
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02196)

**PROVISION OF LOAN TO FOSUN KITE (A JOINT VENTURE)
IN PROPORTION TO EQUITY INTEREST
PROVISION OF GUARANTEE IN RESPECT OF FUSHANG YUANCHUANG
(AN INVESTEE COMPANY) IN PROPORTION TO EQUITY INTEREST
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS
AMENDMENTS TO PROCEDURAL RULES OF THE BOARD
ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF EGM**

A letter from the Board is set out on pages 5 to 15 of this circular. Notice convening the EGM to be held at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC on Wednesday, 10 August 2022 at 1:30 p.m. is set out on pages EGM-1 to EGM-2 of this circular. The form of proxy for the EGM is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.fosunpharma.com>).

Whether or not you are able to attend the EGM, you are reminded to complete, sign and return the form of proxy enclosed, in accordance with the instructions printed thereon. The form of proxy shall be lodged at the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 24 hours before the time appointed for the convening of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	5
Appendix I — Amendments to the Articles of Association	I-1
Appendix II — Amendments to Procedural Rules for General Meetings	II-1
Appendix III — Amendments to Procedural Rules of the Board	III-1
Appendix IV — Election of executive Director	IV-1
Notice of EGM	EGM-1

DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“A Share(s)”	domestic share(s) of the Company with a nominal value of RMB1 each, which is (are) listed on the Shanghai Stock Exchange and traded in RMB
“A Shareholder(s)”	holder(s) of the A Shares
“Announcement”	the announcement of the Company dated 24 June 2022 in relation to the proposed amendments to the Articles of Association and proposed appointment of executive Director
“Articles” or “Articles of Association”	the articles of association of the Company in effect at the time
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Board”	the board of directors of the Company
“Company”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed and traded on the main board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》)
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC on Wednesday, 10 August 2022 at 1:30 p.m. or any adjournment thereof

DEFINITIONS

“EUR”	Euro, the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty establishing the European Community
“Fosun Kite”	Fosun Kite Biotechnology Co., Ltd.* (復星凱特生物科技有限公司), a company incorporated in Shanghai, the PRC with limited liability and a joint venture in which the Company indirectly holds 50% equity interest
“Fosun Pharma Industrial”	Shanghai Fosun Pharma Industrial Development Co., Ltd.* (上海復星醫藥產業發展有限公司), a company incorporated in Shanghai, the PRC with limited liability and a subsidiary of the Company
“Fushang Yuanchuang”	Chongqing Fushang Yuanchuang Pharmaceutical Technology Co., Ltd.* (重慶復尚源創醫藥技術有限公司), a company incorporated in Chongqing, the PRC with limited liability and an investee company in which the Company indirectly holds 20% equity interest
“Gilead Sciences”	Gilead Sciences, Inc., a biopharmaceutical company incorporated in the United States and listed on the NASDAQ and an independent third party
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of the Company with a nominal value of RMB1.00 each, which is (are) listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent third party(ies)”	third party(ies) independent of the Company and its connected persons

DEFINITIONS

“Kite Pharma”	KP EU C.V., a limited partnership incorporated in Amsterdam, Netherlands, a subsidiary of Gilead Sciences and an independent third party
“Latest Practicable Date”	11 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“percentage ratio”	has the meaning ascribed to it under Chapter 14 of the Hong Kong Listing Rules
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan region
“RMB”	the lawful currency of the PRC
“R&D”	research and development
“Securities Law”	the Securities Laws of the PRC (《中華人民共和國證券法》)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Stock Exchange” or “SSE”	the Shanghai Stock Exchange
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange
“Share(s)”	share(s) of the Company, comprising H Shares and A Shares
“Shareholder(s)”	holder(s) of Share(s)
“SSE Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (《上海證券交易所股票上市規則》)
“subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“United States”	the United States of America

DEFINITIONS

“US\$” the lawful currency of the United States

“%” percent

* *For identification purposes only*

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.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02196)

Executive Directors:

Mr. WU Yifang (*Chairman*)
Mr. WANG Kexin (*Co-chairman*)
Ms. GUAN Xiaohui (*Vice chairman*)

Registered office:

9th Floor, No. 510 Caoyang Road
Putuo District
Shanghai, 200063, China

Non-executive Directors:

Mr. CHEN Qiyu
Mr. YAO Fang
Mr. XU Xiaoliang
Mr. PAN Donghui

Headquarter:

Building A
No. 1289 Yishan Road
Shanghai, 200233, China

Independent Non-executive Directors:

Ms. LI Ling
Mr. TANG Guliang
Mr. WANG Quandi
Mr. YU Tze Shan Hailson

*Principal Place of Business
in Hong Kong:*

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

20 July 2022

To the Shareholders

Dear Sir or Madam,

**PROVISION OF LOAN TO FOSUN KITE (A JOINT VENTURE)
IN PROPORTION TO EQUITY INTEREST
PROVISION OF GUARANTEE IN RESPECT OF FUSHANG YUANCHUANG
(AN INVESTEE COMPANY) IN PROPORTION TO EQUITY INTEREST
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS
AMENDMENTS TO PROCEDURAL RULES OF THE BOARD
ELECTION OF EXECUTIVE DIRECTOR
AND
NOTICE OF EGM**

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to give you notice of the EGM and to provide you with information regarding certain ordinary resolutions and special resolutions to be proposed at the aforementioned EGM relating to the following matters to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM:

At the EGM, resolutions will be proposed to approve, among others:

- (1) the provision of a loan to Fosun Kite, a joint venture, in proportion to equity interest (the **“Provision of loan to Fosun Kite (a joint venture) in proportion to equity interest”**);
- (2) the provision of guarantee in respect of Fushang Yuanchuang, an investee company, in proportion to equity interest (the **“Provision of guarantee in respect of Fushang Yuanchuang (an investee company) in proportion to equity interest”**);
- (3) the proposed amendments to the Articles of Association (the **“Amendments to the Articles of Association”**);
- (4) the proposed amendments to the Procedural Rules for General Meetings (the **“Amendments to Procedural Rules for General Meetings”**);
- (5) the proposed amendments to the Procedural Rules of the Board (the **“Amendments to Procedural Rules of the Board”**);
- (6) the election of the executive Director (the **“Election of executive Director”**).

II. DETAILS OF THE RESOLUTIONS

(1) **Provision of loan to Fosun Kite (a joint venture) in proportion to equity interest**

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve a proposal in relation to provision of a loan to Fosun Kite, a joint venture of the Company, in proportion to equity interests, and to authorize the management of the Company and/or its authorized persons to determine and adjust the specific arrangements of the loan within the reported and approved loan limit and sign the relevant legal documents. Details of the proposal are as follows:

A. *Overview of the loan*

In order to meet Fosun Kite’s business plan and capital needs, Fosun Pharma Industrial, a subsidiary of the Company, and another shareholder of Fosun Kite, Kite Pharma (together with Fosun Pharma Industrial, collectively referred to as **“Both Shareholders”**), propose to provide Fosun Kite with a loan of not more than RMB400 million (inclusive) in total in proportion to their respective equity interests in Fosun Kite,

LETTER FROM THE BOARD

among which, Fosun Pharma Industrial proposes to provide Fosun Kite with a loan of not more than RMB200 million (inclusive) based on the proportion of its equity interest in Fosun Kite (i.e. 50%). The loan is proposed to be as follows:

1. Loan amount: Both Shareholders will provide a loan of not more than RMB400 million (inclusive) in total in proportion to their equity interests
2. Loan term: Not more than 2 years (if loan is provided in installments, the respective loan term will commence on the date of drawdown of each installment)
3. Loan rate: 1.1 times the loan prime rate for the loans of the same term as published by the National Interbank Funding Center (“LPR”) on the date of drawdown
4. Loan repayment method: Interest will be paid quarterly and the principal will be repaid upon maturity together with the last instalment of interest

The loan facility shall be valid from the date of approval at the Company’s general meeting until the earliest of the following two dates:

1. The date of 2022 annual general meeting of the Company;
2. The date on which any resolution is passed at any general meeting of the Company revoking or varying the authorization referred to in this proposal.

Fosun Pharma Industrial will provide the loan to Fosun Kite with its own funds.

SSE Listing Rules Implications

Pursuant to the relevant provisions of the SSE Listing Rules, as the Directors and senior management of the Company are also directors of Fosun Kite (which is not a subsidiary of the Company), and hence Fosun Kite constitutes a related party of the Company and the loan provided by Fosun Pharma Industrial to Fosun Kite constitutes financial assistance to a related party.

As the loan will be provided by Both Shareholders, including Fosun Pharma Industrial, in proportion to their equity interests in Fosun Kite (a related party), the loan is required to be submitted to the general meeting of the Company for approval in accordance with the SSE Listing Rules.

Hong Kong Listing Rules Implications

Neither Kite Pharma nor Fosun Kite is a connected person of the Company under the Hong Kong Listing Rules. Pursuant to Chapter 14 of the Hong Kong Listing Rules, the applicable percentage ratios for the financial assistance provided

LETTER FROM THE BOARD

by the Group to Fosun Kite via the subject loan and those in the past 12 months in the aggregate (please refer to “B. Basic information of the borrower and another shareholder” in the following paragraph) are less than 5% and therefore, this loan does not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules, or a connected transaction under Chapter 14A of the Hong Kong Listing Rules.

B. *Basic information of the borrower and another shareholder*

1. The borrower, Fosun Kite, was established in April 2017 and the place of incorporation is Shanghai, the PRC with Mr. Huang Hai as its legal representative. The scope of business of Fosun Kite is technology development, technology transfer, technology consultation and technology services and transfer of technical achievements in the fields of biotechnology and medical technology (except for diagnosis, treatment, psychological counseling, human stem cell, gene diagnosis and treatment technology development and application); production of pharmaceutical products; import, export, wholesale and commission agency (except for auction) of chemical products (excluding dangerous chemicals, restricted chemicals, fireworks, civil explosives and drug-making chemicals), apparatus, instrument, machinery and equipment, and investment consultation (except for finance and securities) [For the projects subject to approval in accordance with the law, the operating activities shall be carried out upon approval from relevant authority(ies)]. As at the Latest Practicable Date, the registered capital of Fosun Kite is US\$179 million, of each of Fosun Pharma Industrial and Kite Pharma holds 50% equity interest in Fosun Kite.

In June 2021, Fosun Kite’s first product, Yi Kai Da (Ejilunsai injection), was approved for launch in the PRC, and has become the first CAR-T cell therapy product approved for domestic launch for the treatment of adult patients with relapsed or refractory large B-cell lymphoma after prior second-line or higher systemic therapy, and its second indication (for the treatment of patients with relapsed or refractory inert non-Hodgkin’s lymphoma after prior second-line or higher systemic therapy) has been approved for initiating clinical trials in the PRC, included in the breakthrough therapy drug program, and already in the phase of clinical trials in the PRC. In March 2022, Fosun Kite’s second product, FKC889 (an autologous CD19-directed CAR-T cell therapy), received approval to initiate clinical trials for the treatment of adult patients with relapsed or refractory mantle cell lymphoma (r/r MCL) after prior second-line and higher systemic therapy, and has been in the phase of clinical trials in the PRC.

According to the management statement of Fosun Kite (unaudited), as at 31 December 2021, the total assets of Fosun Kite amounted to RMB1,016.02 million, equity attributable to owners amounted to RMB425.67 million and total liabilities amounted to RMB590.35 million. In 2021, Fosun Kite realized an operating revenue of RMB43.9 million and a net profit of RMB-401.33 million.

LETTER FROM THE BOARD

According to the management statement of Fosun Kite (unaudited), as at 31 March 2022, the total assets of Fosun Kite amounted to RMB1,038.89 million, equity attributable to owners amounted to RMB471.87 million and total liabilities amounted to RMB567.02 million. From January to March 2022, Fosun Kite realized an operating revenue of RMB44.89 million and a net profit of RMB-80.29 million.

As at 31 December 2021, the principal balance of the loans provided by the Group to Fosun Kite was RMB188.8498 million; of which, the principal and interest of RMB50.3948 million was due and repaid in May 2022, and the remaining loan in the aggregate principal amount of RMB138.455 million will be due in October 2022. As at the Latest Practicable Date, there was no overdue repayment of the loans provided by the Group to Fosun Kite.

2. Kite Pharma as another shareholder

Kite Pharma is a limited partnership incorporated under the laws of the Netherlands and the place of incorporation is Amsterdam, the Netherlands. As at the Latest Practicable Date, Kite Pharma is wholly owned by Gilead Sciences by holding all partnership interest through Kite Pharma, Inc. and its wholly owned subsidiaries. Gilead Sciences was founded in 1987 and the place of incorporation is the United States. It was listed on the NASDAQ in the United States in 1992. Gilead Sciences is a research-based biopharmaceutical company of products and investigational drugs in therapeutic areas such as HIV, liver diseases, cancer, inflammatory and respiratory diseases as well as cardiovascular diseases.

Based on the financial reports published by Gilead Sciences (on a consolidated basis) and audited by Ernst & Young LLP, as at 31 December 2021, the total assets of Gilead Sciences amounted to US\$67,952 million, equity attributable to owners amounted to US\$21,064 million and total liabilities amounted to US\$46,888 million. In 2021, Gilead Sciences realized an operating revenue of US\$27,305 million and a net profit of US\$6,201 million.

C. Signing of agreements in relation to the loan

As at the Latest Practicable Date, the parties have not signed any agreement in respect of the loan.

D. Risk analysis and risk control measures for the provision of the loan

As Fosun Kite is a joint venture of the Group and the loan will be provided by Both Shareholders in proportion to equity interest, the risk will be relatively under control. The Company will closely monitor Fosun Kite's future operations and capital status, as well as strengthen the tracking and management of repayments.

LETTER FROM THE BOARD

E. Purpose and impact of the related party transaction

Fosun Kite is a joint venture of the Group, and is principally engaged in the R&D, production and commercialization of oncology immune cell therapy products. The loan to be provided by Both Shareholders, including Fosun Pharma Industrial, to Fosun Kite will be mainly used for the commercialization of its products and investment in its R&D pipeline to further accelerate the progress of the R&D and commercialization of the relevant products.

F. Consideration procedures performed for the related party transaction

The related party transaction has been approved in advance by the independent non-executive Directors before being submitted to the fourth meeting (extraordinary meeting) of the ninth session of the Board for consideration. When the Board voted on the proposal, Mr. Wu Yifang, a related Director, abstained from voting and the remaining 10 Directors of the Board (including 4 independent non-executive Directors) participated in the voting and unanimously approved the proposal.

Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson, who are the independent non-executive Directors of the Company, expressed their independent opinions on the related party transaction.

G. Opinions of the independent non-executive Directors

The independent non-executive Directors of the Company expressed their independent opinions on the related party transaction as follows: as the loan complies with the Company Law, the Securities Law, SSE Listing Rules and other relevant regulations, and the pricing of the transaction is fair and reasonable, they approve the loan. The voting procedures of the Board in respect of the loan are legal and there is no prejudice to the interests of the Company and its shareholders, in particular small and medium shareholders.

LETTER FROM THE BOARD

(2) Provision of guarantee in respect of Fushang Yuanchuang (an investee company) in proportion to equity interest

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve a proposal in relation to provision of guarantee to Fushang Yuanchuang, an investee company of the Company, in proportion to equity interest, and to authorize the management of the Company and/or its authorized persons to determine and adjust the specific arrangements of the guarantee within the reported and approved limit and sign the relevant legal documents. Details of the proposal are as follows:

A. Overview of the guarantee

According to the business plan of Fushang Yuanchuang, Fushang Yuanchuang proposes to apply to commercial banks for a comprehensive credit line in an aggregate principal of no more than RMB60 million (inclusive). The term of a single loan under such credit line shall be no more than three years and the annualized interest rate shall be no more than the LPR announced by the National Interbank Funding Center plus 60 basis points (inclusive). To provide additional credit to such credit line, each of the Company and Mr. Weibo Wang proposes to provide guarantee for the debts under the above credit line in proportion to their respective equity interests in Fushang Yuanchuang. The scope of the guarantee includes the principal, interest and other fees payable by Fushang Yuanchuang to commercial banks within the above credit line, among which, the Company proposes to provide joint and several guarantees for debts with a principal of no more than RMB12 million (inclusive) (the “**Guarantee**”), and Mr. Weibo Wang proposes to provide joint and several guarantees and pledge guarantees for debts with a principal of no more than RMB48 million (inclusive).

SSE Listing Rules Implications

As of 24 June 2022 (the date of approval of this Guarantee by the Board), the amount of all external guarantees of the Group amounted to 58.16% of the Group’s audited net assets attributable to shareholders of the listed company as at 31 December 2021. Therefore, in accordance with the SSE Listing Rules, the Guarantee amount is subject to the approval of the general meeting of the Company.

Hong Kong Listing Rules Implications

Neither Fushang Yuanchuang nor Mr. Weibo Wang is a connected person of the Company under the Hong Kong Listing Rules. Under Chapter 14 of the Hong Kong Listing Rules, the applicable percentage ratios in respect of the financial assistance provided by the Group to Fushang Yuanchuang are less than 5% and therefore, the Guarantee does not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules or a connected transaction under Chapter 14A of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

The Guarantee shall be valid from the date of approval at the Company's general meeting until the earliest of the following two dates:

1. The date of 2022 annual general meeting of the Company;
2. The date on which any resolution is passed at any general meeting of the Company revoking or varying the authorization referred to in this proposal.

B. *Basic information of Fushang Yuanchuang*

Fushang Yuanchuang was established in March 2022 and the place of incorporation is Chongqing, with Mr. Weibo Wang as its legal representative. The scope of business of Fushang Yuanchuang is the development of medical research and experiment, technology services, technology development, technology consultation, technology exchange, technology transfer and technology promotion (except for special projects subject to approval according to law, the business activities can be carried out independently in accordance with the business license and the law). Fushang Yuanchuang is principally engaged in the research and development of small molecule innovative drugs, focusing on therapeutic areas with unmet clinical needs. As at the Latest Practicable Date, Fushang Yuanchuang had a registered capital of RMB10 million, of which Mr. Weibo Wang holds 80% of its equity interest and Fosun Pharma Industrial, a subsidiary of the Company, holds 20% of its equity interest.

According to the management statement of Fushang Yuanchuang (on an individual basis, unaudited), as at 31 May 2022, the total assets of Fushang Yuanchuang amounted to RMB8.03 million, equity attributable to shareholders amounted to RMB8.03 million and total liabilities amounted to RMB0.0009 million. From March to May 2022, Fushang Yuanchuang realized an operating revenue of RMB0 and a net profit of RMB0.02 million.

C. *Signing of agreements in relation to the Guarantee*

As at the Latest Practicable Date, the parties have not signed any agreement in respect of the Guarantee and the principal debt involved therein.

D. *Opinion of the Board*

As the Guarantee will be provided by the Company to Fushang Yuanchuang, an investee company, in proportion to its equity interest (i.e. 20%) and the purpose of the financing involved in the Guarantee is to satisfy the needs of Fushang Yuanchuang's pharmaceutical development and innovation, the risk of the Guarantee will be relatively under control based on the current assets and liabilities level of Fushang Yuanchuang. Therefore, the Board approved the Guarantee and presented the Guarantee to the general meeting for approval.

LETTER FROM THE BOARD

E. Opinions of the independent non-executive Directors

The independent non-executive Directors of the Company expressed the following independent opinions on the Guarantee: as the Guarantee will be provided by the Company to Fushang Yuanchuang, an investee company, in proportion to its equity interest, and the purpose of the guaranteed debt is to satisfy the needs of Fushang Yuanchuang's pharmaceutical development and innovation, they approve the Guarantee. The voting procedures of the Board in respect of the Guarantee are legal and there is no prejudice to the interests of the Company and its shareholders, in particular small and medium shareholders.

F. Cumulative number of external guarantees and overdue guarantees

As at the Latest Practicable Date, the actual amount of external guarantees provided by the Group amounted to approximately RMB22,806.79 million (of which the amounts in USD and EUR have been translated at the mid-rate of the RMB exchange rate announced by the People's Bank of China on the Latest Practicable Date), representing approximately 58.19% of the Group's audited net assets attributable to shareholders of the listed company as at 31 December 2021. All such guarantees were provided by the Company for its subsidiaries or provided among its subsidiaries.

As at the Latest Practicable Date, the Group had no overdue guarantees.

(3) Amendments to the Articles of Association

Reference is made to the Announcement in relation to the proposed amendments to the Articles of Association. In light of updates in the applicable laws and regulations and regulatory documents, after taking into account the actual circumstances of the Company, the Board has proposed certain amendments to the Company's Articles of Association. The proposed Amendments to the Articles of Association is subject to approval of the Shareholders at the EGM by way of a special resolution. The amended Articles of Association will become effective upon the approval by the Shareholders at the EGM. Apart from the proposed Amendments to the Articles of Association, other articles of the Articles of Association remain unchanged. Details of the proposed Amendments to the Articles of Association are set out in Appendix I to this circular.

The Company's legal advisers have confirmed that the proposed Amendments to the Articles of Association are in compliance with the requirements of the Hong Kong Listing Rules and the relevant PRC laws and regulations. The Company also confirmed that there is nothing unusual about the proposed Amendments to the Articles of Association for a company listed in Hong Kong.

A special resolution will be proposed at the EGM to consider and approve the proposed Amendments to the Articles of Association for the Shareholders' consideration and approval.

LETTER FROM THE BOARD

(4) Amendments to Procedural Rules for General Meetings

A special resolution will be proposed at the EGM to pass the proposed Amendments to Procedural Rules for General Meetings for the Shareholders' consideration and approval. The proposed Amendments to Procedural Rules for General Meetings are set out in Appendix II to this circular.

(5) Amendments to Procedural Rules of the Board

A special resolution will be proposed at the EGM to pass the proposed Amendments to Procedural Rules of the Board for the Shareholders' consideration and approval. The proposed Amendments to Procedural Rules of the Board are set out in Appendix III to this circular.

(6) Election of executive Director

Conditional upon resolution No. (3) (Amendments to the Articles of Association) being passed at the EGM, the Board nominated Mr. Wen Deyong as the candidate for executive Director of the Company and proposed for his election at the EGM.

Pursuant to the Company Law, other relevant laws and regulations and the Articles of Association, the terms of office of Mr. Wen Deyong as an executive Director shall be effective upon the approval of the Shareholders at the EGM and end on the expiration of the term of ninth session of the Board.

Biographical details of Mr. Wen Deyong, the candidate for executive Director, as at the Latest Practicable Date are set out in Appendix IV to this circular.

III. EGM

The EGM will be held at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC at 1:30 p.m. on Wednesday, 10 August 2022. Notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular, and the form of proxy for the EGM is enclosed therewith and also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.fosunpharma.com>).

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of H Shareholders to attend and vote at the aforesaid EGM, the register of members of the Company for H Shares will be closed from Friday, 5 August 2022 to Wednesday, 10 August 2022, both days inclusive. In order to qualify for attending and voting at the EGM, unregistered H Shareholders should ensure that all transfer documents for H Shares together with the relevant share certificates should be lodged for registration with the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 4 August 2022.

LETTER FROM THE BOARD

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all resolutions put forward at the EGM will be voted on by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company in accordance with Rule 13.39(5) of the Hong Kong Listing Rules after the EGM.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VII. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions set out in the notice of EGM are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions proposed at the EGM.

VIII. ADDITIONAL INFORMATION

Your attention is drawn to other sections of and the appendices to this circular.

By order of the Board
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
Wu Yifang
Chairman

* *For identification purposes only*

In light of updates in the applicable laws and regulations and regulatory documents, after taking into account the actual circumstances of the Company, the proposed Amendments to the Articles of Association are as follow:

Original	Revised
<p>Article 1 Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (hereinafter as “the Company”) was established as a joint stock limited company according to the Company Law, the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies and other relevant laws, administrative legislation, rules and regulations.</p> <p>.....</p>	<p>Article 1 Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (hereinafter as “the Company”) was established as a joint stock limited company according to the Company Law, <u>the Securities Law</u>, the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies and other relevant laws, administrative legislation, rules and regulations.</p> <p>.....</p> <p><u>The Company shall establish an organization of the Communist Party to carry out the activities of the party in accordance with the charter of the Communist Party of China. The Company shall provide the necessary conditions for the activities of the party organization.</u></p>
<p>Article 24 The registered capital of the Company is Renminbi two billion and five hundred and sixty-two million and eight hundred and ninety-eight thousand and five hundred and forty-five (2,562,898,545) Yuan.</p> <p>Changes in registered capital of the Company shall be registered with the competent administration for industrial and commerce.</p>	<p>Article 24 The registered capital of the Company is Renminbi two billion and five hundred and sixty-two million and eight hundred and ninety-eight thousand and five hundred and forty-five (2,562,898,545) Yuan.</p> <p>Changes in registered capital of the Company shall be registered with the competent <u>authority for market regulation</u>.</p>

Original	Revised
<p>Article 25 The Company may approve the increase in capital in accordance with its business and development needs and subject to the relevant provisions of these Articles of Association.</p> <p>The Company can increase its capital by the following ways:</p> <p>(1) offering new shares to non-specific investors;</p> <p>(2) placing new shares to the existing shareholders;</p> <p>(3) issuing new shares to existing shareholders;</p> <p>(4) other means that are allowed by laws and administrative regulations.</p> <p>Issues of new shares by the Company shall be subject to approval as prescribed by these Articles of Association of the Company and shall follow the procedures specified in the relevant laws and administrative regulations of the State.</p>	<p>Article 25 The Company may approve the increase in capital in accordance with its business and development needs and subject to the relevant provisions of these Articles of Association.</p> <p>The Company can increase its capital by the following ways:</p> <p>(1) <u>offering shares to the public;</u></p> <p>(2) <u>privately offering shares;</u></p> <p>(3) placing new shares to the existing shareholders;</p> <p>(4) issuing new shares to existing shareholders;</p> <p>(5) <u>conversion of common reserve fund into capital;</u></p> <p>(6) other means that are allowed by laws and administrative regulations.</p> <p>Issues of new shares by the Company shall be subject to approval as prescribed by these Articles of Association of the Company and shall follow the procedures specified in the relevant laws and administrative regulations of the State.</p>
<p>Article 29 The Company may, under the following circumstances, repurchase its own shares pursuant to laws, administrative regulations, departmental regulations, these Articles of Association and the relevant rules of securities regulatory authorities of the location where the Company’s shares are listed:</p> <p>....</p> <p>The shares of the Company repurchased pursuant to item (3), (5) and (6) of this Article in aggregate shall not exceed ten percent (10%) of the total shares issued by the Company; and the shares repurchased shall be transferred or cancelled within three (3) years after publishing announcement on the repurchase result and share changes.</p> <p>.....</p>	<p>Article 29 <u>The Company may not repurchase its own shares except pursuant to laws, administrative regulations, departmental regulations, these Articles of Association and the relevant rules of securities regulatory authorities of the location where the Company’s shares are listed under one of the following circumstances:</u></p> <p>....</p> <p>The shares of the Company repurchased pursuant to item (3), (5) and (6) of this Article in aggregate shall not exceed <u>ten percent (10%)</u> of the total shares issued by the Company; and the shares repurchased shall be transferred or cancelled within three (3) years after publishing announcement on the repurchase result and share changes.</p> <p>.....</p>

Original	Revised
<p>Article 37 If the directors, supervisors, senior management members and shareholders holding more than five percent (5%) of the total shares of the Company sell the shares or other securities of equity nature held thereby within six (6) months after buying the same or buy shares or other equity securities within 6 months after selling the same, the earnings arising therefrom shall belong to the Company and the Board of the Company will take back the said earnings. However, if a securities company comes to hold more than five percent (5%) of the shares by buying the shares remaining after an exclusive sale, the said six (6)-month limitation shall not apply to the selling of such shares, except as otherwise required by the securities regulatory authorities of the State Council.</p> <p>....</p> <p>If the Board of the Company fails to comply with the provision of the preceding paragraph, the shareholders shall have the right to require the Board to execute the provision within thirty (30) days. If the Board fails to execute the provision within the aforesaid period, the shareholders shall have the right to directly institute legal proceedings in their own names for the interest of the Company at the People’s court.</p> <p>....</p>	<p>Article 37 If the directors, supervisors, senior management members and shareholders holding more than five percent (5%) of the total shares of the Company sell the shares or other securities of equity nature held thereby within six (6) months after buying the same or buy shares or other equity securities within 6 months after selling the same, the earnings arising therefrom shall belong to the Company and the Board of the Company will take back the said earnings. However, <u>the provisions herein shall not apply to</u> a securities company <u>which</u> comes to hold more than five percent (5%) of the shares by <u>buying</u> the shares remaining after an exclusive sale, <u>and the selling</u> otherwise required by the securities regulatory authorities of the State Council.</p> <p>....</p> <p>If the Board of the Company fails to comply with the provision <u>in the first paragraph</u>, the shareholders shall have the right to require the Board to execute the provision within thirty (30) days. If the Board fails to execute the provision within the aforesaid period, the shareholders shall have the right to directly institute legal proceedings in their own names for the interest of the Company at the People’s court.</p> <p>....</p>
<p>Article 65 The shareholders’ general meeting is the governing body of the Company and performs the following functions:</p> <p>....</p> <p>(13) Considering the Company’s purchase or disposal of major assets within one year with a transaction amount exceeding 30% of the latest audited total assets of the Company (other than asset disposals between the Company and its holding subsidiaries, and among the holding subsidiaries);</p> <p>....</p> <p>(15) Considering equity incentive plans;</p> <p>....</p>	<p>Article 65 The shareholders’ general meeting is the governing body of the Company and performs the following functions:</p> <p>....</p> <p>(13) Considering the Company’s purchase or disposal of major assets within one year with a transaction amount exceeding <u>thirty percent (30%)</u> of the latest audited total assets of the Company (other than asset disposals between the Company and its holding subsidiaries, and among the holding subsidiaries);</p> <p>....</p> <p>(15) Considering equity incentive plans <u>and employee share ownership schemes;</u></p> <p>....</p>

Original	Revised
<p>Article 66 The following guarantees to be given by the Company and its controlled subsidiaries to external parties shall be considered and approved by the shareholders’ general meeting:</p> <p>(1) A guarantee in a single amount in excess of ten percent (10%) of the Company’s latest audited net assets;</p> <p>(2) A guarantee to be provided in favour of a party with an asset-liability ratio in excess of seventy percent (70%);</p> <p>(3) Any guarantee provided after the total amount of external guarantee provided by the Company, according to the twelve (12) consecutive months accumulative calculation principle for the amount of guarantee, has exceeded thirty (30%) of the Company’s latest audited total assets;</p> <p>(4) Any guarantee provided after the total amount of external guarantee provided by the Company and its holding subsidiaries, according to the twelve (12) consecutive months accumulative calculation principle for the amount of guarantee, has exceeded fifty (50%) of the Company’s latest audited net assets;</p> <p>(5) The guarantees to be provided in favour of shareholders, de facto controllers and the affiliated parties thereof (other than the guarantees between the Company and its holding subsidiaries, or among the Company’s holding subsidiaries);</p> <p>(6) other guarantee which, as required by the laws, regulations, listing rules of relevant stock exchange or by the Company’s Articles of Association, must be approved by the shareholders’ general meeting.</p> <p>....</p>	<p>Article 66 The following guarantees to be given by the Company and its controlled subsidiaries to external parties shall be considered and approved by the shareholders’ general meeting:</p> <p>(1) A guarantee in a single amount in excess of ten percent (10%) of the Company’s latest audited net assets;</p> <p>(2) A guarantee to be provided in favour of a party with an asset-liability ratio in excess of seventy percent (70%);</p> <p>(3) <u>Any guarantee provided after the total amount of external guarantee provided by the Company and its holding subsidiaries</u> has exceeded thirty percent (30%) of the Company’s latest audited total assets;</p> <p>(4) Any guarantee provided after the total amount of external guarantee provided by the Company and its holding subsidiaries has exceeded fifty (50%) of the Company’s latest audited net assets;</p> <p>(5) <u>The guarantees in respect of the amount of external guarantee provided by the Company and its holding subsidiaries, according to the twelve (12) consecutive months accumulative calculation principle for the amount of guarantee, has exceeded thirty percent (30%) of the Company’s latest audited total assets;</u></p> <p>(6) The guarantees to be provided in favour of shareholders, de facto controllers and the affiliated parties thereof (other than the guarantees between the Company and its holding subsidiaries, or among the Company’s holding subsidiaries);</p> <p>(7) other guarantee which, as required by the laws, regulations, listing rules of relevant stock exchange or by the Company’s Articles of Association, must be approved by the shareholders’ general meeting.</p> <p>....</p>

Original	Revised
<p>Article 71 If shareholders require the convening of an extraordinary general meeting or a class general meeting, the following procedures shall be followed:</p> <p>....</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such general meeting within five (5) days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholder(s) shall be obtained.</p> <p>....</p>	<p>Article 71 If shareholders require the convening of an extraordinary general meeting or a class general meeting, the following procedures shall be followed:</p> <p>....</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such general meeting within five (5) days after receipt of the said request. In the event of any change to the original <u>request</u> set forth in the notice, the consent of the relevant shareholder(s) shall be obtained.</p> <p>....</p>
<p>Article 72 When the Supervisory Committee decides to convene a general meeting on its own, it shall notify the Board in writing and file the same with the agency appointed by CSRC and the stock exchange at the place where the Company is located.</p> <p>....</p> <p>For general meetings convened and presided over by shareholders, the convening shareholders shall, upon issuing a notice of the general meeting and announcing the resolutions thereof, submit the relevant evidential documentation to the agency appointed by CSRC and the stock exchange at the place where the Company is located.</p>	<p>Article 72 When the Supervisory Committee decides to convene a general meeting on its own, it shall notify the Board in writing <u>and file the same in accordance with the requirements of stock exchanges at the location where the Company's shares are listed.</u></p> <p>....</p> <p>For general meetings convened and presided over by <u>the Supervisory Committee or</u> shareholders, <u>the Supervisory Committee or</u> the convening shareholders shall, upon issuing a notice of the general meeting and announcing the resolutions thereof, <u>submit the relevant evidential documentation in accordance with the requirements of stock exchanges at the location where the Company's shares are listed.</u></p>
<p>Article 78 Notice of the general meeting and shall include the following contents:</p> <p>....</p> <p>(11) In the event that the general meeting is conducted online or in other ways, the time and procedures for voting via internet or by other ways shall be specifically stated in the notice of the general meeting.</p>	<p>Article 78 Notice of the general meeting and shall include the following contents:</p> <p>....</p> <p><u>(11) the time and procedures for voting via internet or by other ways.</u></p>
<p>Article 79 The notice of a general meeting shall be sent to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members.</p>	<p>Article 79 The notice of a general meeting shall be sent to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of <u>the recipients</u> shall be such addresses as shown in the register of members.</p>

Original	Revised
<p>Article 102 There shall be two types of resolutions of shareholders’ general meetings, namely ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be passed by votes representing more than one-half (1/2) of the voting rights represented by the shareholders (including proxies) present at the meeting in favour of the resolution.</p> <p>....</p>	<p>Article 102 There shall be two types of resolutions of shareholders’ general meetings, namely ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be passed by votes representing <u>more than half</u> of the voting rights represented by the shareholders (including proxies) present at the meeting in favour of the resolution.</p> <p>....</p>
<p>Article 103 When a shareholder (including proxy) votes at a shareholder’s general meeting by exercising his/her voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote.</p> <p>The shares held by the Company have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>The Board, Independent Non-Executive Directors and shareholders who are qualified under the relevant conditions may canvass shareholders for votes.</p> <p>Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders’ voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p> <p>.....</p>	<p>Article 103 When a shareholder (including proxy) votes at a shareholder’s general meeting by exercising his/her voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote.</p> <p>The shares held by the Company have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p><u>If a shareholder buys shares with voting rights of the Company in violation of paragraph 1 and paragraph 2 of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion may not be exercised for a period of thirty-six (36) months after the buying, and shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</u></p> <p>The Board, Independent Non-Executive Director(s)₂ <u>shareholder(s) who hold more than one percent (1%) of voting shares or Investor Protection Organization(s) established pursuant to laws, administrative regulations or the provisions of the CSRC</u> may canvass shareholders for votes.</p> <p>Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders’ voting rights is prohibited. <u>Except for statutory conditions</u>, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p> <p>.....</p>

Original	Revised
<p>Article 109 The following matters shall be approved by special resolutions of a general meeting:</p> <p>....</p> <p>(3) any spin-off, merger, dissolution, and liquidation of the Company;</p> <p>....</p> <p>(6) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries, calculated according to the twelve (12) consecutive months accumulative principle for the amount of guarantees, has exceeded thirty percent (30%) of the Company's latest total audited assets;</p> <p>....</p>	<p>Article 109 The following matters shall be approved by special resolutions of a general meeting:</p> <p>....</p> <p>(3) the spin-off, demerger, merger, dissolution and liquidation of the Company;</p> <p>....</p> <p>(6) any guarantee provided after the amount of external guarantees provided by the Company and its controlled subsidiaries, calculated according to the twelve (12) consecutive months accumulative principle for the amount of guarantees, has exceeded thirty percent (30%) of the Company's latest total audited assets;</p> <p>....</p>
<p>Article 111 The Company shall provide conveniences to shareholders to facilitate their participation in general meetings through various means and approaches, including modern information technology such as online voting platform, provided that the legality and validity of the general meeting are assured.</p>	<p>Article 111 The Company shall provide conveniences to shareholders to facilitate their participation in general meetings through online voting, provided that the legality and validity of the general meeting are assured. Shareholders who participate in a general meeting through the above means are deemed to be present.</p>
<p>Article 112 The lists of candidates for election of Directors and supervisors shall be submitted to the relevant general meetings in the form of motion for voting. Methods of and procedures for nominating a candidate for Director or supervisor shall be:</p> <p>....</p> <p>(3) The manner and procedure for the nomination of Independent Non-Executive Director shall be executed in compliance to the relevant requirements of the law, administrative regulations and departmental rules.</p> <p>For voting at a general meeting in relation to the election of Directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of these Articles of Association or a resolution of the general meeting.</p> <p>....</p>	<p>Article 112 The lists of candidates for election of Directors and supervisors shall be submitted to the relevant general meetings in the form of motion for voting. Methods of and procedures for nominating a candidate for Director or supervisor shall be:</p> <p>....</p> <p>(3) The manner and procedure for the nomination of Independent Non-Executive Director shall be executed in compliance to the relevant requirements of the law, administrative regulations and departmental rules.</p> <p>For voting at a general meeting in relation to the election of Directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of these Articles of Association or a resolution of the general meeting. <u>The cumulative voting system shall be adopted when a single shareholder of the Company and the persons acting in concert are interested in thirty percent (30%) or above of the shares.</u></p> <p>....</p>

Original	Revised
<p>Article 115 Before a resolution is voted on at the general meeting, two representatives of the shareholders shall be elected as counting officers and scrutinizers. In case any shareholder who is interested in the matter under consideration, their proxies shall not participate in vote counting or scrutinizing.</p> <p>... ..</p>	<p>Article 115 Before a resolution is voted on at the general meeting, two representatives of the shareholders shall be elected as counting officers and scrutinizers. In case any shareholder who is <u>related to</u> the matter under consideration, their proxies shall not participate in vote counting or scrutinizing.</p> <p>... ..</p>
<p>Article 122 The resolutions of a general meeting shall be announced promptly, and shall indicate the number of shareholders and proxies attended the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of voting shares in the Company, the voting method, and the voting results in respect of each motion and the details of each resolution passed.</p> <p>... ..</p>	<p>Article 122 The resolutions of a general meeting shall be announced promptly, and shall indicate the number of shareholders and proxies attended the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of voting shares in the Company, the voting method, the voting results in respect of each motion and the details of each resolution passed, <u>and the information as required by stock exchanges at the location where the Company's shares are listed.</u></p> <p>... ..</p>
<p>Article 134 Directors of the Company shall be natural persons. A person may not serve as a Director of the Company in case of any of the following circumstances:</p> <p>... ..</p> <p>(6) a person who has been prohibited from entering the securities market by the CSRC, and the term of such prohibition has not expired;</p> <p>(7) a non-natural person;</p> <p>(8) Such other circumstances prescribed by laws, administrative regulations and departmental rules.</p> <p>... ..</p>	<p>Article 134 Directors of the Company shall be natural persons. A person may not serve as a Director of the Company in case of any of the following circumstances:</p> <p>... ..</p> <p>(6) a person who has been prohibited from entering the securities market <u>due to the measures taken</u> by the CSRC, and the term of such prohibition has not expired;</p> <p><u>(7) a person publicly deemed by a stock exchange as unsuitable to serve as a director, supervisor and senior management of a listed company, and the relevant limitation period has not expired;</u></p> <p>(8) a non-natural person;</p> <p>(9) Such other circumstances prescribed by laws, administrative regulations and departmental rules</p> <p>... ..</p>
<p>Article 143 Independent Non-Executive Directors shall act in compliance with the relevant provisions of the law, administrative regulations and departmental rules.</p>	<p>Article 143 Independent Non-Executive Directors shall act in compliance with the relevant provisions of the law, administrative regulations <u>and the rules of securities regulatory authorities and stock exchanges at the location where the Company's shares are listed.</u></p>

Original	Revised
<p>Article 145 The Board shall consist of eleven (11) Directors, of which: external Directors (referring to Directors which are not employed by the Company) shall account for one-half (1/2) or more of the number of Directors in the Board, Independent Non-Executive Directors (referring to Directors which are independent from the Company’s shareholders and not employed within the Company) shall account for one-third (1/3) or more of the number of Directors in the Board, and at least one Independent Non-Executive Director shall be an accounting professional.</p>	<p>Article 145 The Board shall consist of twelve (12) Directors, of which: external Directors (referring to Directors which are not employed by the Company) shall account for one-half (1/2) or more of the number of Directors in the Board, Independent Non-Executive Directors (referring to Directors which are independent from the Company’s shareholders and not employed within the Company) shall account for one-third (1/3) or more of the number of Directors in the Board, and at least one Independent Non-Executive Director shall be an accounting professional.</p>
<p>Article 153 The Board shall review and determine the act of asset disposals of the Company and its controlled subsidiaries, except assets disposals which shall be considered by shareholders’ general meeting. Material asset disposals shall be submitted to shareholders’ general meeting for consideration upon consideration and approval by the Board.</p> <p>.....</p> <p>External guarantees of the Company and its controlled subsidiaries, except for those which shall be considered by the shareholders’ general meeting, must be reviewed by the Board. External guarantees which shall be reviewed by the Board, shall be reviewed, agreed and resolved upon by more than two-thirds (2/3) of the Directors present at the Board meeting. In case of the approval of external guarantees by a general meeting and a Board meeting in violation of these Articles of Association, the responsible person shall be held responsible for the corresponding legal responsibility and economic responsibility.</p> <p>.....</p>	<p>Article 153 The Board shall review and determine the act of asset disposals of the Company and its controlled subsidiaries, except assets disposals which shall be considered by shareholders’ general meeting. Material asset disposals shall be submitted to shareholders’ general meeting for consideration upon consideration and approval by the Board.</p> <p>.....</p> <p>External guarantees of the Company and its controlled subsidiaries, except for those which shall be considered by the shareholders’ general meeting, must be reviewed by the Board. External guarantees which shall be reviewed by the Board, shall be reviewed, agreed and resolved upon by more than two-thirds (2/3) of the Directors present at the Board meeting. <u>In the event of violation of the approval authorization or review procedure of external guarantees by a general meeting and a Board meeting as prescribed in these Articles of Association</u>, the responsible person shall be held responsible for the corresponding legal responsibility and economic responsibility.</p> <p>.....</p>
<p>Article 167 Circumstances in which a person shall not serve as a Director as mentioned in Article 134 of these Articles of Association, shall also apply to senior management members.</p> <p>.....</p>	<p>Article 167 Circumstances in which a person shall not serve as a Director as mentioned in Article 134 of these Articles of Association, shall also apply to senior management members.</p> <p>.....</p> <p><u>Senior management members of the Company shall perform their duties honestly and protect the best interests of the Company and all shareholders. Senior management members of the Company shall be liable for compensation according to law for the damages caused to the interests of the Company and public shareholders due to failure to perform their duties honestly or violation of their fiduciary obligations.</u></p>

Original	Revised
<p>Article 168 Personnel who perform administrative duties other than those of Directors and supervisors in the units of controlling shareholder of the Company shall not serve as senior management members of the Company.</p>	<p>Article 168 Personnel who perform administrative duties other than those of Directors and supervisors in the units of controlling shareholder of the Company shall not serve as senior management members of the Company.</p> <p><u>Senior management members of the Company are to be remunerated only by the Company and are not to be remunerated by the units under the Company’s controlling shareholder on behalf of the Company.</u></p>
<p>Article 175 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His primary duties are:</p> <p>(1) to ensure that the Company has complete organisational documents and records;</p> <p>.....</p> <p>(3) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents are furnished with such records and documents in a prompt manner.</p>	<p>Article 175 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His primary duties are:</p> <p>(1) to <u>be responsible for the preparation of general meetings and board meetings of the Company, and</u> ensure that the Company has complete organisational documents and records;</p> <p>.....</p> <p>(3) to <u>be responsible for the management of the information of shareholders of the Company, and</u> ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents are furnished with such records and documents in a prompt manner;</p> <p><u>(4) to handle matters such as information disclosure;</u></p> <p><u>(5) other duties to be performed as required by relevant laws, administrative regulations and the requirements of security regulatory authorities and stock exchanges at the location where the Company’s shares are listed.</u></p>

Original	Revised
<p>Article 214 The Company shall submit its annual financial reports to the CSRC and the domestic and overseas stock exchanges within four (4) months upon the expiration of each fiscal year, its half-year financial reports to the agency of the CSRC and the domestic and overseas stock exchanges within two (2) months upon the expiration of the first six (6) months of each fiscal year, and the quarterly reports to the agency of the CSRC and the domestic and overseas stock exchanges within one (1) month upon the expiration of the first three (3) and first nine (9) months of each fiscal year respectively.</p> <p>The aforesaid financial reports shall be prepared in compliance with the provisions of relevant laws, administrative regulations and departmental rules.</p>	<p>Article 214 The Company shall submit <u>and disclose</u> its annual reports to the CSRC and the domestic and overseas stock exchanges within four (4) months upon the expiration of each fiscal year, its <u>interim reports</u> to the agency of the CSRC and the domestic and overseas stock exchanges within two (2) months upon the expiration of the first six (6) months of each fiscal year, <u>and its quarterly reports in accordance with relevant requirements of the stock exchanges at the location where the Company’s shares are listed.</u></p> <p>The aforesaid financial reports shall be prepared in compliance with the provisions of relevant laws, administrative regulations <u>and the rules of securities regulatory authorities and stock exchanges at the location where the Company’s shares are listed.</u></p>
<p>Article 259 The Company shall be dissolved upon the following reasons:</p> <p>... ..</p> <p>(5) the dissolution is requested by the People’s court in accordance with Article 183 of the Company Law.</p>	<p>Article 259 The Company shall be dissolved upon the following reasons:</p> <p>... ..</p> <p>(5) the dissolution is requested by the People’s court in accordance with <u>Article 182</u> of the Company Law.</p>
<p>Article 276 Definitions</p> <p>... ..</p> <p>(6) Asset Disposal, refers to acts including (but not limited to) purchase or sale of assets and businesses, appointing or being appointed of management of assets and businesses, donating or receiving assets as a gift, lease in or rental of assets, making investment in establishing legal person entities or purchasing legal person entities or subscribing shares issued by legal person entities, entrusted financing.</p> <p>... ..</p>	<p>Article 276 Definitions</p> <p>... ..</p> <p>(6) Asset Disposal, refers to acts including (but not limited to) purchase or sale of assets and businesses, appointing or being appointed of management of assets and businesses, donating <u>(including external donations)</u> or receiving assets as a gift, lease in or rental of assets, making investment in establishing legal person entities or purchasing legal person entities or subscribing shares issued by legal person entities, entrusted financing.</p> <p>... ..</p>
<p>Article 278 These Articles of Association shall be written in Chinese, in the event of discrepancy between these Articles of Association and those of other language or different versions, the Chinese version of the articles of association latest approved and registered by the Shanghai Administration for Industry and Commerce shall prevail.</p>	<p>Article 278 These Articles of Association shall be written in Chinese, in the event of discrepancy between these Articles of Association and those of other language or different versions, the Chinese version of the articles of association latest approved and registered by the Shanghai Administration for <u>Market Regulation</u> shall prevail.</p>
<p>Article 279 In these Articles of Association, the terms “more than”, “within” and “less than” shall include the figure itself, while “no more than”, “no less than”, “below”, “above”, “exceeding” do not include the figure itself.</p>	<p>Article 279 In these Articles of Association, the terms “more than”, “within” and “less than” shall include the figure itself, while “no more than”, “no less than”, “below”, “above”, “exceeding”, <u>“more than half”</u> do not include the figure itself.</p>

Save for the above amendments, the other articles of the main body of the Articles of Association remain unchanged.

In case of any discrepancy or inconsistency between Chinese version and its English translation, the Chinese version shall prevail.

APPENDIX II AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS

In light of updates in the applicable laws and regulations and regulatory documents, after taking into account the actual circumstances of the Company, the proposed amendments to the Procedural Rules for General Meetings are as follows:

Original	Revised
<p>Article 1 The general meeting shall be the highest organ of authority of the Company. To ensure the exercise of the functions and powers of the general meetings according to law, these Rules are formulated in accordance with relevant laws, regulations and regulatory documents such as the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China”, the “Governance Standards for Listed Companies” as well as the “Articles of Association of Shanghai Fosun Pharmaceutical (Group) Company Limited” (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 The general meeting shall be the highest organ of authority of the Company. To ensure the exercise of the functions and powers of the general meetings according to law, these Rules are formulated in accordance with relevant laws, regulations and regulatory documents such as the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” <u>(hereinafter referred to as the “Securities Law”)</u>, the “Governance Standards for Listed Companies” as well as the “Articles of Association of Shanghai Fosun Pharmaceutical (Group) Company Limited” (hereinafter referred to as the “Articles of Association”).</p>
<p>Article 10 When the Supervisory Committee or shareholders decides to convene a general meeting on its/ their own, it/they shall notify the Board in writing and file the same with the agency appointed by CSRC and the stock exchange at the place where the Company is located.</p> <p>Prior to the announcement of the resolution of the general meeting, the shareholding of the shareholders who convene the meeting shall not be less than 10%.</p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of the general meeting and announcing the resolutions thereof, submit the relevant evidential documentation to the agency appointed by CSRC and the stock exchange at the place where the Company is located.</p>	<p>Article 10 When the Supervisory Committee or shareholders decides to convene a general meeting on its/ their own, it/they shall notify the Board in writing <u>and file the same in accordance with the requirements as required by the rules of stock exchanges at the location where the Company’s shares are listed.</u></p> <p>Prior to the announcement of the resolution of the general meeting, the shareholding of the shareholders who convene the meeting shall not be less than 10%.</p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of the general meeting and announcing the resolutions thereof, <u>submit the relevant evidential documentation in accordance with the requirements as required by the rules of stock exchanges at the location where the Company’s shares are listed.</u></p>
<p>Article 18 The notice of general meeting shall be issued in writing and include the following contents:</p> <p>.....</p> <p>(10) In the event that the general meeting is conducted online or in other ways, the time and procedures for voting via internet or by other ways shall be specifically stated in the notice of the general meeting.</p> <p>.....</p>	<p>Article 18 The notice of general meeting shall be issued in writing and include the following contents:</p> <p>.....</p> <p>(10) <u>The time and procedures for voting via internet or by other ways.</u></p> <p>.....</p>

APPENDIX II AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS

Original	Revised
<p>Article 20 The notice of a general meeting shall be delivered to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by announcement or by hand or by prepaid mail; if by hand or by prepaid mail, it will be sent to the addresses of the shareholders as shown in the register of members of the Company.</p> <p>The announcement referred to in the preceding paragraph shall be disclosed on the media designated by the securities regulatory authorities of the State Council within the notice period of the shareholder's general meeting specified in Article 15 of these Rules. Once such announcement is made, all holders of the domestic-invested shares shall be deemed to have received the notice of the general meeting. The announcement, notice and circular of general meeting for overseas-listed foreign-invested shareholders may be issued on the website of the SEHK and the Company, or published in one or more newspapers designated thereby. Once such an announcement is made, all holders of the overseas-listed foreign-invested shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p>Article 20 The notice of a general meeting shall be delivered to shareholders (regardless of whether or not they are entitled to vote at the general meeting) by announcement or by hand or by prepaid mail; if by hand or by prepaid mail, it will be sent to the addresses of the shareholders as shown in the register of members of the Company.</p> <p>The announcement referred to in the preceding paragraph shall be disclosed <u>on the media which are qualified under the relevant conditions of the CSRC and the website of the Shanghai Stock Exchange</u> within the notice period of the shareholder's general meeting specified in Article 15 of these Rules. Once such announcement is made, all holders of the domestic-invested shares shall be deemed to have received the notice of the general meeting. The announcement, notice and circular of general meeting for overseas-listed foreign-invested shareholders may be issued on the website of the SEHK and the Company, or published in one or more newspapers designated thereby. Once such an announcement is made, all holders of the overseas-listed foreign-invested shares shall be deemed to have received the notice of the relevant general meeting.</p>
<p>Article 23 In the event that the general meeting is conducted online or in other ways, the time and procedures for voting via internet or by other ways shall be specifically stated in the notice of the general meeting.</p> <p>.....</p>	<p>Article 23 The time and procedures for voting via internet or by other ways shall be specifically stated in the notice of the general meeting.</p> <p>.....</p>
<p>Article 38 Minutes of a general meeting shall be recorded by the secretary to the Board and include the followings:</p> <p>.....</p> <p>The Directors attending the meeting, the Secretary to the Board, the convener or his/her representative, and the chairman of the meeting shall sign the minutes of the meeting and ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms for the proxies present at the meeting and the valid information relating to voting online and by other means shall be kept together for a term of no less than 10 years.</p>	<p>Article 38 Minutes of a general meeting shall be recorded by the secretary to the Board and include the followings:</p> <p>.....</p> <p>The Directors <u>and supervisors</u> attending the meeting, the Secretary to the Board, the convener or his/her representative, and the chairman of the meeting shall sign the minutes of the meeting and ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The minutes of the meeting and the signed attendance record of the shareholders who attended in person, the proxy forms for the proxies present at the meeting and the valid information relating to voting online and by other means shall be kept together for a term of no less than 10 years.</p>

APPENDIX II AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS

Original	Revised
<p>Article 42 The following matters shall be approved by special resolutions of a general meeting:</p> <p>.....</p> <p>(3) any spin-off, merger, dissolution, and liquidation of the Company;</p> <p>.....</p> <p>(6) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries, calculated according to the twelve (12) consecutive months accumulative principle for the amount of guarantees, has exceeded thirty percent (30%) of the Company’s latest total audited assets;</p> <p>.....</p>	<p>Article 42 The following matters shall be approved by special resolutions of a general meeting:</p> <p>.....</p> <p>(3) any spin-off, demerger, merger, dissolution, and liquidation of the Company;</p> <p>.....</p> <p>(6) any guarantee provided after the amount of external guarantees provided by the Company and its controlled subsidiaries, calculated according to the twelve (12) consecutive months accumulative principle for the amount of guarantees, has exceeded thirty percent (30%) of the Company’s latest total audited assets;</p> <p>.....</p>
<p>Article 44 When a shareholder (including proxy) votes at a shareholder’s general meeting by exercising his/her voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders’ general meeting, the votes by small and medium investors shall be counted individually. The individual counting results shall be publicly disclosed in a timely manner.</p> <p>.....</p> <p>The Board, independent non-executive directors and shareholders who are qualified under the relevant conditions may canvass shareholders for votes. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders’ voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>	<p>Article 44 When a shareholder (including proxy) votes at a shareholder’s general meeting by exercising his/her voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders’ general meeting, the votes by small and medium investors shall be counted individually. The individual counting results shall be publicly disclosed in a timely manner.</p> <p>.....</p> <p><u>If a shareholder buys shares in violation of paragraph 1 and paragraph 2 of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion may not be exercised for a period of 36 months after the buying, and shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</u></p> <p>The Board, independent non-executive directors, <u>shareholders who hold more than one percent (1%) of voting shares or Investor Protection Organizations established pursuant to laws, administrative regulations or the provisions of the CSRC</u> may canvass shareholders for votes. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders’ voting rights is prohibited. <u>Except for statutory conditions</u>, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>

APPENDIX II AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS

Original	Revised
<p>Article 46 The lists of candidates for election of Directors and supervisors shall be submitted to the relevant general meetings in the form of motion for voting. Methods of and procedures for nominating a candidate for Director or supervisor shall be:</p> <p>.....</p> <p>For voting at a general meeting in relation to the election of Directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association.</p> <p>.....</p>	<p>Article 46 The lists of candidates for election of Directors and supervisors shall be submitted to the relevant general meetings in the form of motion for voting. Methods of and procedures for nominating a candidate for Director or supervisor shall be:</p> <p>.....</p> <p>For voting at a general meeting in relation to the election of Directors and supervisors, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association. <u>The cumulative voting system shall be adopted when a single shareholder of the Company and the persons acting in concert are interested in thirty percent (30%) or above of the shares.</u></p> <p>.....</p>
<p>Article 49 Before a resolution is voted on at the general meeting, two representatives of the shareholders shall be elected as counting officers and scrutinizers. In case any shareholder who is interested in the matter under consideration, their proxies shall not participate in vote counting or scrutinizing.</p> <p>.....</p>	<p>Article 49 Before a resolution is voted on at the general meeting, two representatives of the shareholders shall be elected as counting officers and scrutinizers. In case any shareholder who is <u>related to</u> the matter under consideration, their proxies shall not participate in vote counting or scrutinizing.</p> <p>.....</p>
<p>Article 57 The resolutions of a general meeting shall be announced promptly, and shall indicate the number of shareholders and proxies attended the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of voting shares in the Company, the voting method, and the voting results in respect of each motion (including the individual counting of small and medium investors (if applicable)) and the details of each resolution passed.</p>	<p>Article 57 The resolutions of a general meeting shall be announced promptly, and shall indicate the number of shareholders and proxies attended the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of voting shares in the Company, the voting method, the voting results in respect of each motion (including the individual counting of small and medium investors (if applicable)) and the details of each resolution passed, <u>and the information as required by stock exchanges at the location where the Company's shares are listed.</u></p>
<p>Article 73 The announcement or notice in these Rules refers to the relevant information disclosure published on press designated by the CSRC. In the event that the text of an announcement or notice is too long, the Company may disclose summary of relevant information on the press designated by the CSRC, but full text shall be announced on the website designated by the CSRC at the same time.</p>	<p>Article 73 The announcement, <u>notice or supplementary notice of general meeting</u> in these Rules <u>refers to the relevant information disclosure published on the media which are qualified under the relevant conditions of the CSRC and the website of the stock exchange.</u></p>

APPENDIX II AMENDMENTS TO PROCEDURAL RULES FOR GENERAL MEETINGS

Save for the above amendments, the other articles of the Procedural Rules for General Meetings remain unchanged.

In case of any discrepancy or inconsistency between Chinese version and its English translation, the Chinese version shall prevail.

In light of updates in the applicable laws and regulations and regulatory documents, the proposed amendments to the Procedural Rules of the Board are as follows:

Original	Revised
<p>Article 3 The Board shall exercise the following functions and powers:</p> <p>(1) to convene and report its work to shareholders' general meetings;</p> <p>.....</p> <p>(10) to appoint or dismiss the chief executive officer, the joint chief executive officer and the Secretary to the Board based on the nomination by the chairman of the Board; to appoint or dismiss other senior management members, including the President, the co-president (executive president), the Vice President(s), and financial controller based on the nomination by the chief executive officer, and to determine the remunerations, incentives and punishments of such members;</p> <p>.....</p> <p>(15) to consider and approve the disposal of assets (including but not limited to purchase or sale of assets and business, entrusting or being entrusted to manage assets and business, endowing or being endowed with assets, leasing or renting out assets, making investment to establish legal entities or acquisition of legal entities or subscribing for shares issued by legal entities, trust management of funds or entrustment loans, licensing or being licensed to use assets, disposing of creditors' rights and debts, capital increase and deduction as well as provision of guarantees of the controlling subsidiaries and subsidiaries in which it holds minority equity interests), provision of financial assistance and connected transactions, other than those matters which are subject to consideration and approval at the shareholders' general meeting of the Company under the laws, administrative regulations, departmental rules, regulatory documents, the SSE Listing Rules, the Stock Exchange Listing Rules and the Articles of Association:</p> <p>.....</p> <p>3. the financial assistance where the amount involved in a single transaction exceeding RMB500,000,000 (excluding the current number) and representing less than 50% of the Company's latest audited net asset value;</p> <p>.....</p>	<p>Article 3 The Board shall exercise the following functions and powers:</p> <p>(1) to convene and report its work to shareholders' general meetings;</p> <p>.....</p> <p>(10) to <u>decide to</u> appoint or dismiss the chief executive officer, the joint chief executive officer and the Secretary to the Board based on the nomination by the chairman of the Board, <u>and to determine the remunerations, incentives and punishments thereof;</u> to <u>decide to</u> appoint or dismiss other senior management members, including the President, the co-president (executive president), the Vice President(s), and financial controller based on the nomination by the chief executive officer, and to determine the remunerations, incentives and punishments of such members;</p> <p>.....</p> <p>(15) to consider and approve the disposal of assets (including but not limited to purchase or sale of assets and business, entrusting or being entrusted to manage assets and business, endowing <u>(including external donations)</u> or being endowed with assets, leasing or renting out assets, making investment to establish legal entities or acquisition of legal entities or subscribing for shares issued by legal entities, trust management of funds or entrustment loans, licensing or being licensed to use assets, disposing of creditors' rights and debts, capital increase and deduction as well as provision of guarantees of the controlling subsidiaries and subsidiaries in which it holds minority equity interests), provision of financial assistance and connected transactions, other than those matters which are subject to consideration and approval at the shareholders' general meeting of the Company under the laws, administrative regulations, departmental rules, regulatory documents, the SSE Listing Rules, the Stock Exchange Listing Rules and the Articles of Association:</p> <p>.....</p> <p><u>3. the financial assistance that shall be considered and approved by the Board as required by laws, administrative regulations, departmental rules, and the securities regulatory authorities and stock exchanges at the location where the Company's shares are listed;</u></p> <p>.....</p>

Original	Revised
<p>Article 13 Attending in person or by proxy</p> <p>Meetings of the Board shall be attended by the directors in person. If a director cannot attend a meeting for any reason, he or she may appoint in writing another director to attend the meeting on his or her behalf. The power of attorney shall specify the name of the proxy, the appointed tasks, the scope and the duration of the authorization, and it shall be signed or sealed by the principal. A director who attends a meeting on behalf of another director shall exercise the rights of a director within the scope of authorization granted. If a director fails to attend a meeting of the Board and has not appointed a proxy to attend on his or her behalf, he or she shall be deemed to have waived his or her voting rights in respect of that meeting.</p> <p>.....</p> <p>If other directors are appointed to sign a written confirmation on the regular report, a specific authorization shall be included in the power of attorney.</p> <p>.....</p>	<p>Article 13 Attending in person or by proxy</p> <p>Meetings of the Board shall be attended by the directors in person. If a director cannot attend a meeting for any reason, he or she may appoint in writing another director to attend the meeting on his or her behalf. The power of attorney shall specify the name of the proxy, the appointed tasks, the scope and the duration of the authorization, and it shall be signed or sealed by the principal. A director who attends a meeting on behalf of another director shall exercise the rights of a director within the scope of authorization granted. If a director fails to attend a meeting of the Board and has not appointed a proxy to attend on his or her behalf, he or she shall be deemed to have waived his or her voting rights in respect of that meeting.</p> <p>.....</p> <p><u>The directors shall sign a written confirmation on the regular report in accordance with the law, and shall not authorize others to sign or refuse to sign on the grounds of objection to the contents of the regular report or disagreement with the auditors.</u></p> <p>.....</p>
<p>Article 20 Formation of resolutions</p> <p>The adoption of the resolutions of the meeting and formation of such resolutions by the Board shall require the affirmative votes of more than half of all directors of the Company. If the laws, administrative regulations and the Articles of Association provide that the formation of resolutions by the Board shall be agreed by more directors, the Company shall comply with the relevant provisions thereof.</p> <p>If the Board resolves the guarantee matters within its scope of authority in accordance with the Articles of Association, such resolution shall be agreed by more than two-thirds of directors attending the meeting, in addition to as agreed by more than half of all directors of the Company.</p> <p>.....</p>	<p>Article 20 Formation of resolutions</p> <p>The adoption of the resolutions of the meeting and formation of such resolutions by the Board shall require the affirmative votes of more than half of all directors of the Company. If the laws, administrative regulations and the Articles of Association provide that the formation of resolutions by the Board shall be agreed by more directors, the Company shall comply with the relevant provisions thereof.</p> <p>If the Board resolves the guarantee matters within its scope of authority, such resolution shall be agreed by more than two-thirds of directors attending the meeting, in addition to as agreed by more than half of all directors of the Company.</p> <p><u>If there are other requirements on guarantee and financial assistance matters in the laws, administrative regulations and the Articles of Association, the Company shall also comply with the relevant provisions thereof.</u></p> <p>.....</p>

APPENDIX III AMENDMENTS TO PROCEDURAL RULES OF THE BOARD

Save for the above amendments, the other articles of the Procedural Rules of the Board remain unchanged.

In case of any discrepancy or inconsistency between Chinese version and its English translation, the Chinese version shall prevail.

As of the Latest Practicable Date, the biographical details of Mr. Wen Deyong, the candidate of executive Director, are set out as follows:

Mr. Wen Deyong (文德鏞先生), aged 50, is currently the chief executive officer of the Company and holds directorships and management positions in certain subsidiaries of the Company. Mr. Wen Deyong joined the Group in May 2002 and had worked in Chongqing Yaoyou Pharmaceutical Co., Ltd.* (重慶藥友製藥有限責任公司), a subsidiary of the Company, for an extended period, successively serving as the general manager of the second marketing department, vice president, president and vice chairman, etc. He served as the vice president of the Company from June 2016 to October 2020, the senior vice president of the Company from October 2020 to January 2022, the co-president of the Company from January 2022 to April 2022, the president of the Company from April 2022 to June 2022, and has served as the chief executive officer of the Company since June 2022. Mr. Wen Deyong is currently a non-executive director of Sinopharm Group Co. Ltd.* (國藥控股股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 01099), a director of China National Medicines Corporation Ltd.* (國藥集團藥業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600511), and the chairman of the supervisory committee of China National Accord Medicines Corporation Ltd.* (國藥集團一致藥業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000028). Mr. Wen Deyong was a director of C.Q. Pharmaceutical Holding Co., Ltd.* (重慶控股股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000950), and a director of Anhui Sunhere Pharmaceutical Excipients Co., Ltd.* (安徽山河藥用輔料股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300452). Prior to joining the Group, Mr. Wen Deyong worked in Chongqing Pharmaceutical Co., Ltd. 6th Factory* (重慶製藥六廠) (the predecessor of Chongqing Yaoyou Pharmaceutical Co., Ltd.* (重慶藥友製藥有限責任公司)). Mr. Wen Deyong graduated from West China University of Medical Science (華西醫科大學) (currently West China Medical Center, Sichuan University (四川大學華西醫學中心)) majoring in pharmacy and holds a master's degree in business administration from Donghua University (東華大學).

The Company proposes to appoint Mr. Wen Deyong as an executive Director and to enter into the relevant service agreement with a term commencing from the date of Shareholders' approval at the EGM until the expiration of the term of the ninth session of the Board. Mr. Wen Deyong will not be remunerated by the Group for his position as an executive Director, and his remuneration will be paid in respect of his senior management position at the Group.

Mr. Wen Deyong has confirmed that, save as disclosed above, as at the Latest Practicable Date, he does not have any relationship with any Directors, senior management or substantial Shareholders of the Company, does not hold any other positions with the Company or any of its subsidiaries, and did not hold any other directorships in listed companies in the last three years.

To the knowledge of the Directors, as at the Latest Practicable Date, Mr. Wen Deyong does not or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that needs to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any other matters relating to the appointment of Mr. Wen Deyong as an executive Director of the ninth session of the Board that needs to be brought to the attention of the Shareholders.

* For identification purpose only

NOTICE OF EGM

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.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02196)

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 first extraordinary general meeting (“**EGM**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”) will be held at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC on Wednesday, 10 August 2022 at 1:30 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 20 July 2022 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the provision of a loan to Fosun Kite, a joint venture, in proportion to equity interest.
2. To consider and approve the provision of guarantee in respect of Fushang Yuanchuang, an investee company, in proportion to equity interest.

SPECIAL RESOLUTIONS

3. To consider and approve the proposed amendments to the Articles of Association.
4. To consider and approve the proposed amendments to the Procedural Rules for General Meetings.
5. To consider and approve the proposed amendments to the Procedural Rules of the Board.

ORDINARY RESOLUTION

6. Conditional upon Resolution No. 3 in the notice of the EGM being passed, to elect Mr. Wen Deyong as an executive Director.

By order of the Board
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
Wu Yifang
Chairman

Shanghai, the PRC
20 July 2022

NOTICE OF EGM

As at the date of this notice, the executive directors of the Company are Mr. Wu Yifang, Mr. Wang Kexin and Ms. Guan Xiaohui; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang and Mr. Pan Donghui; and the independent non-executive directors of the Company are Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson.

Notes:

1. A holder of H Shares entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend the EGM and vote by poll instead of him/her. **The health of shareholders, employees and stakeholders is of paramount importance to the Company. In view of the novel coronavirus epidemic (“COVID-19”), the Company recommends that the shareholders of the Company give priority to appointing the company secretary of the Company who will attend the EGM in person as their proxy to vote on the relevant resolutions at the EGM. The Company will comply with the prevention and control requirements related to the COVID-19 and will take appropriate prevention and control measures at the EGM.** A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of H Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 24 hours before the time appointed for the convening of the EGM. Return of the form of proxy will not preclude any holder of H Shares from attending the EGM and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.
3. For the purpose of determining the entitlement of Shareholders to attend and vote at the EGM, the register of holders of H Shares will be closed from Friday, 5 August 2022 to Wednesday, 10 August 2022 (both days inclusive). In order to qualify for attending and voting at the EGM, unregistered holders of H Shares should ensure that all transfer documents for H Shares together with the relevant Share certificates should be lodged for registration with the Company’s Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Thursday, 4 August 2022.
4. Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.
5. This Notice of EGM is dispatched to the holders of H Shares only. The notice of EGM to the holders of A Shares and proxy form are separately published on the websites of the Company (<http://www.fosunpharma.com>) and the Shanghai Stock Exchange (<http://www.sse.com.cn>).

* *For identification purposes only*