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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 2021 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2021 first H Shareholders class meeting (“**H Shareholders Class Meeting**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”) will be held immediately after the conclusion of the AGM of the Company and the 2021 first A Shareholders Class Meeting of the Company or any adjournment thereof on Friday, 11 June 2021 at Le Meridien Shanghai Minhang, No. 3199 Cao Bao Road, Shanghai, the PRC 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 12 May 2021 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and, if thought fit, approve the proposed grant of general mandate to repurchase H Shares:
 - (a) Subject to paragraph 1(b) below, granting of a general mandate to the Board, in compliance with all applicable laws and regulations (as amended from time to time) of the PRC government or securities regulatory authorities, the Hong Kong Stock Exchange or any other government or regulatory authority, to exercise all power of the Company to repurchase H Shares of the Company in issue in order to preserve the value of the Company and the interests of its Shareholders on terms that it deems appropriate during the Relevant Period (as defined below).
 - (b) Subject to obtaining the approval in paragraph 1(a) above, the total number of H Shares to be repurchased under the general mandate to repurchase H Shares during the Relevant Period shall not exceed 10% of the total issued H Shares on the date the resolution is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.

- (c) The approval in paragraph 1(a) above shall be subject to the satisfaction of the following:
 - (i) the special resolution with the same terms as listed in this resolution 1 herein (except for paragraph, 1(c)(i) of this resolution 1) is passed at the AGM and the A Shareholders Class Meeting;
 - (ii) all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.
- (d) Amending relevant provisions in the Articles of Association based on actual H Share repurchase, cancellation and decrease of the Company's registered capital; notifying the creditors of the Company pursuant to requirements under relevant laws and regulations and the Articles of Association and publishing announcements; convening the bondholders' meeting (if applicable); and registering the changes and/or filing and related matters.
- (e) Other matters in relation to the repurchase of H Shares.

For the purpose of this resolution, the "Relevant Period" refers to the period commencing from the date on which such resolution in relation to the grant of general mandate to repurchase H Shares is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the date on which the authority granted under this resolution is revoked or varied by passing of a special resolution at a general meeting of the Company, the A Shareholders class meeting or the H Shareholders class meeting of the Company.

For the purpose of this resolution, the "Repurchase Period" for repurchases under the mandate to repurchase H Shares during the Relevant Period refers to the specific period during which the Board repurchases H Shares pursuant to the H Share Repurchase Mandate.

- 2. To consider and, if thought fit, approve the proposed grant of general mandate to repurchase A Shares:
 - (a) Subject to paragraphs 2(b) and (c) below, granting of a general mandate to the Board to repurchase A Shares by way of centralised bidding on terms that it deems appropriate during the Relevant Period (as defined below), including but not limited to the Board, subject to relevant laws and regulations (as amended from time to time), formulating, modifying or terminating A Share repurchase scheme and handling all related matters. The Board shall have the right to authorize the authorized persons to handle all related matters according to the A Share repurchase scheme considered and approved by the Board. Such scheme shall be in compliance with all applicable laws and regulations and requirements under the Hong Kong Listing Rules (as amended from time to time), and shall be subject to the consideration and approval at the Board meeting attended by more than two-thirds of the Directors.

(b) Subject to the approval in paragraph 2(a) above, the Company may repurchase A Shares only under any of the following circumstances:

- (i) the Shares shall be used for the employee share ownership scheme or equity incentive scheme;
- (ii) the Shares shall be used for conversion of corporate bonds which are convertible into shares issued by the Company;
- (iii) necessary to preserve the value of the Company and the interests of its Shareholders.

of which, paragraph 2(b)(iii) shall be subject to the satisfaction of one of the following conditions:

- (iv) the closing price of the A Shares shall be lower than the net asset per share of the latest financial period;
- (v) the cumulative drop in the closing price of the A Shares for 20 consecutive trading days reaches 30%;
- (vi) other conditions set out by the CSRC.

(c) Subject to the approval in paragraph 2(a) above, the number of A Shares to be repurchased by the Company under the general mandate to repurchase A Shares during the Relevant Period shall not exceed 10% of the total issued A Shares on the date the resolution is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.

(d) The approval in item paragraph 2(a) above shall be subject to the satisfaction of the following:

- (i) the special resolution with the same terms as listed in resolution 2 herein (except for this sub-paragraph 2(d)(i) of resolution 2) is passed at the AGM and the A Shareholders Class Meeting;
- (ii) all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.

(e) The A Share repurchase scheme formulated by the Board under the general mandate to repurchase A Shares under item 2(a) above shall include, among others, the Repurchase Period (as defined below), the purpose, method, range of price, amount, capital source and repurchase amount.

(f) Determining the implementation or termination of A Share repurchase scheme (if any) with consideration of the Company's actual operations, the performance of stock price and other factors.

- (g) Setting up the securities account for repurchase or other relevant securities accounts upon the completion of relevant procedures.
- (h) Handling the cancellation of A Shares not transferred during the period stipulated by relevant laws and regulations (as amended from time to time) under the repurchase scheme according to the implementation of A Share repurchase scheme formulated according to the general mandate to repurchase A Shares in item 2(a) above, including amending relevant provisions in the Articles of Association, notifying the creditors of the Company pursuant to requirements under relevant laws and regulations and the Articles of Association and publishing announcements; convening the bondholders' meeting (if applicable); and registering the changes and/or filing and related matters.
- (i) Other matters in relation to the repurchase of A Shares, except power to be exercised by the shareholders' general meeting as specified by laws and regulations and regulatory documents.

For the purpose of this resolution, the "Relevant Period" refers to the period commencing from the date on which such resolution in relation to the grant of general mandate to repurchase A Shares is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the date on which the authority granted under this resolution is revoked or varied by passing of a special resolution at a general meeting of the Company, the A Shareholders class meeting or the H Shareholders class meeting of the Company.

For the purpose of this resolution, the "Repurchase Period" refers to the implementation period of A Share repurchase determined under the A Share repurchase scheme formulated by the Board according to the A Share Repurchase Mandate.

3. To consider and approve the adoption of 2021 Restricted Share Incentive Scheme and the Proposed Grant.
4. To consider and approve the Management Measures for the Appraisal System of the 2021 Restricted Share Incentive Scheme.

5. To consider and approve the mandate to the Board to deal with matters pertaining to the 2021 Restricted Share Incentive Scheme.

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

Shanghai, the PRC
12 May 2021

As at the date of this announcement, the executive director of the Company is Mr. Wu Yifang; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Pan Donghui and Mr. Zhang Houlin; and the independent non-executive directors of the Company are Mr. Jiang Xian, Dr. Wong Tin Yau Kelvin, Ms. Li Ling and Mr. Tang Guliang.

Notes:

1. A holder of H Shares entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint one or more proxies to attend the H Shareholders Class Meeting and vote by poll instead of him/her. A proxy need not be a member of the Company. 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 H Shareholders Class Meeting. Return of the form of proxy will not preclude any member of H Shares from attending the H Shareholders Class Meeting 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 H Shareholders Class Meeting, the register of members of H Shares will be closed from Monday, 7 June 2021 to Friday, 11 June 2021 (both days inclusive). In order to qualify for attending and voting at the H Shareholders Class Meeting, unregistered holders of H Shares should ensure that all transfer documents together with the relevant share certificates for H Shares 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 Friday, 4 June 2021.
4. Shareholders who attend the H Shareholders Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses.
5. This Notice of H Shareholders Class Meeting is dispatched to the holders of H Shares only.

* *for identification purposes only*