

# 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”)

( P R C )

### 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 hereby established and shall be effective upon the date of its implementation. It shall be subject to the supervision and management of the Board of Directors. The Company shall be bound by the Environmental, Social and Governance (“ESG”) Committee established under the Board of Directors and shall implement the relevant measures 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 Stock Exchange (the “SSE Listing Rules”), the Greening of the Listing of Securities of the Shenzhen Stock Exchange of Hong Kong Limited (the “SEHK Listing Rules”) and other applicable laws.

#### Chapter 2 Composition

##### Article 2

The ESG Committee shall be established by the Board of Directors, and shall be responsible for the implementation of the relevant measures.

##### Article 3

Members of the ESG Committee shall be appointed by the Board of Directors, and shall be subject to the supervision and management of the Board of Directors. The members of the ESG Committee shall be appointed by the Board of Directors.

##### Article 4

The ESG Committee shall be composed of (at least) three members appointed by the Board of Directors. The members of the ESG Committee shall be appointed by the Board of Directors.

**Article 5**

The ESG Committee shall be a committee of the Board of Directors. The members of the ESG Committee shall be appointed by the Board of Directors. The ESG Committee shall have the authority to investigate and report to the Board of Directors on any matter relating to the ESG performance of the Company. The ESG Committee shall also have the authority to recommend to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company.

**Article 6**

The ESG Committee shall be responsible for monitoring and reporting on the ESG performance of the Company. The ESG Committee shall also be responsible for recommending to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company.

**Chapter 3 Duties and Powers**

**Article 7**

The duties and powers of the ESG Committee shall be:

(I) Functions of ESG Committee, objectives, powers and duties

1. To develop and adopt the ESG Policy of the Company, monitor and report on the ESG performance of the Company, and recommend to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company;
2. To develop ESG-based metrics and indicators, and recommend to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company.

(II) Responsibilities of ESG Committee, powers and duties

1. To ensure the accuracy and completeness of the ESG-based metrics and indicators, and recommend to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company;
2. To ensure the effectiveness of the ESG-based metrics and indicators, and recommend to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company;
3. To ensure the ESG-based metrics and indicators are effective, and recommend to the Board of Directors any action that the Board of Directors should take in connection with the ESG performance of the Company.

(III) Other

1. The ESG shall be established and its functions shall be defined in the ESG Charter; and
2. The ESG Charter shall be approved 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 14 of the SEHK Listing Rules).

### Chapter 4 Decision-making Procedures

**Article 8** The ESG Charter shall be approved by the Board of Directors in accordance with the ESG Reporting Guide.

**Article 9** The ESG Charter shall be approved by the Board of Directors in accordance with the ESG Reporting Guide, and shall be approved by the Board of Directors.

### Chapter 5 Rules of Procedures

**Article 10** Meetings of the ESG Charter shall be held as and when necessary. Resolutions shall be passed by a majority of the members of the ESG Charter.

**Article 11** Notice of meetings of the ESG Charter shall be given to all members of the ESG Charter. The members of the ESG Charter shall be entitled to attend and speak at such meetings and to be heard on any matter which is being discussed.

**Article 12** Meetings of the ESG Charter shall be held by the Board of Directors. Each member of the ESG Charter shall be entitled to attend and speak at such meetings and to be heard on any matter which is being discussed.

**Article 13** The ESG Charter shall be a committee of the Board of Directors. Meetings of the ESG Charter shall be held as and when necessary. Meetings of the ESG Charter shall be held as and when necessary.

**Article 14** The ESG Committee shall be established by the Board of Directors. The committee shall be headed by the CFO and shall include at least one independent non-executive director. The committee shall be responsible for:

**Article 15** The ESG Committee shall be provided with sufficient resources and information to discharge its duties. The Board of Directors shall ensure that the ESG Committee has access to all necessary information and data.

**Article 16** The ESG Committee shall be responsible for monitoring and evaluating the company's ESG performance, including the identification of ESG risks and opportunities, and the development of ESG strategies and policies. The ESG Committee shall also be responsible for reporting on the company's ESG performance to the Board of Directors.

**Article 17** The ESG Committee shall be authorized to request and receive information from all departments of the company. The ESG Committee shall also be authorized to engage external consultants and advisors to assist in its duties.

**Article 18** The Board of Directors shall be responsible for reviewing and approving the ESG Committee's reports and recommendations. The Board of Directors shall also be responsible for ensuring that the company's ESG performance is consistent with its stated values and commitments.

**Article 19** The Board of Directors shall be responsible for ensuring that the company's ESG performance is consistent with its stated values and commitments. The Board of Directors shall also be responsible for reviewing and approving the ESG Committee's reports and recommendations.

**Chapter 6 Supplemental Provisions**

**Article 20** The Board of Directors shall be responsible for reviewing and approving the ESG Committee's reports and recommendations. The Board of Directors shall also be responsible for ensuring that the company's ESG performance is consistent with its stated values and commitments.

**Article 21** The Board of Directors shall be responsible for reviewing and approving the ESG Committee's reports and recommendations. The Board of Directors shall also be responsible for ensuring that the company's ESG performance is consistent with its stated values and commitments.

**Article 22** The Board of Directors shall be responsible for reviewing and approving the ESG Committee's reports and recommendations. The Board of Directors shall also be responsible for ensuring that the company's ESG performance is consistent with its stated values and commitments.

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

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