the Board of Directors.

**Article 5**

The ESG Committee shall be composed of five members appointed by the Board of Directors. The Board of Directors shall determine the terms of reference of the ESG Committee and shall have the authority to amend or terminate the terms of reference of the ESG Committee. The Board of Directors shall also have the authority to appoint or remove any member of the ESG Committee. The Board of Directors shall also have the authority to determine the compensation of the members of the ESG Committee. The Board of Directors shall also have the authority to determine the reporting requirements of the ESG Committee.

**Article 6**

The ESG Committee shall be responsible for monitoring and reporting on the company's ESG performance. The ESG Committee shall also be responsible for recommending to the Board of Directors the company's ESG strategy and policies. The ESG Committee shall also be responsible for recommending to the Board of Directors the company's ESG risk management framework. The ESG Committee shall also be responsible for recommending to the Board of Directors the company's ESG disclosure framework. The ESG Committee shall also be responsible for recommending to the Board of Directors the company's ESG reporting framework.

**Chapter 3 Duties and Powers**

**Article 7**

The duties and powers of the ESG Committee shall be:

(I) Functions of ESG Committee, including, but not limited to:

1. Develop and recommend to the Board of Directors the company's ESG strategy and policies; and
2. Monitor and report on the company's ESG performance.

(II) Responsibilities of ESG Committee, including, but not limited to:

1. Review and recommend to the Board of Directors the company's ESG based risk management framework; and
2. Review and recommend to the Board of Directors the company's ESG disclosure framework; and
3. Review and recommend to the Board of Directors the company's ESG reporting framework.

(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 14 of the SEHK Listing Rules) and the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") of the Companies Ordinance.

**Chapter 4 Decision-making Procedures**

**Article 8** The Board shall be responsible for the decision-making of the ESG Committee, and shall be responsible for the ESG Reporting.

**Article 9** The ESG Committee shall be established and shall be responsible for the decision-making of the ESG Reporting.

**Chapter 5 Rules of Procedures**

**Article 10** Meetings of the ESG Committee shall be held as and when necessary. The Board shall be responsible for the decision-making of the ESG Reporting.

**Article 11** Notice of meetings of the ESG Committee shall be given to the Board as and when necessary. The Board shall be responsible for the decision-making of the ESG Reporting.

**Article 12** Meetings of the ESG Committee shall be held by the Board as and when necessary. Each member shall be responsible for the decision-making of the ESG Reporting.

**Article 13** The ESG Committee shall be responsible for the decision-making of the ESG Reporting. Meetings shall be held as and when necessary.

**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 chaired by an independent non-executive director.

**Article 15** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Article 16** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Article 17** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Article 18** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Article 19** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Chapter 6 Supplementary Provisions**

**Article 20** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Article 21** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

**Article 22** The ESG Committee shall be responsible for reviewing and supervising the implementation of the ESG strategy and policies, and for providing advice to the Board of Directors. The ESG Committee shall also be responsible for reviewing and supervising the implementation of the ESG reporting and disclosure work.

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

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