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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 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (“**EGM**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”) will be held at 1:30 p.m. on Tuesday, 29 November 2022 at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC (to be convened in the order of the EGM, the 2022 second class meeting of A Shareholders and the 2022 second class meeting of H Shareholders (or any adjournment thereof) (collectively, the “**General Meetings**”)) 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 31 October 2022 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the adoption of the 2022 H Share Employee Share Ownership Scheme;
2. To consider and approve the mandate to be granted to the Board to deal with matters pertaining to the 2022 H Share Employee Share Ownership Scheme;
3. To consider and approve the Renewed Financial Services Agreement dated 29 August 2022 entered into between the Company and Fosun Finance, the transactions contemplated thereunder and the proposed annual caps in respect of the deposit services, settlement services and other financial services; and to authorise the management of the Company or its authorised persons to deal with specific matters pertaining to the Renewed Financial Services Agreement;
4. To consider and approve the proposed amendments to the Management System for Proceeds;
5. To consider and approve the Renewed Products/Services Mutual Supply Framework Agreement entered into between the Company and Sinopharm on 29 August 2022 and to authorise the management of the Company or its authorised persons to deal with specific matters pertaining to the Renewed Products/Services Mutual Supply Framework Agreement;

SPECIAL RESOLUTIONS

6. To consider and approve the adoption of the 2022 Restricted A Share Incentive Scheme (including the allotment and issuance of the Restricted Shares thereunder) and the Connected Grant;
7. To consider and approve the adoption of the Management Measures for the Appraisal System of the 2022 Restricted A Share Incentive Scheme; and
8. To consider and approve the mandate to be granted to the Board to deal with matters pertaining to the 2022 Restricted A Share Incentive Scheme.

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

Shanghai, the PRC

31 October 2022

As at the date of this announcement, the executive directors of the Company are Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong; 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 Ms. Ren Qian, the chairman of the supervisory committee of the Company, or Mr. Wang Quandi, an independent non-executive Director, 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. In relation to the public solicitation of voting rights by the independent non-executive Director, please refer to the overseas regulatory announcement of the Company dated 31 October 2022.
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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 24 hours before the time appointed for the convening of the General Meetings. 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 Thursday, 24 November 2022 to Tuesday, 29 November 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 23 November 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*