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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)**

### **VOLUNTARY ANNOUNCEMENT**

### **ENTERING INTO THE TARGET FUND PARTNERSHIP AGREEMENT**

#### **ENTERING INTO THE TARGET FUND PARTNERSHIP AGREEMENT**

The Board is pleased to announced that, on 12 March 2024, the Company's subsidiaries, namely Fuxin Shenyao, Fosun Pharma (Shenzhen) and Fujian Fund Management Company, and 7 other investors entered into the Target Fund Partnership Agreement in relation to, among others, the establishment of the Target Fund. Pursuant to the Target Fund Partnership Agreement, the proposed fund-raising size of the Target Fund is RMB5,000 million, of which RMB20 million is proposed to be contributed by Fuxin Shenyao (as the general partner) in cash, RMB1,430 million is proposed to be contributed by Fosun Pharma (Shenzhen) (as a limited partner) in cash, RMB50 million is proposed to be contributed by Fujian Fund Management Company (as a limited partner) in cash, and an aggregate amount of RMB3,500 million is proposed be contributed by other investors (as limited partners) in cash. Upon establishment, the Target Fund will become an associated entity of the Company.

As the relevant percentage ratios applicable to the transaction under the Target Fund Partnership Agreement are less than 5%, the transaction under the Target Fund Partnership Agreement does not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules. This announcement is therefore made by the Company on a voluntary basis.

#### **I. ENTERING INTO THE TARGET FUND PARTNERSHIP AGREEMENT**

The Board is pleased to announced that, on 12 March 2024, the Company's subsidiaries, namely Fuxin Shenyao, Fosun Pharma (Shenzhen) and Fujian Fund Management Company, and 7 other investors entered into the Target Fund Partnership Agreement in relation to, among others, the establishment of the Target Fund. Pursuant to the Target Fund Partnership Agreement, the proposed fund-raising size of the Target Fund is RMB5,000 million, of which RMB20 million is proposed to be contributed by Fuxin Shenyao (as the general partner) in cash, RMB1,430 million

is proposed to be contributed by Fosun Pharma (Shenzhen) (as a limited partner) in cash, RMB50 million is proposed to be contributed by Fujian Fund Management Company (as a limited partner) in cash, and an aggregate amount of RMB3,500 million is proposed to be contributed by other investors (as limited partners) in cash. Upon establishment, the Target Fund will become an associated entity of the Company.

The principal terms of the Target Fund Partnership Agreement are summarized below.

**Date**

12 March 2024

**Parties**

General partner: (1) Fuxin Shenyao

Limited partners: (2) Fosun Pharma (Shenzhen)  
(3) Fujian Fund Management Company  
(4) Shenzhen Guidance Fund  
(5) Pingshan District Guidance Fund  
(6) Futian District Guidance Fund  
(7) Huitong Financial Holding  
(8) Longgang District Guidance Fund  
(9) Guangming District Guidance Fund  
(10) Dapeng New District Guidance Fund

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, except for the Company's subsidiaries, namely Fuxin Shenyao, Fosun Pharma (Shenzhen) and Fujian Fund Management Company, other parties to the Target Fund Partnership Agreement and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

## Contribution and Payments

Under the Target Fund Partnership Agreement, the proposed subscription contribution for the Target Fund shall be RMB5,000 million, and as at the date of this announcement the subscription contribution amount of each partner is set out below:

| Partner                           | Type            | Subscription<br>contribution<br>amount<br>(RMB million) | Percentage<br>of interest<br>in the Target<br>Fund <sup>Note</sup> |
|-----------------------------------|-----------------|---|--|
| Fuxin Shenyao                     | General partner | 20  | 0.40%  |
| Fosun Pharma (Shenzhen)           | Limited partner | 1,430   | 28.60%   |
| Fujian Fund Management Company    | Limited partner | 50  | 1.00%  |
| Shenzhen Guidance Fund            | Limited partner | 2,500   | 50.00%   |
| Pingshan District Guidance Fund   | Limited partner | 500   | 10.00%   |
| Futian District Guidance Fund     | Limited partner | 100   | 2.00%  |
| Huitong Financial Holding         | Limited partner | 100   | 2.00%  |
| Longgang District Guidance Fund   | Limited partner | 100   | 2.00%  |
| Guangming District Guidance Fund  | Limited partner | 100   | 2.00%  |
| Dapeng New District Guidance Fund | Limited partner | 100   | 2.00%  |
| <b>TOTAL</b>                      |                 | <u>5,000</u>  | <u>100.00%</u>   |

*Note:* The actual percentage of interest in the Target Fund to be held by each partner shall be subject to the completion of fundraising.

The subscription contribution amount of each partner of the Target Fund was determined between the parties to the Target Fund Partnership Agreement after arm's-length negotiation based on the capital requirement for the investment objectives of the Target Fund and the proportion of each partner's proposed contribution. Fuxin Shenyao, Fosun Pharma (Shenzhen) and Fujian Fund Management Company will settle the subscription contribution amount by their respective self-raised funds.

Under the Target Fund Partnership Agreement, each partner shall pay their respective subscription contribution amount by three instalments based on the written payment notice. The proportion would be 35%, 40% and 25% of their respective subscription contribution amount, respectively. Except for the first instalment, the written payment notices for the second and third instalments can only be served when not less than 80% of the paid-up contribution received in the prior instalment(s) has been used for project investment, reserved for signed and legally binding contributions and payment for management fee of the Target Fund.

Notwithstanding the aforementioned terms, the District Guidance Funds shall make contribution payment for each instalment provided that all the Investors of the Group have completed the contribution for the same instalment and the general partner of the Target Fund has provided relevant proof. Shenzhen Guidance Fund shall make contribution payment for each instalment provided that the total subscription contribution of all the Investors of the Group and the District Guidance Funds for the instalment has reached the agreed proportion and the general partner of the Target Fund has provided relevant proof.

### **Duration (the “Duration”)**

Subject to the terms of the Target Fund Partnership Agreement, the Duration of the Target Fund shall be 10 years commencing from the date of completion of payment of the first instalment of the Target Fund (the “**Establishment Date**”). The Duration includes a 5-year investment period, a 4-year return period and a 1-year extension period.

### **Investment period**

Under the Target Fund Partnership Agreement, the investment period of the Target Fund shall be commencing from the Establishment Date and ending on the earlier of occurrence of any event as set out below:

- (1) the 5th anniversary of the Establishment Date;
- (2) the subscription contribution amount has been paid-up and fully utilized as agreed;
- (3) other events resulting in liquidation of, or early termination of the investment period of, the Target Fund as provided in the Target Fund Partnership Agreement.

### **Management and decision-making**

#### ***Manager***

The manager of the Target Fund upon establishment is Fujian Fund Management Company, which shall be responsible for the day-to-day investment and/or exit as well as the management and operation of the Target Fund. The Target Fund shall pay the management fee to its manager at the rate agreed in the management agreement to be entered into.

#### ***Investment Decision-making Committee (the “Investment Committee”)***

The manager of the Target Fund shall establish the Investment Committee for the Target Fund as the sole investment decision-making body of the Target Fund, which shall be responsible for reviewing and making decisions on external investments and divestments of Target Funds, etc. The Investment Committee shall consist of 7 members, and each member shall have one vote. Each resolution of the Investment Committee is subject to approval by more than two-thirds (inclusive) of all committee members.

Upon establishment of the Target Fund, the members of the Investment Committee shall be nominated by the fund manager, and shall be approved by the meeting of the partners. During the Duration, the adjustment to accumulated less than half of the members of the Investment Committee shall be decided by the advisory committee, while the adjustment to accumulated more than half of the members (inclusive) shall and approved by the meeting of the partners.

The Investment Committee shall have 8 observers, and the DRC of Shenzhen, Shenzhen Guidance Fund and each of the District Guidance Funds can appoint 1 observer, respectively. Before the proposed investment project is being submitted to the Investment Committee for decision-making, each of the observers appointed by the DRC of Shenzhen and Shenzhen Guidance Fund may conduct compliance review on the proposed investment project and is entitled to the right of veto in accordance with the agreements.

### ***Advisory committee***

The Target Fund shall establish an advisory committee, which shall review important matters of the Target Fund that are stipulated in the Target Fund Partnership Agreement but are not within the scope of review of the meeting of partners, such as investment-related related party transactions below an agreed amount.

The advisory committee shall consist of three members, and each of the three limited partners with the highest subscription contribution (i.e. Shenzhen Guidance Fund, Fosun Pharma (Shenzhen) and Pingshan District Guidance Fund) can appoint 1 member. The advisory committee adopts a one-person-one-vote approach, and each decision is subject to unanimously approval by non-related members.

### ***Meeting of the Partners***

The Target Fund shall have a meeting of the partners, which is composed of all partners. The meeting of the partners shall be held at least once a year, and be convened and chaired by the general partner. Matters including amendments to the Target Fund Partnership Agreement, decisions to increase or decrease the total amount of subscription contribution of the Target Fund, profit distribution, extension of the Duration and termination or dissolution of the Target Fund are subject to unanimous consent of all partners; other matters are subject to consent of the partners with more than two-thirds (inclusive) of the subscription contribution amount of the Target Fund in accordance with the agreement.

## **Investment**

### ***Investment areas and restrictions***

The Target Fund will concentrate in Shenzhen and invest all proceeds in biomedical, cells, genes and other industries, of which not less than 70% of the funds available for investment of the Target Fund shall be invested in biomedical industry. In addition, unless otherwise agreed at the meeting of the partners, the investment amount to a single enterprise or project shall not exceed 20% of the total subscription contribution amount of the Target Fund.

The investments to be made by the Target Fund include equity investment in unlisted companies and participating in private placements of listed companies. In particular, the investment amount for private placements of listed companies shall not exceed 20% of the total funds available for investment of the Target Fund.

### ***Reinvestment requirements (the “Reinvestment Requirements”)***

During the Duration, the size of capital to be invested by the Target Fund and its affiliated funds (i.e. funds managed by Fujian Fund Management Company or other fund managers under the same actual control of Fujian Fund Management Company (the same applies to hereinafter)) in companies registered in Shenzhen shall not be less than 100% of the funds available for investment of the Target Fund, and the size of capital to be invested in companies registered in each of the contributing districts shall be no less than 1.5 times of the paid-up contribution to the Target Fund by each of the corresponding District Guidance Funds.

If the Reinvestment Requirements has not been fulfilled by the expiry of the investment period (including the extended investment period) of the Target Fund, the Shenzhen Guidance Fund and each of the District Guidance Funds shall be entitled to decrease their subscription contribution to the Target Fund to fulfill the Reinvestment Requirements. If the Reinvestment Requirements has not been fulfilled by the expiry of the Duration, Shenzhen Guidance Fund and each of the District Guidance Funds shall be entitled to adopt one or more measure(s) in accordance with the Target Fund Partnership Agreement, such as the withdrawal from the partnership and refund of management fees in proportion to the outstanding amount.

### ***Industry Contribution Requirements (the “Industry Contribution Requirements”)***

During the Duration, the Target Fund and its affiliates (i.e. affiliated funds and subsidiaries of the Company) shall make contributions to the biopharmaceutical industry in Shenzhen in accordance with the agreement, including assisting in the introduction of non-local enterprises or investing and incubating local enterprises, obtaining relevant approvals of drug clinical trial and registration certificates, reaching the total investment amounts requirements in Shenzhen as agreed through various means.

If the Industry Contribution Requirements have not been met by the expiry of the Duration, Shenzhen Guidance Fund and each of the District Guidance Funds shall be entitled to decrease its subscribed contribution to the Target Fund to fulfill the Industry Contribution Requirements. If the Industry Contribution Requirements still have not been met through the aforesaid decrease in subscribed contribution, Shenzhen Guidance Fund and each of the District Guidance Funds shall be entitled to adopt one or more measure(s) in accordance with the Target Fund Partnership Agreement, such as the withdrawal from the partnership, transfer of the shares of the Target Fund and refund of management fees.

### **Profit distribution**

Subject to the terms of the Target Fund Partnership Agreement and the fulfilment of conditions precedent for distribution, distributable income cash shall be distributed between all the partners in the following order and amount based on the principle of “paying back before profit distribution and immediate refunding for divestments”:

- (1) distribution shall be made to the limited partners in proportion to the respective paid-up contribution made by each limited partner as at the time of the distribution, until the distribution amount received by each limited partner under this item is equal to the accumulated paid-up contribution made by such limited partner as at the time of such distribution;
- (2) upon completion of the distribution as set out in the above item (1) of this section, the remaining balance shall be distributed to the general partner until the distribution amount received by the general partner under this item is equal to the accumulated paid-up contribution made by the general partner;
- (3) upon completion of the distribution as set out in the above items (1) and (2) of this section, the remaining balance shall be distributed to each partner in proportion to their respective paid-up contribution made as at the time of such distribution, until the accumulated distribution amount received by each partner under this item is equal to a return at a rate of 8% (simple interest) over the accumulated paid-up contribution made by such partner accrued from the payment date of the paid-up contribution and to the date of receiving distribution in full under the above items (1) and (2) of this section;
- (4) for the balance upon completion of the distribution as set out in the above items (1) to (3) of this section, an amount equals to the distribution amount received by all partners under item (3) of this section  $\div 80\% \times 20\%$  shall be distributed to the general partner;
- (5) with respect to the balance after the completion of the distribution as set out in the above items (1) to (4) of this section, 20% of which shall be distributed to the general partner, and 80% of which shall be distributed to all partners in proportion to their respective paid-up contribution as at the time of such distribution.

Where non-cash distribution is proposed, it shall be made in accordance with the aforementioned terms relating to cash distribution.

### **Liability for losses and risks**

At the liquidation of the Target Fund, losses shall first be assumed by the general partner and manager (one of the limited partners of the Target Fund) up to their paid-up contributions to the Target Fund, and the deficiency shall be assumed by other limited partners in proportion to their subscription contributions. In particular, the loss to be assumed by the Shenzhen Guidance Fund and District Guidance Funds shall be limited to their paid-up subscription contribution.

Shenzhen Guidance Fund and the District Guidance Funds shall be entitled to decrease their contribution amount, withdraw from the partnership or transfer their shares in the Target Fund under the agreed circumstances, of which the related risks and losses incurred to the Target Fund shall be borne by the manager of the Target Fund. The agreed circumstances includes but not limited to failure of the Target Fund to complete the business registration or commence investment business within the prescribed period, failure of the Investors of the Group to make the first instalment of contribution as agreed, underperformance by the manager of the Target Fund and failure to meet the standards after rectification for 2 consecutive years.

### **III. REASONS FOR AND BENEFIT OF THE ENTERING INTO OF THE TARGET FUND PARTNERSHIP AGREEMENT**

The Group is a leading pharmaceutical and healthcare industry group in the PRC and is principally engaged in pharmaceutical manufacturing, medical devices and medical diagnosis, healthcare services, and pharmaceutical distribution and retail business.

Upon the establishment of the Target Fund, it will focus on investments in biomedical, cells, genes and other industries in Shenzhen. The entering into of the Target Fund Partnership Agreement aims to, through further strengthening the sharing of recourses and advantages and cooperation with Shenzhen, expand the channels for enterprise cultivation of the Group in the healthcare industry (primarily focus on biomedical industry) in Shenzhen and reinforce the inventory and deployment of innovative technologies and products.

Upon establishment, the Target Fund will become an associated entity of the Company.

The Directors are of the view that the terms of the Target Fund Partnership Agreement are on normal commercial terms and in the ordinary and usual course of business of the Group, and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.



## **IV. INFORMATION ON THE PARTIES**

### **Fuxin Shenyao**

Fuxin Shenyao is a limited partnership incorporated in the PRC, and its general partner is Fosun Pingyao, a subsidiary of the Company. It was established in November 2023 and has not yet commenced substantive business operations.

### **Fosun Pharma (Shenzhen)**

Fosun Pharma (Shenzhen) is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company. It was established in December 2023 and has not yet commenced substantive business operations.

### **Fujian Fund Management Company**

Fujian Fund Management Company is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company, and is principally engaged in equity investment management in the innovation area of healthcare medical industry. It has completed the registration as a private equity fund manager (registration number: P1070608) with the Asset Management Association of China.

### **Shenzhen Guidance Fund**

Shenzhen Guidance Fund is a company incorporated in the PRC with limited liability. It is a local government guiding fund established and funded by the Shenzhen Municipal Government and operated in a market-oriented manner. It is principally engaged in investment of funds, and has built a life-cycle investment system covering investees ranging from angel stage, early stage, middle stage to mature stage. Its sole shareholder is Shenzhen Finance Bureau\* (深圳市財政局), which is also its ultimate beneficial owner.

### **Pingshan District Guidance Fund**

Pingshan District Guidance Fund is a company incorporated in the PRC with limited liability, and is principally engaged in fund-of-fund equity investment business, establishment of companies for equity investment and venture capital investment as well as management consultancies for equity investment and venture capital investment, equity investment and venture capital investment business, equity investment and venture capital investment consulting business, and provision of venture capital management services for venture capital companies. Its sole shareholder is Shenzhen Pingshan District Industrial Capital Investment Co., Ltd.\* (深圳市坪山區產業資本投資有限公司), and its ultimate beneficial owner is Shenzhen Pingshan State-owned Assets Supervision and Administration Bureau\* (深圳市坪山區國有資產監督管理局).

### **Futian District Guidance Fund**

Futian District Guidance Fund is a company incorporated in the PRC with limited liability, and is principally engaged in fund-of-fund equity investment business, establishment of companies for equity investment and venture capital investment as well as management consultancies for equity investment and venture capital investment, equity investment and venture capital investment business, equity investment and venture capital investment consulting business, and provision of venture capital management services for venture capital companies. Its sole shareholder is Shenzhen Futian Finance Bureau\* (深圳市福田區財政局), which is also its ultimate beneficial owner.

### **Huitong Financial Holding**

Huitong Financial Holding is a company incorporated in the PRC with limited liability, and is principally engaged in equity investment funds, equity investment fund management, equity investment, information consulting and entrusted asset management. Its sole shareholder is Shenzhen Nanshan State-owned Assets Supervision and Administration Bureau\* (深圳市南山區國有資產監督管理局), which is also its ultimate beneficial owner.

### **Longgang District Guidance Fund**

Longgang District Guidance Fund is a company incorporated in the PRC with limited liability, and is principally engaged in fund-of-fund equity investment business, and establishment of companies for equity investment and venture capital investment as well as management consultancies for equity investment and venture capital investment. Its sole shareholder is Shenzhen Longgang Financial Investment Holding Co., Ltd.\* (深圳市龍崗金融投資控股有限公司), and its ultimate beneficial owner is Shenzhen Longgang Finance Bureau\* (深圳市龍崗區財政局).

### **Guangming District Guidance Fund**

Guangming District Guidance Fund is a company incorporated in the PRC with limited liability, and is principally engaged in entrusted asset management, investment management, entrusted management of equity investment funds, equity investment, industrial investment and investment consulting. Its sole shareholder is Shenzhen Guangming Finance Bureau\* (深圳市光明區財政局), which is also its ultimate beneficial owner.

### **Dapeng New District Guidance Fund**

Dapeng New District Guidance Fund is a company incorporated in the PRC with limited liability, and is principally engaged in equity investment fund management, venture capital investment business, equity investment, investment planning, investment management, investment consulting and entrusted asset management. Its sole shareholder is Shenzhen Dapeng New District Development and Finance Bureau\* (深圳市大鵬新區發展和財政局), which is also its ultimate beneficial owner.

## V. OTHERS

As the relevant percentage ratios applicable to the transaction under the Target Fund Partnership Agreement are less than 5%, the transaction under the Target Fund Partnership Agreement does not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules. This announcement is therefore made by the Company on a voluntary basis.

## VI. DEFINITIONS

|                                     |  |
|-------------------------------------|--|
| “A Share(s)”                        | the domestic Share(s) of the Company with a nominal value of RMB1 each, which are listed on the Shanghai Stock Exchange and traded in RMB  |
| “Board”                             | the board of Directors   |
| “Company”                           | Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a joint stock company established 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 |
| “connected person(s)”               | has the meaning ascribed to it under the Hong Kong Listing Rules   |
| “Dapeng New District Guidance Fund” | Shenzhen Dapeng New District Guidance Fund Investment Co., Ltd.* (深圳市大鵬新區引導基金投資有限公司), a company incorporated in the PRC with limited liability   |
| “Director(s)”                       | director(s) of the Company   |
| “District Guidance Funds”           | Pingshan District Guidance Fund, Futian District Guidance Fund, Huitong Financial Holding, Longgang District Guidance Fund, Guangming District Guidance Fund and Dapeng New District Guidance Fund   |
| “DRC of Shenzhen”                   | Development and Reform Commission of Shenzhen Municipality* (深圳市發展和改革委員會)  |
| “Fosun Pharma (Shenzhen)”           | Fosun Pharmaceutical Industrial Development (Shenzhen) Co., Ltd.* (復星醫藥產業發展(深圳)有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company   |
| “Fosun Pingyao”                     | Shanghai Fosun Pingyao Investment Management Co., Ltd.* (上海復星平耀投資管理有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company   |

|                                    |   |
|------------------------------------|---|
| “Fujian Fund Management Company”   | Shanghai Fujian Equity Investment Fund Management Co., Ltd.* (上海復健股權投資基金管理有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company |
| “Futian District Guidance Fund”    | Shenzhen Futian Guidance Fund Investment Co., Ltd.* (深圳市福田引導基金投資有限公司), a company incorporated in the PRC with limited liability   |
| “Fuxin Shenyao”                    | Shenzhen Fuxin Shenyao Investment Partnership (Limited Partnership)* (深圳復鑫深耀投資合夥企業(有限合夥)), a limited partnership incorporated in the PRC and a subsidiary of the Company  |
| “Group”                            | the Company and its subsidiaries  |
| “Guangming District Guidance Fund” | Shenzhen Guangming District Guidance Fund Investment Management Co., Ltd.* (深圳市光明區引導基金投資管理有限公司), a company incorporated in the PRC with limited liability                 |
| “H Share(s)”                       | the overseas listed share(s) of the Company with a nominal value of RMB1 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars           |
| “Hong Kong Listing Rules”          | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange   |
| “Hong Kong Stock Exchange”         | The Stock Exchange of Hong Kong Limited   |
| “Huitong Financial Holding”        | Shenzhen Huitong Financial Holding Fund Investment Co., Ltd.* (深圳市匯通金控基金投資有限公司), a company incorporated in the PRC with limited liability                                 |
| “Investors of the Group”           | Fuxin Shenyao, Fosun Pharma (Shenzhen) and Fujian Fund Management Company   |
| “Longgang District Guidance Fund”  | Shenzhen Longgang District Guidance Fund Investment Co., Ltd.* (深圳市龍崗區引導基金投資有限公司), a company incorporated in the PRC with limited liability                               |
| “Pingshan District Guidance Fund”  | Shenzhen Pingshan District Guidance Fund Investment Co., Ltd.* (深圳市坪山區引導基金投資有限公司), a company incorporated in the PRC with limited liability                               |

|                                     |  |
|-------------------------------------|--|
| “PRC”                               | the People’s Republic of China   |
| “RMB”                               | Renminbi, the lawful currency of the PRC   |
| “Share(s)”                          | A Share(s) and H Share(s)  |
| “Shareholder(s)”                    | holder(s) of the Share(s)  |
| “Shenzhen Guidance Fund”            | Shenzhen Guidance Fund Investment Co., Ltd.* (深圳市引導基金投資有限公司), a company incorporated in the PRC with limited liability   |
| “subsidiary(ies)”                   | has the meaning ascribed to it under the Hong Kong Listing Rules   |
| “Target Fund”                       | Shenzhen Pengfu Biopharmaceutical Industry Private Equity Investment Fund Partnership (Limited Partnership)* (深圳市鵬復生物醫藥產業私募股權投資基金合夥企業(有限合夥)) (provisional name and subject to the approval of the registration authority), a limited partnership to be incorporated in the PRC in accordance with the terms of the Target Fund Partnership Agreement |
| “Target Fund Partnership Agreement” | the partnership agreement dated 12 March 2024 entered into between the Company’s subsidiaries, namely Fuxin Shenyao, Fosun Pharma (Shenzhen) and Fujian Fund Management Company, and 7 other investors in relation to, among others, the establishment of the Target Fund  |
| “%”                                 | per cent.  |

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

Shanghai, the PRC  
12 March 2024

*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.*

\* For identification purposes only