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).

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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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02196)

ANNUAL REPORT 2025
BOARD REPORT 2025
PROFIT DISTRIBUTION PROPOSAL 2025
RE-APPOINTMENT OF AUDITORS
APPRAISAL RESULTS
APPRAISAL PROGRAM
REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT
ENTRUSTED LOANS/BORROWINGS QUOTA
TOTAL CREDIT APPLICATIONS
AUTHORISATION TO DISPOSE OF LISTED SECURITIES
AUTHORISATION TO ISSUE INTERBANK MARKET DEBT FINANCING INSTRUMENTS
RENEWED AND ADDITIONAL GUARANTEE QUOTA
GRANT OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES
GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES
GRANT OF GENERAL MANDATE TO REPURCHASE A SHARES
AND
NOTICE OF AGM
NOTICE OF H SHAREHOLDERS CLASS MEETING

A letter from the Board is set out on pages 6 to 17 of this circular. Notices convening the AGM and H Shareholders Class Meeting to be held at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC on Tuesday, 16 June 2026 at 1:30 p.m. are set out on pages AGM-1 to HCM-6 of this circular. The forms of proxy for the AGM and H Shareholders Class Meeting are enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (https://www.hkexnews.hk) and of the Company (https://www.fosunpharma.com).

Whether or not you are able to attend the said meetings, you are reminded to complete, sign and return the forms of proxy enclosed, in accordance with the instructions printed thereon. The forms of proxy shall be lodged 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 AGM. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and the H Shareholders Class Meeting should you so wish.

* *for identification purposes only*

11 May 2026

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

"A Share(s)"	domestic share(s) with a nominal value of RMB1.00 each of the Company, which is (are) listed on the Shanghai Stock Exchange and traded in RMB
"A Share Repurchase Mandate"	the general mandate to exercise the power of the Company to repurchase, according to the repurchase plan to be determined by the Board, not exceeding 10% of the number of A Shares in issue as at the date of passing the proposed relevant resolutions at the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting (excluding treasury shares), details of which are set out in the notices of the AGM and the H Shareholders Class Meeting
"A Shareholder(s)"	holder(s) of the A Shares
"A Shareholders Class Meeting"	the 2026 second class meeting of A Shareholders to be held upon the conclusion of the AGM on Tuesday, 16 June 2026 or any adjournment thereof
"AGM"	the annual general meeting of the Company to be held at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC on Tuesday, 16 June 2026 at 1:30 p.m. or any adjournment thereof
"Articles" or "Articles of Association"	the articles of association of the Company in effect at the time
"Board"	the board of directors of the Company
"CCASS"	The Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited
"Chindex"	Chindex (Beijing) International Trade Co., Ltd.* (美中互利(北京)國際貿易有限公司), a company registered in the PRC with limited liability, and a subsidiary of the Company
"close associate(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules

"Company" or "Listed 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 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》)
"controlling shareholder(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"core connected person(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
"ESG"	Environmental, social and governance
"Fosun Diagnostics Changsha"	Fosun Diagnostics Technology (Changsha) Co., Ltd.* (復星診斷科技(長沙)有限公司), a company registered in the PRC with limited liability and a subsidiary of the Company
"Fosun Health"	Shanghai Fosun Health Technology (Group) Co., Ltd.* (上海復星健康科技(集團)有限公司), a company registered in the PRC with limited liability and a subsidiary of the Company
"Fosun High Tech"	Shanghai Fosun High Technology (Group) Company Limited* (上海復星高科技(集團)有限公司), a company registered in the PRC with limited liability, and a direct wholly-owned subsidiary of Fosun International and the controlling shareholder of the Company
"Fosun Industrial"	Fosun Industrial Co., Limited, a company registered in Hong Kong with limited liability and a subsidiary of the Company

"Fosun International"	Fosun International Limited, a company registered in Hong Kong with limited liability, the shares of which are listed on the main board of the Hong Kong Stock Exchange (stock code: 00656), and the controlling shareholder of the Company
"Fosun Pharmaceutical Industrial"	Shanghai Fosun Pharmaceutical Industrial Development Co., Ltd.* (上海復星醫藥產業發展有限公司), a company registered in the PRC with limited liability and a subsidiary of the Company
"Fosun Pharmaceutical (Shenzhen)"	Fosun Pharmaceutical Industry Development (Shenzhen) Co., Ltd.* (復星醫藥產業發展(深圳)有限公司), a company registered in the PRC with limited liability and a subsidiary of the Company
"General Mandate to Issue A Shares and/or H Shares"	the general mandate to issue, allot and deal in A Shares and/or H Shares proposed to be granted at the AGM, including the sale or transfer of any treasury H shares
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign share(s) with nominal value of RMB1.00 each of the Company, which is (are) listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"H Share Repurchase Mandate"	the general mandate to exercise the power of the Company to repurchase not exceeding 10% of the number of H Shares in issue as at the date of passing the proposed relevant resolutions at the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting (excluding treasury shares), details of which are set out in the notices of the AGM and the H Shareholders Class Meeting
"H Shareholder(s)"	holder(s) of H Shares
"H Shareholders Class Meeting"	the 2026 second class meeting of H Shareholders to be held upon the conclusion of the AGM and the A Shareholders Class Meeting on Tuesday, 16 June 2026 or any adjournment thereof

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HK$"	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
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Jianjia Rehabilitation"	Shanghai Jianjia Rehabilitation Technology Co., Ltd.* (上海健嘉康復科技有限公司), a company registered in the PRC with limited liability and a subsidiary of the Company
"Latest Practicable Date"	29 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"PRC" or "China"	the People's Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan region
"Procedural Rules of the Board"	the Procedural Rules of the Board of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (《上海復星醫藥(集團)股份有限公司董事會議事規則》)
"Reporting Period"	the 12-month period ended 31 December 2025
"Repurchase Mandates"	the A Share Repurchase Mandate and the H Share Repurchase Mandate
"RMB" or "Yuan"	Renminbi, the lawful currency of the PRC
"R&D"	research and development
"Securities Law"	the Securities Laws of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Shanghai Henlius"	Shanghai Henlius Biotech, Inc.* (上海復宏漢霖生物技術股份有限公司), a joint stock company registered in the PRC and listed on the Hong Kong Stock Exchange (stock code: 02696) and a subsidiary of the Company
"Shanghai Stock Exchange" or "SSE"	the Shanghai 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
"subsidiary(ies)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Takeovers Codes"	the Codes on Takeovers and Mergers and Share Buy-backs
"treasury share(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"US" or "United States"	the United States of America
"USD" or "US$"	United States dollar, the lawful currency of the United States
"%"	percent

In this circular, if there is any inconsistency between the Chinese version of the applicable laws and rules of the PRC or the Chinese version of the governance documents of the Company and their English version, the Chinese version shall prevail.

* *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 company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02196)

Executive Directors:
Mr. CHEN Yuqing *(Chairman)*
Ms. GUAN Xiaohui *(Co-Chairman)*
Mr. WEN Deyong *(Vice Chairman)*
Mr. WANG Kexin
Mr. LIU Yi *(Chief Executive Officer)*

Non-executive Directors:
Mr. CHEN Qiyu
Mr. PAN Donghui

Independent Non-executive Directors:
Mr. YU Tze Shan Hailson
Mr. WANG Quandi
Mr. CHEN Penghui
Mr. YANG Yucheng

Employee Directors:
Ms. YAN Jia

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

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

Principal Place of Business in Hong Kong:
Room 1917, 19th Floor
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

11 May 2026

To the Shareholders

Dear Sir or Madam,

ANNUAL REPORT 2025
BOARD REPORT 2025
PROFIT DISTRIBUTION PROPOSAL 2025
RE-APPOINTMENT OF AUDITORS
APPRAISAL RESULTS
APPRAISAL PROGRAM
REMUNERATION MANAGEMENT SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT
ENTRUSTED LOANS/BORROWINGS QUOTA
TOTAL CREDIT APPLICATIONS
AUTHORISATION TO DISPOSE OF LISTED SECURITIES
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RENEWED AND ADDITIONAL GUARANTEE QUOTA
GRANT OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES
GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES
GRANT OF GENERAL MANDATE TO REPURCHASE A SHARES
AND
NOTICE OF AGM
NOTICE OF H SHAREHOLDERS CLASS MEETING

I. INTRODUCTION

The purpose of this circular is to give you notices of the AGM and H Shareholders Class Meeting and to provide you with information regarding certain ordinary resolutions and/or special resolutions to be proposed at the aforementioned meetings relating to the following matters to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the meeting:

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

1. the annual report of the Group for the year 2025 (the "**Annual Report 2025**");

2. the work report of the Board for the year 2025 (the "**Board Report 2025**");

3. the profit distribution proposal of the Company for the year 2025 (the "**Profit Distribution Proposal 2025**");

4. the re-appointment of Ernst & Young Hua Ming LLP as the PRC financial report and internal control report auditor of the Company for the year 2026 and re-appointment of Ernst & Young as international financial report auditor of the Company for the year 2026 and the passing of remuneration packages for the PRC and international auditors for the year 2025 (the "**Re-appointment of Auditors**");

5. the appraisal results and remunerations of Directors for 2025 (the "**Appraisal Results**");

6. the appraisal program of Directors for 2026 (the "**Appraisal Program**");

7. the Remuneration Management System for Directors and Senior Management of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (the "**Remuneration Management System for Directors and Senior Management**")

8. the renewed and additional entrusted loans/borrowings quota of the Group (the "**Entrusted Loans/Borrowings Quota**");

9. the additional total credit applications of the Company (the "**Total Credit Applications**");

10. the authorisation of the management to dispose of the shares of the domestic and overseas listed companies held by the Group (the "**Authorisation to Dispose of Listed Securities**");

11. the authorisation to issue interbank market debt financing instruments (the "**Authorisation to Issue Interbank Market Debt Financing Instruments**");

12. the renewed and additional guarantee quota of the Group (the "**Renewed and Additional Guarantee Quota**");

13. the proposed grant of the general mandate to the Board to issue A Shares and/or H Shares (the "**Grant of General Mandate to Issue A Shares and/or H Shares**");

14. the proposed grant of the general mandate to repurchase H Shares (the "**Grant of General Mandate to Repurchase H Shares**");

15. the proposed grant of the general mandate to repurchase A Shares (the "**Grant of General Mandate to Repurchase A Shares**");

II. DETAILS OF THE RESOLUTIONS

1. Annual Report 2025

An ordinary resolution will be proposed at the AGM to pass the Annual Report 2025. The Annual Report 2025 (for H Shares) is published on the website of the Hong Kong Stock Exchange (https://www.hkexnews.hk).

2. Board Report 2025

An ordinary resolution will be proposed at the AGM to pass the Board Report 2025. The full text of the Board Report 2025 proposed to be passed is set out in Appendix I to this circular.

3. Profit Distribution Proposal 2025

An ordinary resolution will be proposed at the AGM to pass the Profit Distribution Proposal 2025. The Profit Distribution Proposal 2025 proposed to be passed is set out as follows:

Pursuant to the Articles and other relevant rules, the Board has proposed the payment of a final dividend of RMB0.39 per Share (before tax) to Shareholders who are qualified for participating in profit distribution.

Dividends will be distributed to A Shareholders and H Shareholders in RMB and HK$, respectively. The actual amount of dividend for H Shares shall be calculated in HK$ based on the average benchmark exchange rate between RMB and HK$ published by the People's Bank of China for the five (5) business days immediately before the date of the AGM.

It is also proposed to the AGM that the Board or its delegates be authorized to implement the aforesaid Profit Distribution Proposal 2025. The Company will give further notice on the record date and book closure dates for the purpose of determining the entitlement of Shareholders to the aforesaid final dividend for H Shares.

4. Re-appointment of Auditors

An ordinary resolution will be proposed at the AGM to pass the Re-appointment of Auditors, and the remuneration packages for the PRC and international auditors for the year 2025, which is set out as follows:

As at 31 December 2025, Ernst & Young Hua Ming LLP had been providing the Company with domestic annual report audit services for 18 years and internal control annual audit services for 13 years, while Ernst & Young had been providing the Company with international annual report audit services for 14 years. Based on the audit services in the previous years, the Company intends to re-appoint Ernst & Young Hua Ming LLP as the PRC financial report and internal control auditor of the Company for the year 2026, and intends to re-appoint Ernst & Young as the international financial report auditor of the Company for the year 2026.

It is proposed to the AGM to approve the remuneration to be paid to Ernst & Young Hua Ming LLP for providing the PRC financial report and internal control audit services for the Company amounting to RMB2.80 million and RMB0.65 million, respectively, and the remuneration to be paid to Ernst & Young for providing international financial report audit services for the Company amounting to RMB1.21 million, for the year 2025.

It is also proposed to the AGM that the Board or its delegates be authorized to implement the aforesaid proposal regarding re-appointment and remuneration packages for auditors.

The estimated annual audit fee payable to (i) Ernst & Young Hua Ming LLP, as the PRC financial report and internal control auditor of the Company, and (ii) Ernst & Young, as the international financial report auditor of the Company for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB3.2 million to RMB3.8 million and RMB1.1 million to RMB1.4 million, respectively. It was determined with reference to: (i) the expected audit scope and timetable considering the Group's business nature and complexity; (ii) the anticipated workload of, and resources required from each of Ernst & Young Hua Ming LLP and Ernst & Young; (iii) prevailing market rates; and (iv) annual audit fees paid by the Company to each of Ernst & Young Hua Ming LLP and Ernst & Young in previous years. The aforesaid annual audit fee is a preliminary estimated fee and may be subject to adjustment depending on, among other things, changes in the scope of audit work and other relevant factors. Accordingly, the final annual audit fee may differ from the estimated amount set out above.

5. Appraisal Results

An ordinary resolution will be proposed at the AGM to pass the Appraisal Results. The full text of the Appraisal Results proposed to be passed is set out in Appendix II to this circular.

6. Appraisal Program

An ordinary resolution will be proposed at the AGM to pass the Appraisal Program. The Appraisal Program to be passed is set out as follows:

In 2026, the appraisal of executive Directors (excluding those who also act as senior management of the Company) shall be formulated mainly on the basis of the Group's 5-year strategic plan and key work priorities for 2026, and the details of the appraisal are determined based on parameters such as financial indicators, operational management indicators, organizational and talent indicators, mechanism and ESG sustainability indicators.

In 2026, the remuneration of such executive Directors consists of fixed monthly salaries and performance assessment bonus. The remuneration should be determined based on the economic benefits received by the Company and by reference to other factors including the responsibilities and actual performance of the Directors and the remuneration standards of the industry.

7. Remuneration Management System for Directors and Senior Management

An ordinary resolution will be proposed at the AGM to pass the Remuneration Management System for Directors and Senior Management of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. The full text of the Remuneration Management System for Directors and Senior Management proposed to be passed is set out in Appendix III to this circular.

8. Entrusted Loans/Borrowings Quota

An ordinary resolution will be proposed at the AGM to pass the Entrusted Loans/Borrowings Quota. The full text of the Entrusted Loans/Borrowings Quota proposed to be passed is set out in Appendix IV to this circular.

9. Total Credit Applications

An ordinary resolution will be proposed at the AGM to pass the Total Credit Applications. The full text of the Total Credit Applications proposed to be passed is set out in Appendix V to this circular.

10. Authorisation to Dispose of Listed Securities

An ordinary resolution will be proposed at the AGM to pass the Authorisation to Dispose of Listed Securities. Details of the Authorisation to Dispose of Listed Securities to be passed are set out as follows:

To optimise resource allocation, it is proposed to the AGM to authorise the management to dispose of the shares of domestic and overseas listed companies held by the Group, as and when appropriate based on such meetings the conditions of the securities market; at the same

time, it is proposed to the AGM to approve and authorise the management to determine the detailed disposal plan (including but not limited to the subject matter, sale price, amount and method of the disposal), and the total transaction amount of the disposal of the foregoing assets shall not exceed 10% (inclusive) of the Group's latest audited net assets attributable to the listed company's shareholders[1]. Proceeds from the disposal shall be used for replenishment of working capital of the Group.

The Authorisation for the Management to Dispose of Listed Securities shall take effect upon the approval by the AGM until the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of any resolution at any general meeting of the Company revoking or varying the mandate granted under this resolution.

11. Authorisation to Issue Interbank Market Debt Financing Instruments

An ordinary resolution will be proposed at the AGM to pass the Authorisation to Issue Interbank Market Debt Financing Instruments. The full text of the Authorisation to Issue Interbank Market Debt Financing Instruments proposed to be passed is set out in Appendix VI to this circular.

12. Renewed and Additional Guarantee Quota

An ordinary resolution will be proposed at the AGM to pass the Renewed and Additional Guarantee Quota. The full text of the Renewed and Additional Guarantee Quota proposed to be passed is set out in Appendix VII to this circular.

13. Grant of General Mandate to Issue A Shares and/or H Shares

In order to seize the market opportunities and to ensure the flexibility of issuing new shares, a special resolution will be proposed at the AGM to approve the granting of an unconditional general mandate to the Board to exercise the power of the Company to issue, allot and deal with additional A Shares and H Shares (including the sale or transfer of any treasury H shares), subject to the market condition and the needs of the Company, and to make or grant offers and/or agreements in respect thereof, provided that the number of the Shares involved shall not exceed 20% of the respective total number of the A Shares and H Shares in issue as at the date of passing this resolution at the AGM (excluding treasury shares).

Under the Hong Kong Listing Rules, the proposed Grant of General Mandate to Issue A Shares and/or H Shares is subject to the approval of the Shareholders by special resolution at the AGM.

1 Representing the net assets attributable to the listed company's shareholders audited in accordance with the Chinese Accounting Standards for Business Enterprises.

Further details of the resolution proposed to be passed with respect to the grant of General Mandate to Issue A Shares and/or H Shares are set out in Appendix VIII to this circular.

14. Grant of General Mandate to Repurchase H Shares

In order to preserve the value of the Company and the interests of its Shareholders and to afford the Company the flexibility to repurchase H Shares as appropriate, pursuant to the Company Law, the Hong Kong Listing Rules, the Takeovers Code and other laws and regulations and regulatory documents as well as the requirements under the Articles of Association, a special resolution will be proposed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting in relation to the grant of the general mandate for the Board to exercise the power of the Company to repurchase H Shares. Particulars of the mandate are as follows:

(1) Subject to sub-paragraph (2) 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 issued by the Company 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).

(2) Subject to obtaining the approval for sub-paragraph (1) 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 (excluding treasury shares).

(3) The approval of the above sub-paragraph (1) shall be subject to the satisfaction of the following:

    a. the special resolution with the same terms as listed herein is passed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;

    b. all required approvals from regulatory authorities (if applicable) are obtained by the Company according to relevant laws and regulations of the PRC.

(4) To the extent permitted by the laws and the listing rules of the place where the Company is listed, determining the purpose of the H Shares to be repurchased (including but not limited to cancellation and/or holding as treasury shares), and handling the matters necessary for realizing the relevant purposes (including but not limited to cancellation, decrease of the Company's registered capital, amending relevant provisions in the Articles of Association and related matters).

(5) Other matters in relation to the repurchase of H Shares.

For the purpose of this paragraph 14, the "Relevant Period" refers to the period commencing from the considering and passing of the resolution in relation to the H Share Repurchase Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a special resolution at any general meeting, the A Shareholders class meeting or the H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under this resolution.

For the purpose of this paragraph 14, the "Repurchase Period" for repurchases under the H Share Repurchase Mandate during the Relevant Period shall be the specific period during which the Board repurchases H Shares pursuant to the H Share Repurchase Mandate.

An explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandates is set out in Appendix IX to this circular.

15. Grant of General Mandate to Repurchase A Shares

In order to adapt to market changes and actual needs, and increase the flexibility to repurchase A Shares by way of centralized bidding under specific circumstances, subject to the Company Law, the Shares Repurchase Rules of Listed Companies (《上市公司股份回購規則》) of the CSRC, the SSE Listing Rules, the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 7 – Repurchase of Shares (《上市公司自律監管指引第7號–回購股份》) of SSE, the Takeovers Codes and other laws, regulations and regulatory documents as well as the requirements under the Articles of Association, a special resolution will be proposed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting in relation to the grant of the general mandate for the Board to exercise the power of the Company to repurchase A Shares, and for the Board to formulate and implement the A Share repurchase scheme according to such mandate and the Articles of Association. Particulars of the mandate are as follows:

(1) Subject to sub-paragraphs (2) and (3) below, granting of a general mandate to the Board to repurchase A Shares by way of centralized 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 with full authority. The Board shall have the right to authorize its authorized persons to handle all related matters according to the A Share repurchase scheme considered and approved by the Board with full authority. 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.

(2) Subject to the approval under sub-paragraph (1) above, the Company may repurchase A Shares only under the following circumstances:

a. the Shares shall be used for the employee share ownership scheme or equity incentive scheme;

b. the Shares shall be used for conversion of corporate bonds which are convertible into shares issued by the Company;

c. necessary to preserve the value of the Company and the interests of its Shareholders.

of which, sub-paragraph (2)c above shall be subject to the satisfaction of the conditions required by the Shares Repurchase Rules of Listed Companies of the CSRC.

(3) Subject to obtaining the approval for sub-paragraph (1) above, the total number of A Shares repurchased under the general mandate to repurchase A Shares during the Relevant Period shall not exceed 10% of the total issued A Shares (excluding treasury shares) on the date this resolution is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.

(4) The approval of the above sub-paragraph (1) shall be subject to the satisfaction of the following:

a. the special resolution with the same terms as listed herein is passed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;

b. all required approvals from regulatory authorities (if applicable) are obtained by the Company according to relevant laws and regulations of the PRC.

(5) The A Share repurchase scheme formulated by the Board pursuant to A Share Repurchase Mandate under sub-paragraph (1) above shall include, among others, the Repurchase Period (as defined below), the purpose, method, range of price, number of shares, capital source and repurchase amount of the shares to be repurchased.

(6) 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.

(7) Setting up the securities account for repurchase or other relevant securities accounts upon the completion of relevant procedures.

(8) 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 A Share Repurchase Mandate in sub-paragraph (1) 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.

(9) Other matters in relation to the repurchase of A Shares, except the power to be exercised by the general meeting as specified by laws, regulations and regulatory documents.

For the purpose of this paragraph 15, the "Relevant Period" refers to the period commencing from the considering and passing of the resolution in relation to the grant of A Share Repurchase Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a special resolution at general meeting, A Shareholders class meeting or H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under this resolution.

For the purpose of this paragraph 15, the "Repurchase Period" refers to the specific period during which the Board repurchases A Shares under the A share repurchase scheme formulated pursuant to A Share Repurchase Mandate.

An explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandates is set out in Appendix IX to this circular.

III. AGM AND H SHAREHOLDERS CLASS MEETING

The AGM and the H Shareholders Class Meeting will be held successively at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC at 1:30 p.m. on Tuesday, 16 June 2026. Notices convening the AGM and the H Shareholders Class Meeting are set out

on pages AGM-1 to HCM-6 of this circular, and the forms of proxy for the AGM and the H Shareholders Class Meeting are enclosed therewith and also published on the websites of the Hong Kong Stock Exchange (https://www.hkexnews.hk) and of the Company (https://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 AGM and H Shareholders Class Meeting, the register of members of the Company for H Shares will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026 (both days inclusive), with the record date of Tuesday, 16 June 2026. In order to qualify for attending and voting at the AGM and H Shareholders Class Meeting, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 10 June 2026.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all resolutions put forward at the AGM and the H Shareholders Class Meeting 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 AGM and H Shareholders Class Meeting.

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 notices of AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting 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 AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.

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.*
Chen Yuqing
Chairman

* *for identification purposes only*

Principal work of the Board for the year ended 31 December 2025 is set out as follows:

I. OVERALL OPERATIONS OF THE GROUP FOR THE REPORTING PERIOD[2]

During the Reporting Period, the Group adhered to its corporate philosophy of "Innovation for Good Health" and continuously deepened its transformation toward innovation and internationalization. During the Reporting Period, the Group achieved operating revenue of RMB41.662 billion, with a year-on-year increase of 1.45%. Specifically, the revenue from Innovative Drugs[3] reached RMB9.893 billion, with a year-on-year increase 29.59%, and accounted for 33.16% of pharmaceutical business revenue, with a year-on-year increase of 6.77 percentage points. Overseas revenue reached RMB12.977 billion, with a year-on-year increase of 14.87%, and accounted for 31.15% of total operating revenue, with a year-on-year increase of 3.64 percentage points. The double growth of the two core indicators further consolidated the underlying logic for the Group's high-quality development.

Business growth stems from the deep integration of innovative drug R&D and global operations. During the Reporting Period, the Group's total R&D expenditure amounted to RMB5.913 billion, of which 72.77% was related to Innovative Drugs. During the Reporting Period, a total of 16 indications of 7 Innovative Drugs independently developed or licensed-in by the Group were approved for launch at home and abroad. In addition, the new drug applications for 6 Innovative Drugs have been accepted successfully, and nearly 40 clinical trials for Innovative Drugs have been approved at home and abroad. In terms of in-depth internationalization, the Group focused on internationalizing its registration capabilities, globalizing its production and supply, and diversifying its commercial ecosystem, forming a paradigm upgrade for systematic global expansion. Meanwhile, the Group further defined and advanced a AI-embracement strategy to build long-term competitiveness.

II. THE DETAILS OF DAILY WORK CARRIED BY THE BOARD DURING THE REPORTING PERIOD

In 2025, the ninth and tenth sessions of the Board and its specialized committees carried out the work diligently, lawfully and efficiently in accordance with the Articles of Association, the Procedural Rules of the Board and relevant provisions of implementation rules of each specialized committee of the Company:

(I) Earnestly fulfilling the duties of the Board and ensuring the Board's operation in compliance with the laws and regulations

During the Reporting Period, the Board actively fulfilled the responsibilities of Directors and focused on aspects including the Group's development strategies, business operation, investment, related party/connected transactions, internal control, capital planning and capital operation, corporate governance and

2 The disclosure of financial information in the Board Report 2025 is based on Chinese Accounting Standards for Business Enterprises.

3 Mainly include innovative drugs, biosimilars, improved new drugs and other drugs with high technological barriers formed through technological innovation, as defined in the 2025 Annual Report, similarly hereinafter.

information disclosure in accordance with the relevant laws and regulations including the Company Law, the Securities Law, and the Code of Corporate Governance for Listed Companies (《上市公司治理準則》) issued by the CSRC, the listing rules of the stock exchange where the Company's shares are listed, as well as the Articles of Association and other internal rules and regulations, to ensure the Group's steady development and further improve the corporate governance structure. During the Reporting Period, the 9th session of the Board convened 14 meetings, and the 10th session of the Board convened 19 meetings. The convening and approving procedures of the previous meetings complied with the relevant laws and regulations, as well as the Articles of Association.

(II) Giving full play to the advantage of the expertise and functions of the specialized committees

During the Reporting Period, the specialized committees under the 9th and 10th sessions of the Board as well as the special meetings of independent non-executive Directors ("**INED Special Meeting**") gave full play to the expertise of Independent Non-executive Directors and actively provided decision-making suggestions to the Board, further improving the decision-making efficiency of the Board.

1. The details of work carried out by the specialized committees of the 9th session of the Board and the INED special meeting are as follows:

   (1) During the Reporting Period, the Audit Committee of the 9th session of the Board held 4 meetings to review periodic reports, internal control implementation, major and ongoing related party/connected transactions, and the Group's code of business ethics and its implementation, and make recommendations to the Group on strengthening the internal control system.

   (2) During the Reporting Period, the Nomination Committee of the 9th session of the Board held a total of 3 meetings to discuss and review the selection, appointment and qualifications of Directors and senior management members, and review and evaluate the implementation of the Company's Board Diversity Policy.

   (3) During the Reporting Period, the Remuneration and Appraisal Committee of the 9th session of the Board held a total of 2 meetings to review the implementation of the Company's share incentive scheme and employee share ownership scheme, as well as the remuneration and appraisal plan for Directors/senior management and its implementation.

(4) During the Reporting Period, the ESG Committee of the 9th session of the Board held 1 meeting to review the Group's 2024 ESG and Sustainability Report, covering stakeholder engagement, list of material topics, ESG strategies and objectives and their implementation, and ESG report preparation.

(5) During the Reporting Period, the INED special meeting of the 9th session of the Board held a total of 6 meetings to review the Group's annual implementation of external guarantees, related party/connected transactions required to be disclosed, etc.

2. The details of work carried out by the specialized committees of the 10th session of the Board and the INED special meeting are as follows:

(1) During the Reporting Period, the Strategic Committee of the 10th session of the Board held 1 meeting to review the strategic planning of the Group's 2025 to 2035 period and medium and long-term development.

(2) During the Reporting Period, the Audit Committee of the 10th session of the Board held a total of 6 meetings to review periodic reports, audit plans, internal control implementation, major and ongoing related party/connected transactions, and make recommendations to the Group on strengthening the internal control system.

(3) During the Reporting Period, the Nomination Committee of the 10th session of the Board held a total of 2 meetings to discuss and review the selection, appointment and the qualifications of Directors and senior management members.

(4) During the Reporting Period, the Remuneration and Appraisal Committee of the 10th session of the Board held a total of 2 meetings to review and approve the 2025 A Share Stock Option Incentive Scheme, the 2025 Restricted H Share Unit Scheme, as well as the first grant under such incentive schemes.

(5) During the Reporting Period, the ESG Committee of the 10th session of the Board held 1 meeting to review the work plan for the Group's 2025 ESG and Sustainability Report, covering stakeholder engagement, list of material issues, ESG strategies and objectives and their implementation status, and ESG report preparation.

(6) During the Reporting Period, the INED special meeting of the 10th session of the Board held a total of 6 meetings to review the Group's related party/connected transactions required to be disclosed.

(III) Convening of general meetings

During the Reporting Period, the Board convened 5 general meetings as needed in accordance with the Articles of Association, including 1 annual general meeting, 2 extraordinary general meetings, and 1 A Shareholders class meeting and H Shareholders class meeting respectively.

III. STATUS OF CORPORATE GOVERNANCE IMPROVEMENT DURING THE REPORTING PERIOD

In 2025, the Company continued to refine the corporate governance structure and enhance the internal management and control in accordance with the provisions and requirements of relevant laws and regulations including the Company Law, the Securities Law, the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Administrative Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) and the Corporate Governance Code contained in Appendix C1 to the Hong Kong Listing Rules. The Board had established five specialized committees, namely, Strategic Committee, Audit Committee, Nomination Committee, Remuneration and Appraisal Committee and ESG Committee. Meanwhile, the Board continued to improve the mechanism of the INED special meeting, enhance the Board's organization construction and professionalization in decision-making, give full play to the professional expertise and strengths of independent non-executive Directors, and promote the standardized operation and scientific decision-making of the Company.

In 2025, the Company completed the revision of more than 20 governance documents including the Articles of Association in accordance with the new Company Law that came into force in July 2024, the Transitional Period Arrangements for the Implementation of the Rules of the Supporting System of the New Company Law (《關於新<公司法>配套制度規則實施相關過渡期安排》) issued by the CSRC, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant regulations, so as to align with the latest corporate governance framework for listed companies. Meanwhile, the Company completed the election of employee Director, the re-election of the Board and the management, as well as the cancellation of the supervisory committee in an orderly manner, ensuring a smooth transition of the corporate governance mechanism.

In 2026, the Board of the Company will continue to operate in a standardized manner and work diligently to fulfill its duties in accordance with provisions and requirements of relevant laws and regulations as well as the Articles of Association and to facilitate the continuous improvement of the competitiveness of the corporate, thereby striving to pay back the investors with better operational results.

Details of the appraisal results and remuneration of Directors of the Company for 2025 are set out as follows:

I. BASIC PRINCIPLES GOVERNING THE APPRAISAL AND REMUNERATION OF DIRECTORS

1. Executive Directors also acting as senior management of the Company do not receive remuneration from the Group for their duties as an executive Director. Instead, they receive remuneration from the Group based on their duties as senior management, and the remuneration will be assessed and determined by the Board. Salaries of executive Directors (who do not also act as senior management of the Company) are determined at the general meeting primarily based on the economic benefits of the enterprise. Moreover, it will be determined according to their job responsibilities and actual performance with reference to a combination of factors, including the level of remuneration paid in external sectors.

2. The allowance standard for independent non-executive Directors is determined at the general meeting. In 2025, the amount of allowance standard for independent non-executive Directors was RMB400,000/year (before tax).

II. REMUNERATION/ALLOWANCES PAID TO DIRECTORS IN 2025

As at 31 December 2025, the total amount of remuneration or allowances received by the Directors of the Company are set out as follows:

Unit: RMB (in ten thousand)

Name	Position(s) in the Company as of 31 December 2025	Remuneration or allowances received from the Group in 2025 (before tax)[note]	Remark
Chen Yuqing	Executive Director and Chairman	177.81	Redesignated from a non-executive Director to an executive Director in April 2025
Guan Xiaohui	Executive Director and Co-Chairman	605.47	
Wen Deyong	Executive Director and Vice Chairman	837.91	Retired as chief executive officer in June 2025
Wang Kexin	Executive Director	954.53	

Name	Position(s) in the Company as of 31 December 2025	Remuneration or allowances received from the Group in 2025 (before tax)[note]	Remark
Liu Yi	Executive Director, chief executive officer and president	356.60	Appointed as an executive Director in December 2025
Chen Qiyu	Non-executive Director	0.00	
Pan Donghui	Non-executive Director	0.00	
Yu Tze Shan Hailson	Independent non-executive Director	40.00	
Wang Quandi	Independent non-executive Director	40.00	
Yang Yucheng	Independent non-executive Director	17.50	Appointed in June 2025
Chen Penghui	Independent non-executive Director	17.50	Appointed in June 2025
Yan Jia	Employee Director	263.36	Effective from June 2025
Xu Xiaoliang	Former non-executive Director	0.00	Retired in June 2025
Li Ling	Former independent non-executive Director	22.67	Retired in June 2025
Tang Guliang	Former independent non-executive Director	22.67	Retired in June 2025
Wu Yifang	Former non-executive Director	795.12	Redesignated as a non-executive Director from an executive Director in April 2025 and resigned as a non-executive Director in September 2025

Note: The remuneration received by the Directors (excluding independent non-executive Directors) from the Group in 2025 includes (1) the monthly salary and (2) the 2024 performance-linked bonus obtained during the Reporting Period and other incentives settled and received during the Reporting Period (if any). Among them, Mr. Liu Yi did not receive any remuneration from the Company for his duties as an executive Director.

Shanghai Fosun Pharmaceutical (Group) Co., Ltd.
Remuneration Management System for Directors and Senior Management
(Subject to approval by the AGM)

Chapter 1 General Provisions

Article 1 In order to continuously improve the corporate governance structure of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (hereinafter referred to as the "Company"), establish a sound, scientific, standardized and effective remuneration management system for Directors and senior management (hereinafter referred to as the "Directors and senior management"), strengthen the incentive and restraint mechanism, and promote the achievement of the Company's strategic objectives and sustainable development, the Company formulated the System in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Governance Standards for Listed Companies (《上市公司治理準則》) and other laws, regulations and regulatory documents, as well as the Articles of Association of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (hereinafter referred to as the "Articles of Association"), and in light of the actual situation of the Company.

Article 2 The System shall apply to the following persons:

Directors: including executive Directors, non-executive Directors, independent non-executive Directors and employee Directors of the Company;

Senior management: refers to the senior management as defined in the Articles of Association.

Article 3 The remuneration management for Directors and senior management shall adhere to the following principles:

(1) Principle of legality and compliance. The remuneration management for the Company's Directors and senior management shall strictly comply with national laws, administrative regulations, regulatory requirements and relevant provisions of the Articles of Association, and fulfill the corresponding deliberation procedures and disclosure obligations.

(2) Principle of strategic collaboration. The remuneration system for the Company's Directors and senior management shall be closely centered on the Company's medium and long-term development strategies, strengthen core competitive advantages, support the achievement of strategic objectives, and promote the creation of sustainable value and enhancement of long-term returns for shareholders.

(3) Principle of equating incentives with restraints. The remuneration level of the Company's Directors and senior management shall be commensurate with the Company's operating performance, benchmarking in the industry and regional markets, job value, responsibilities and risks. The payment of remuneration shall be closely linked to the Company's overall operating results and the achievement of individual performance targets.

(4) Principle of fairness and transparency. The Company shall establish scientific, standardized, fair and transparent performance and duty performance evaluation criteria and procedures to ensure a fair, open and impartial remuneration management process.

(5) Value-oriented principle. Within the framework of the remuneration system, priority shall be given to core value creators such as key positions, front-line core talents and highly skilled talents, so as to improve the efficiency of human resource allocation and the Company's core competitiveness.

Chapter 2 Administrative Authority and Procedures

Article 4 The remuneration and appraisal program for the Company's senior management shall be formulated by the Remuneration and Appraisal Committee and submitted to the Board for deliberation and approval.

The remuneration and appraisal program for the Company's executive Director shall be formulated by the Remuneration and Appraisal Committee, and submitted to the general meeting for approval upon deliberation by the Board. The allowance program for the Company's independent non-executive Director shall be formulated by the Remuneration and Appraisal Committee, and submitted to the general meeting for approval upon deliberation by the Board.

The remuneration and appraisal program for the employee Director shall be reviewed and approved based on the positions he/she holds in the Company in accordance with the Company's relevant performance management and remuneration management policies.

While the Remuneration and Appraisal Committee or the Board conducts performance evaluation on the aforesaid Directors and senior management or discusses their remuneration/allowances, the relevant Directors shall recuse themselves.

Article 5 The Remuneration and Appraisal Committee, under the Board of the Company, shall be responsible for formulating the appraisal criteria for Directors and senior management and conducting appraisals, and formulating and reviewing the remuneration policies and proposals, such as the remuneration determination mechanisms, decision-making processes, payment and cessation of payment recovery arrangements for Directors and senior management, and making recommendations to the Board on the following matters:

(1) Remuneration policies, plans or programs for Directors and senior management;

(2) Establishment or modification of share incentive schemes, employee share ownership schemes, and the fulfillment of the conditions for granting interests to participants or exercising the interests;

(3) Arrangement of share ownership schemes for Directors and senior management in the proposed spin-off of subsidiaries;

(4) Other matters stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the rules of securities regulatory authorities and stock exchanges at the location where the Company's shares are listed, and the Articles of Association.

Article 6 The relevant departments of the Company shall carry out the specific implementation of remuneration and performance appraisal for Directors and senior management under the guidance and unified organization of the Board.

Chapter 3 Remuneration Structure and Level

Article 7 Executive Directors and employee Directors shall receive remuneration based on their respective management responsibilities in accordance with the Company's relevant remuneration and performance appraisal measures. Non-executive Directors shall not receive remuneration from the Company. Independent non-executive Directors shall receive fixed allowances.

Article 8 The remuneration of the Company's executive Directors, employee Directors and senior management shall in principle consist of the following parts:

Basic pay: Determined according to factors such as job value, responsibility contribution, competency requirements, and remuneration level in the industry and regional market, and paid on a monthly basis.

Performance-based pay: A variable compensation part linked to the Company's annual business performance targets and individual annual performance appraisal results. For senior management, the proportion of performance-based pay in the sum of their annual basic pay and performance-based pay shall in principle be no less than 50%.

Medium and long-term incentives: Including but not limited to equity incentives (stock options, restricted shares, etc.), employee share ownership scheme and other incentives related to the Company's business performance and strategic development, aiming to encourage Directors and senior management to focus on the long-term value of the Company.

Article 9 To adapt to the development needs of the Company, the remuneration level of the Company's Directors and senior management shall be determined and adjusted by comprehensively taking into account the following factors:

(1) The Company's operating performance, financial position and payment capacity;

(2) Industry characteristics, regional remuneration levels and market benchmarking data;

(3) Results of job value evaluation;

(4) Professional competence, performance contributions and individual performance appraisal results of Directors and senior management.

Article 10 The achievement of the Company's performance targets and individual performance appraisal results shall serve as an important basis for the determination and payment of performance-based pay for the Company's executive Directors, employee Directors and senior management. The achievement of the Company's performance shall be based on audited financial data.

Chapter 4 Remuneration Payment, Recovery and Clawback

Article 11 Allowances for independent non-executive Directors of the Company shall be paid on a monthly basis in accordance with the annual standards approved by the general meeting. Basic pay for other Directors and senior management members shall be paid on a monthly basis. Performance-based pay shall be paid based on appraisal results at the time specified in the Company's relevant remuneration management policies.

Where a deferred payment mechanism is adopted for the Company's medium and long-term incentives, specific implementation shall be subject to the provisions of the corresponding incentive schemes.

Article 12 All remuneration standards of the Company's Directors and senior management (including allowances for independent non-executive Directors) shall be pre-tax amounts. Individual income tax shall be withheld and paid by the Company in accordance with the law.

Article 13 In any of the following circumstances, the Company shall have the right to initiate the remuneration recovery and clawback procedure:

(1) The Company's financial reports contain material accounting errors or false records, and the Company is ordered by regulatory authorities to restate such reports or is found by judicial authorities to have committed financial fraud;

(2) The Director or senior management commits any acts that impair the interests of the Company, such as illegal guarantee, fund occupation, violation of scientific research ethics, etc.;

(3) The Director or senior management causes material economic losses or reputational damage to the Company due to improper performance of duties, gross negligence or intentional acts;

(4) The Director or senior management is subject to administrative penalties by the CSRC or its dispatched agencies, or is publicly condemned or declared unfit to serve as a director or senior management member of a listed company by the SSE due to material violations of laws or regulations;

(5) The Director or senior management commits other acts in violation of laws and regulations, the Articles of Association or the Company's rules and policies.

Article 14 As authorized by the Board of the Company, the Remuneration and Appraisal Committee shall investigate and assess whether to initiate a remuneration recovery procedure against specific Directors and senior management, make recovery recommendations, and implement them after approval by the Board.

Article 15 Where any circumstance stipulated in Article 13 of the System occurs, the Company shall, in light of the seriousness of the case and in accordance with the recovery procedures, recover all or part of the performance-based pay and medium and long-term incentive benefits that have been paid to the relevant Directors and senior management during the period of improper acts, and reduce or suspend the payment of performance-based pay, medium and long-term incentives and other benefits that have not yet been paid. The Remuneration and Appraisal Committee shall review and approve the compensation to be paid by the relevant Directors and senior management for their improper acts and relevant compensation arrangements, to ensure that such arrangements are fair and reasonable.

The above recovery and clawback provisions shall also apply to resigned personnel.

Chapter 5 Supplemental Provisions

Article 16 Matters not covered by the System, or provisions that conflict with relevant laws, administrative regulations, departmental rules, requirements of the securities regulatory authorities of the place where the Company's shares are listed, and the Articles of Association shall be subject to such laws, administrative regulations, departmental rules, requirements of the securities regulatory authorities of the place where the Company's shares are listed, and the Articles of Association.

Article 17 The System shall take effect upon approval by the general meeting of the Company. The same shall also apply to amendments.

Article 18 The System shall be interpreted by the Board of the Company.

Details of the resolution in relation to the renewed and additional entrusted loans/borrowings quota of the Group are set out as follows:

I. SUMMARY

Based on the business plan of the Group for 2026 and its funding needs, it is proposed to the AGM to approve, from the date of approval by the AGM, the quota for renewed and additional entrusted loans/borrowings to the Group in an equivalent amount not exceeding RMB15,500 million (inclusive) (including those between the Company and its subsidiaries and those between the subsidiaries (note: subsidiaries include wholly-owned subsidiaries and non-wholly owned subsidiaries, including subsidiaries with a debt-to-asset ratio of more than 70% (inclusive)), similarly hereinafter). The proposal will be submitted to the AGM to authorize the management to determine the actual borrowing rate within a range of no less than 2% per annum (applicable to RMB) or no less than 1% per annum (applicable to foreign currency) and not less than the financing cost of the lender while the term of the entrusted loans/borrowings is subject to the agreement. In addition, it is proposed to authorize the management and/or its delegates to determine and make specific adjustments to the entrusted loans/borrowings and to execute relevant legal documents within the approved renewed and additional entrusted loans/borrowings quota referred to above in accordance with the actual business needs.

Such quota shall be effective from the passing of this resolution at the AGM to the earlier of:

1. the conclusion of the next annual general meeting of the Company;

2. the passing of a resolution at any general meeting of the Company revoking or varying the mandate granted under this resolution.

With regard to the entrusted loans/borrowings within the entrusted loans/borrowings quota subject to renewal and addition, provided that the borrower serves as a non-wholly-owned subsidiary of the Company, borrowing in equal proportion shall in principle be provided by other shareholders of the borrower, or corresponding counter guarantee shall be provided by other shareholders or the borrower itself.

II. IMPACT OF THE ENTRUSTED LOANS/BORROWINGS ON THE GROUP IN TERMS OF CAPITAL INCOME AND PROFIT, ETC

All of the entrusted loans/borrowings within the entrusted loans/borrowings quota subject to renewal and addition are made between the Company and its subsidiaries, and between the subsidiaries and other subsidiaries, and therefore the aforesaid entrusted loans/borrowings have no impact on the profit of the Group in the consolidated financial statements.

III. POTENTIAL RISK OF THE ENTRUSTED LOANS/BORROWINGS AND COUNTERMEASURES

The quota for renewed and additional entrusted loans/borrowings can only be used between the Company and its subsidiaries, and among the subsidiaries; therefore, the risk is relatively controllable.

Details of the total credit applications of the Company are set out as follows:

Based on the needs of the operation, it is proposed to the AGM to approve, from the date of approval by the AGM, the additional credit application amount from the Company to banks and other financial institutions in an aggregate amount of up to the equivalent of RMB38.5 billion (including new credit and adjustment to the original amount). For specific details of the credit applications, the approval from the banks and other financial institutions will prevail.

The additional credit applications shall be effective from the passing of the resolution at the AGM to the earlier of:

1. the conclusion of the next annual general meeting of the Company;

2. the passing of a resolution at any general meeting of the Company revoking or varying the mandate granted under this resolution.

The expected amounts of the additional credit applications are as follows (subject to the actual grant):

Unit: RMB (in ten thousand)

Name of Bank/Financial Institutions	**Expected Amount of Credit**	**Type of Credit**	**Credit Term (not more than)**
Bank of Beijing Shanghai Branch	200,000	Composite Credit	10 years
China Bohai Bank Co., Ltd. Shanghai Pilot Free Trade Zone Branch	50,000	Composite Credit	10 years
BNP Paribas (China) Limited	80,000	Composite Credit	10 years
China Guangfa Bank Co., Ltd. Shanghai Branch	10,000	Composite Credit	10 years
Korea Development Bank Shanghai Branch	30,000	Composite Credit	10 years
Hang Seng Bank (China) Limited Shanghai Branch	10,000	Composite Credit	10 years
Citibank (China) Co., Ltd. Shanghai Branch	US$85 million (equivalent to approximately RMB611.01 million[Note 1])	Composite Credit	10 years
East West Bank (China) Ltd.	27,000	Composite Credit	10 years
OCBC Bank Limited	35,000	Composite Credit	10 years

Name of Bank/Financial Institutions	Expected Amount of Credit	Type of Credit	Credit Term (not more than)
Hua Xia Bank Co., Ltd. Shanghai Branch	40,000	Composite Credit	10 years
HSBC Bank (China) Company Limited Shanghai Branch	186,000	Composite Credit	10 years
Bank of Jiangsu Co., Ltd. Shanghai Branch Zhangjiang Sub-branch	40,000	Composite Credit	10 years
Bank of Communications Shanghai Municipal Branch Jing'an Sub-branch	90,000	Composite Credit	10 years
Kasikornbank (China) Company Limited Shanghai Branch	20,000	Composite Credit	10 years
National Bank of Kuwait S.A.K.P. Shanghai Branch	US$50 million (equivalent to approximately RMB359.42 million*Note 1*)	Composite Credit	10 years
Nanyang Commercial Bank (China) Limited Shanghai Branch	20,000	Composite Credit	10 years
Bank of Ningbo Co., Ltd. Shanghai Branch	30,000	Composite Credit	10 years
Ping An Bank Co., Ltd. Shanghai Branch	50,000	Composite Credit	10 years
Sumitomo Mitsui Trust Bank, Limited Shanghai Branch	20,000	Composite Credit	10 years
Mizuho Bank (China), Ltd.	US$30 million (equivalent to approximately RMB215.65 million*Note 1*)	Composite Credit	10 years
Sumitomo Mitsui Banking Corporation (China) Limited	20,000	Composite Credit	10 years
MUFG Bank (China), Ltd. Shanghai Branch	70,000	Composite Credit	10 years
Xiamen International Bank Co., Ltd. Shanghai Branch	30,000	Composite Credit	10 years
Shanghai Rural Commercial Bank Co., Ltd.	80,000	Composite Credit	10 years

Name of Bank/Financial Institutions	Expected Amount of Credit	Type of Credit	Credit Term (not more than)
Shanghai Pudong Development Bank Co., Ltd. Changning Sub-branch	200,000	Composite Credit	10 years
Bank of Shanghai Co., Ltd. Puxi Sub-branch	150,000	Composite Credit	10 years
Shengjing Bank Co., Ltd. Shanghai Pudong Sub-branch	60,000	Composite Credit	10 years
Banco Bilbao Vizcaya Argentaria, S.A. Shanghai Branch	140,000	Composite Credit	10 years
Shinhan Bank (China) Limited Shanghai Branch	10,000	Composite Credit	10 years
DBS Bank (China) Limited	30,000	Composite Credit	10 years
Industrial Bank Co., Ltd. Shanghai Hongkou Sub-branch	60,000	Composite Credit	10 years
Woori Bank (China) Limited Shanghai Branch	10,000	Composite Credit	10 years
Standard Chartered Bank (Hong Kong) Limited	US$105 million (equivalent to approximately RMB754.78 million[Note 1])	Composite Credit	10 years
Standard Chartered Bank (China) Limited Shanghai Branch	70,000	Composite Credit	10 years
Standard Chartered Bank (China) Limited Shanghai Branch	US$50 million (equivalent to approximately RMB359.42 million[Note 1])	Composite Credit	10 years
China Merchants Bank Shanghai Branch	300,000	Composite Credit	10 years
Industrial and Commercial Bank of China Shanghai Municipal Branch	155,000	Composite Credit	10 years
China Everbright Bank Shanghai Branch	120,000	Composite Credit	10 years

Name of Bank/Financial Institutions	Expected Amount of Credit	Type of Credit	Credit Term (not more than)
China Construction Bank Corp. Shanghai Branch	110,000	Composite Credit	10 years
The Export-Import Bank of China Shanghai Branch	300,000	Composite Credit	10 years
China Minsheng Banking Corporation Limited Shanghai Branch	100,000	Composite Credit	10 years
Agricultural Bank of China Shanghai Branch	100,000	Composite Credit	10 years
Bank of China Limited Shanghai Huangpu Sub-branch	100,000	Composite Credit	10 years
China CITIC Bank Shanghai Branch	50,000	Composite Credit	10 years
The above and other banks or financial institutions	416,972*Note 2*	Composite Credit	10 years
Total	3,850,000	/	/

Note 1: For statistics purposes, the amount has been converted at the middle price of RMB against USD published by the People's Bank of China as at 31 December 2025. The actual amount of credit is granted in USD.

Note 2: It refers to application of other amount of credit mandate by banks or financial institutions. For the convenience of presentation, the amount is shown at the quota of RMB38.5 billion net of the total of the aforementioned credit calculated at the exchange rate of RMB on 31 December 2025.

In addition, it is proposed that the management of the Company and/or its delegates be authorized by the AGM to determine and adjust specific matters, and to sign relevant legal documents within the approved credit quota referred to above based on the actual operating needs.

Details of the Authorisation to Issue Interbank Market Debt Financing Instruments are set out as follows:

To further optimize debt structure, expand financing channels and meet capital needs, it is proposed to the AGM to approve the Company's increase in registration and issuance of interbank market non-financial enterprise debt financing instruments (the "**Debt Financing Instruments**"), and the detailed scheme is as follows:

The Company intends to increase the registration and issuance of no more than RMB8 billion of the Debt Financing Instruments within the effective term of the authorisation. The categories of issuance include but not limited to medium term notes, short-term commercial paper, super short-term commercial paper and directional instruments. Registration and issuance may be conducted in one tranche or multiple tranches in light of capital needs. The term for the new Debt Financing Instruments shall not exceed 10 years (inclusive). It may be a single term instrument or a combination of multiple terms.

The proceeds from the proposed issuance of the Debt Financing Instruments shall be used by the Company for replenishing working capital, domestic and overseas equity investments, participation in private equity investment funds, repayment for principal and interest of interest-bearing debts, and other purposes, while complying with the regulatory requirements in relation to the use of proceeds of such Debt Financing Instruments. The size, term, interest rate and methods of issuance of the Debt Financing Instruments and other specific terms, shall comply with the relevant regulations.

In order to effectively coordinate the specific matters in the issuance process of the Debt Financing Instruments, it is proposed to the AGM that the authorisation be granted to the Board and/or its delegates to, pursuant to the requirements of the relevant laws and regulations and the opinions and recommendations from the regulatory authorities, under the framework and principle as considered and approved at the AGM and based on the principle of maximizing the Company's benefits, deal with all matters relating to above issues, including but not limited to:

1. Within the quota of no more than RMB8 billion (inclusive), authorizing the Board and/or its delegates to determine the specific category of the interbank market Debt Financing Instruments, including but not limited to medium-term notes, short-term commercial paper, super short-term commercial paper and directional instruments;

2. Authorizing the Board and/or its delegates, based on the actual needs of the Company, to determine the specific use of proceeds within the above scope;

3. Authorizing the Board and/or its delegates, based on the needs of operation and capital expenditure of the Company as well as market conditions, to determine the specific issuance plan and related matters in relation to, including but not limited to, the actual amount of each issuance, interest rate, term, whether to issue in one tranche, multiple tranches or by installment, and whether to issue multiple

categories, the arrangement of the size and term of each tranche, installment and category, the determination of nominal value and interest rate, currency (including offshore RMB), pricing method, issuance arrangements, credit enhancement arrangements (including letters of guarantee and letters of support), rating arrangements, specific subscription measures, whether to include put or redemption options, placement arrangements, use of proceeds, registration, listing and venues of listing for the interbank market Debt Financing Instruments, measures to mitigate repayment risks, measures to ensure debt repayment (if applicable), and all matters relating to the issuance of the interbank market Debt Financing Instruments;

4. Authorizing the Board and/or its delegates, based on the actual needs of the issuance of the Debt Financing Instruments, to engage intermediaries (including but not limited to the lead underwriter, rating agencies and law firms); to negotiate, sign and amend all related contracts or agreements; and to sign all necessary legal documents in relation to each issuance; and to follow all necessary procedures, such as application, registration and filing in respect of each issuance of the Debt Financing Instruments with the relevant regulatory authorities on behalf of the Company;

5. Authorizing the Board and/or its delegates to deal with all other matters in relation to the issuance of the Debt Financing Instruments;

6. Within the scope of the authorization, the Board could delegate its authority to any of the Chairman, Co-Chairman or Vice Chairman of the Company to determine specific issuance matters and deal with the specific matters relating to the issuance of Debt Financing Instruments;

7. The effective term of the authorisation as suggested in the resolution shall be 36 months from the date of approval of the resolution by the AGM. Upon the effectiveness of this authorization, the previous authorization shall terminate. Where the Board and/or its delegates have determined the issuance of the Debt Financing Instruments within the effective term of the authorization, and where the Company also has obtained the issuance approval, license, filing or registration (if applicable) from regulatory departments within the effective term of authorization, the Company may complete the issuance or partial issuance of the related Debt Financing Instruments within the effective term as confirmed by the approval, license, filing or registration. In terms of matters related to the issuance or partial issuance, the above effective term of mandate shall be extended to the completion date of the issuance or partial issuance.

Details of the proposed renewed and additional guarantee quota are set out as follows:

I. SUMMARY

Based on the business plan of the Group for 2026, it is proposed to the AGM to approve the renewed and additional guarantee quota with an equivalent amount not exceeding RMB35 billion for the purposes of: (1) the Company providing guarantees for its subsidiaries, the subsidiaries providing guarantees for other subsidiaries (note: subsidiaries refer to wholly-owned subsidiaries and non-wholly-owned subsidiaries (including subsidiaries with a debt-to-asset ratio of more than 70% (inclusive)), similarly hereinafter); and (2) the Company or its subsidiaries providing guarantees for their performance obligations with their own assets; the terms of the above guarantees are subject to the agreements. In particular:

1. With respect to the guarantees provided by the Company to its subsidiaries, and the guarantees provided by the subsidiaries to other subsidiaries:

   (1) The total amount of guarantees provided for the guaranteed party with a debt-to-asset ratio of less than 70% (non-inclusive) shall not exceed the equivalent of RMB30 billion;

   (2) The total amount of guarantees provided for the guaranteed party with a debt-to-asset ratio of more than 70% (inclusive) shall not exceed the equivalent of RMB5 billion.

   If, according to the needs of business development, the above guarantee quota provided for the guaranteed party with a debt-to-asset ratio of more than 70% (inclusive) still has an unused balance, such quota can be adjusted for providing guarantees to the subsidiaries with a debt-to-asset ratio of less than 70% (non-inclusive).

   If the guaranteed party is a non-wholly-owned subsidiary of the Company, the Group in principle only undertakes liability of guarantee corresponding to the equity interest held by the Group. The guarantee beyond the proportion corresponding to the equity interest held by the Group shall be provided with counter guarantee by other shareholders of the guaranteed party or the guaranteed party.

   The preliminary estimates of such guarantees are as follows (note: the actual situation of the Renewed and Additional Guarantee Quota shall prevail due to the large number of the subsidiaries which may increase or decrease due to mergers and acquisitions and disposals):

Unit: RMB (in ten thousand)

The guaranteed party	Expected renewed and additional guarantee quota	Debt maturity (not exceeding)
Fosun Industrial and/or its subsidiaries	1,014,500	8 years
Fosun Pharmaceutical Industrial and/or its subsidiaries	1,674,878	10 years
Subsidiaries of Shanghai Henlius	301,422	10 years
Fosun Health and/or its subsidiaries	334,100	5 years
Jianjia Rehabilitation and/or its subsidiaries	96,600	8 years
Chindex and/or its subsidiaries	32,500	8 years
Fosun Diagnostics Changsha	16,000	5 years
Fosun Pharmaceutical (Shenzhen)	30,000	5 years

2. Within the Renewed and Additional Guarantee Quota (i.e. not exceeding the equivalent of RMB35 billion) and excluding the quota actually used in item 1 above, the Company or its subsidiaries may, according to actual business needs, use their own assets to provide guarantee for its own performance obligations.

   The Renewed and Additional Guarantee Quota shall be effective from the passing of this resolution at the AGM to the earlier of:

   (1) the conclusion of the next annual general meeting of the Company;

   (2) the passing of a resolution at any general meeting of the Company revoking or varying the mandate granted under this resolution.

   Meanwhile, it is proposed that the management of the Company and/or its delegates be authorized by the AGM to determine and adjust specific guarantee matters and to sign relevant legal documents within the approved guarantee quota referred to above based on the actual operating needs.

II. GENERAL INFORMATION OF THE GUARANTEED COMPANIES (AS OF THE LATEST PRACTICABLE DATE)

1. Fosun Industrial

Shareholding of the Listed Company	Wholly-owned subsidiary
Shareholders and shareholding	The Company held its 100% equity interest
Chairman of the Board	Guan Xiaohui
Place of registration	Hong Kong, China
Scope of business	Foreign investment, sales and advisory services for Chinese and Western medicine, diagnostic reagents and medical equipment products, as well as the related export and import business.

Major financial indicators (on an individual basis, prepared according to the Hong Kong Financial Reporting Standards)
Unit: USD (in ten thousand)

Item	**2025 (Unaudited)**
Total assets	214,752
Total liabilities	79,090
Net assets	135,662
Operating revenue	616
Net profits	6,985

2. Fosun Pharmaceutical Industrial

Shareholding of the Listed Company	Wholly-owned subsidiary
Shareholders and shareholding	The Company held its 100% equity interest
Legal representative	Chen Yuqing
Unified social credit code	913101157340514991
Place of registration	Shanghai
Registered capital	RMB3,950 million
Company type	Limited liability company

Scope of business	The following licensed items: wholesale of pharmaceutical products, contract manufacturing of pharmaceutical products, and clinical trial services for pharmaceutical products. Its scope of business also includes the following general items: import and export of goods, import and export of technology, investment activities with its own funds, technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion, medical research and experimental development, sales of drug testing instruments, sales of special equipment for pharmaceutical manufacturing, sales of packaging materials and products, general cargo warehousing services (excluding hazardous chemicals and other items subject to licensing approval).

Major financial indicators (on an individual basis)
Unit: RMB (in ten thousand)

Item	**2025 (Unaudited)**
Total assets	2,366,484
Total liabilities	1,352,920
Net assets	1,013,564
Operating revenue	179,476
Net profits	67,700

3. Shanghai Henlius

Shareholding of the Listed Company	Non-wholly-owned subsidiary
Shareholders and shareholding	The Company held its 63.43% equity interest (through subsidiaries)
Legal representative	Zhu Jun
Unified social credit code	91310000550094566N
Place of registration	China (Shanghai) Pilot Free Trade Zone
Registered capital	RMB543.494853 million
Company type	Company limited by shares
Scope of business	R&D of monoclonal antibody drugs (except the development and application of human stem cell, gene diagnosis and treatment technologies), transfer of own proprietary technologies, and provision of relevant technical services and technical consulting.

Major financial indicators (on a consolidated basis, prepared according to the Hong Kong Financial Reporting Standards)
Unit: RMB (in ten thousand)

Item	2025 (Audited)
Total assets	1,236,109
Total liabilities	840,062
Net assets	396,047
Operating revenue	666,663
Net profits	82,704

4. Fosun Health

Shareholding of the Listed Company	Non-wholly-owned subsidiary
Shareholders and shareholding	The Company, Ningbo Liding Enterprise Management Partnership (Limited Partnership) (寧波礪定企業管理合夥企業(有限合夥), Pan Liqi, Lin Junjie, Foshan Chancheng District Chanxi New City Investment and Construction Co., Ltd. (佛山市禪城區禪西新城投資建設有限公司), Shenzhen Hengsheng Industrial Group Co., Ltd (深圳市恆生實業集團有限公司), Foshan Changaocheng Venture Capital Fund Partnership (Limited Partnership) (佛山市禪高城創業投資基金合夥企業(有限合夥)) held its 85.7951%, 5.2224%, 3.3335%, 2.4800%, 2.2331%, 0.4893% and 0.4466% equity interest, respectively.
Legal representative	Hu Hang
Unified social credit code	913101155665993901
Place of registration	China (Shanghai) Pilot Free Trade Zone
Registered capital	RMB5,827.835909 million
Company type	Other limited liability company

Scope of business	The following general items: technology development, technology consultation, technical services and technology transfer in the field of health technology; investments in the medical and healthcare industry and its related fields (including the pharmaceutical and healthcare industry, medical and educational industry); and performance of hospital management as entrusted by medical and healthcare institutions and provision of hospital management consultancy (except for brokerage).

Major financial indicators (on an individual basis)
Unit: RMB (in ten thousand)

Item	**2025 (Audited)**
Total assets	881,144
Total liabilities	376,904
Net assets	504,240
Operating revenue	14,393
Net profits	3,990

5. Jianjia Rehabilitation

Shareholding of the Listed Company	Non-wholly-owned subsidiary
Shareholders and shareholding	Jianjia Healthcare Investment Management Co., Ltd.* (健嘉醫療投資管理有限公司) and Ningbo Yujiashin Enterprise Management Partnership (Limited Partnership)* (寧波御佳鑫企業管理合夥企業(有限合夥)), held its 80% and 20% equity interest, respectively.
Legal representative	Shen Han
Unified social credit code	91310106MACNNLE01B
Place of registration	Shanghai
Registered capital	RMB375 million
Company type	Other limited liability company

Scope of business	The following general items: technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion, hospital management, business management, business management consultation, information consultation services (excluding licensed information consultation services), remote health management services, health consultation services (excluding diagnostic and treatment services), conference and exhibition services, rental services (excluding licensed rental services), rental of Class I medical devices, sales of Class I medical devices, sales of Class II medical devices, rental of Class II medical devices, sales of disinfectants (excluding hazardous chemicals), sales of intelligent robots, sales of smart home consumer devices, sales of wearable smart devices, rehabilitation aids adaptation services, software development, sales of electronic products, sales of network equipment, information system integration services, information system operation and maintenance services, computer system services, wholesale of computer software, hardware and auxiliary equipment, sales of health food (pre-packaged), sales of infant formula milk powder and other infant formula food, sales of special medical use formula food, sales of knitted textiles, retail of cosmetics, sales of office supplies, sales of household electrical appliances, sales of general merchandise, brand management, corporate image planning, marketing planning, advertisement production, advertisement design and agency, and advertising, sales of food (only prepackaged foods), sales of sanitary products and disposable medical supplies. The following licensed items: Class III medical devices business, rental of Class III medical devices, Class II value-added telecommunications business, medical services, and online culture operation.

Major financial indicators (on an individual basis)
Unit: RMB (in ten thousand)

Item	2025 (Unaudited)
Total assets	125,465
Total liabilities	104,249
Net assets	21,216
Operating revenue	13,217
Net profits	-2,368

6. Chindex

Shareholding of the Listed Company	Wholly-owned subsidiary
Shareholders and shareholding	The Company held its 100% equity interest
Legal representative	Liu Yi
Unified social credit code	911101056000940632
Place of registration	Beijing
Registered capital	RMB37.4448597 million
Company type	Limited liability company
Scope of business	The following licensed items: Internet information services for medical devices, leasing of Class III medical devices, and operation of Class III medical devices. The following general items: information consulting services (excluding licensed information consulting services), leasing services (excluding licensed leasing services), import and export of goods, manufacturing of special equipment (excluding manufacturing of licensed special equipment), wholesale of cosmetics, repair of special equipment, import and export of technologies, import and export agency, sales of Class I medical devices, leasing of Class II medical devices, sales of Class II medical devices, technical services, technology development, technical consulting, technical exchanges, technology transfer and technology promotion, repair of instruments and meters, sales of special electronic materials, health consulting services (excluding diagnosis and treatment services), and Internet sales (excluding sales of commodities requiring licensing).

Major financial indicators (on an individual basis)
Unit: RMB (in ten thousand)

Item	2025 (Unaudited)
Total assets	36,513
Total liabilities	29,573
Net assets	6,940
Operating revenue	9,679
Net profits	-34

7. Fosun Diagnostics Changsha

Shareholding of the Listed Company	Wholly-owned subsidiary
Shareholders and shareholding	Fosun Diagnostics Technology (Shanghai) Co., Ltd.* (復星診斷科技(上海)有限公司) held its 100% equity interest.
Legal representative	Liu Yi
Unified social credit code	914301005743297026
Place of registration	Changsha, Hunan Province
Registered capital	RMB160 million
Company type	Limited liability company

Scope of business

The following general items: technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion, medical research and experimental development, engineering and technology research and experimental development, remote health management services, manufacture of Class I medical devices, production of labor protection supplies, production of special labor protection supplies, manufacturing of electronic special equipment, manufacturing of laboratory analytical instruments, sales of Class I medical devices, sales of Class II medical devices, sales of labor protection supplies, sales of special labor protection supplies, sales of electronic special equipment, sales of mechanical and electrical equipment, sales of laboratory analytical instruments, rental of housing, rental of non-residential real estate, property management, parking services, park management services, and import and export of technology. Its scope of business also includes the following licensed items: manufacture of Class II medical devices, manufacture of Class III medical devices, Class III medical device business, medical device Internet information services, medical services, and inspection and testing services.

Major financial indicators (on an individual basis)
Unit: RMB (in ten thousand)

Item	**2025 (Audited)**
Total assets	40,956
Total liabilities	29,819
Net assets	11,137
Operating revenue	11,735
Net profits	-3,261

8. Fosun Pharmaceutical (Shenzhen)

Shareholding of the Listed Company	Wholly-owned subsidiary
Shareholders and shareholding	The Company held its 100% equity interest
Legal representative	Wang Kexin
Unified social credit code	91440300MAD78CGL7X
Place of registration	Shenzhen, Guangdong Province
Registered capital	RMB510 million
Company type	Limited liability company
Scope of business	The following general items: investment with self-owned capital; medical research and experimental development; sales of drug testing instruments; sales of special pharmaceutical equipment; sales of packaging materials and products; general cargo warehousing services (excluding items subject to licensing and approval such as hazardous chemicals); import and export of goods; import and export of technologies; technical services, technology development, technical consulting, technical exchanges, technology transfer and technology promotion. The following licensed items: commissioned production of drugs; wholesale of drugs; clinical trial services for drugs.

Major financial indicators (on an individual basis)
Unit: RMB (in ten thousand)

Item	**2025 (Unaudited)**
Total assets	79,291
Total liabilities	16,586
Net assets	62,705
Operating revenue	3,932
Net profits	-1,993

III. OPINION OF THE BOARD

Given that the guaranteed parties are subsidiaries of the Company only, and the guarantees under such renewed and additional guarantee quota are made based on the operational needs of the Group, the risks of the guarantees are relatively controllable, therefore the Board approved the above guarantees, and agreed to submit the same to the general meeting for consideration.

Details of the resolution in relation to the proposed grant of General Mandate to Issue A Shares and/or H Shares are set out as follows:

I. PARTICULARS OF THE MANDATE

Set out below are the particulars of the general mandate, including but not limited to:

1. Granting of an unconditional and general mandate to the Board, subject to the market condition and the needs of the Company, to issue, allot and deal with additional A Shares and/or H Shares of the Company, including the sale or transfer of any treasury H Shares, during the Relevant Period (as defined below).

2. Making or granting offers or agreements that might or would require A Shares and/or H Shares to be issued or other transferable rights to subscribe for or purchase A Shares and/or H Shares (collectively, "**Instruments**"), including but not limited to the creation and issue of warrants, bonds, debentures or other Instruments convertible into Shares.

3. Issuing additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights issue, bonus or capitalisation issues.

4. The number of the A Shares and/or H Shares approved to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Board (regardless of the reason for the allotment), including those underlying offers and/or agreements made or granted (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into A Shares and/or H Shares) (such securities to be calculated based on the number of A Shares and/or H Shares that may be converted to or allotted), shall not exceed 20% of the respective total number of A Shares and H Shares in issue of the Company as at the date of passing of this resolution at the AGM (excluding treasury shares).

5. The Board shall be authorized to formulate and implement specific issuance plans when exercising the aforementioned general mandate, including but not limited to the class of new shares to be issued, the pricing methods and/or the issue price (including the price range), number of Shares to be issued, allottees, use of proceeds, time of issuance, period of issuance, specific subscription methods, the pre-emptive subscription ratio of existing Shareholders and other specific matters relating to the issuance.

6. The Board shall be authorized to engage services of intermediary institutions for matters in relation to the issuance, and to approve and execute all the acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance; to consider and approve and to execute, for and on behalf of the Company, agreements relating to the issuance, including but not limited to placement and underwriting agreement and engagement agreement of intermediary institutions.

7. The Board shall be authorized to consider and approve and to execute, for and on behalf of the Company, the statutory documents relating to the issuance for submission to the relevant regulatory authorities. Pursuant to the requirements of the regulatory authorities and places where the Company is listed, it shall implement relevant approval procedures and complete all necessary record, registration and filing procedures with the relevant governmental authorities in Hong Kong and/or other regions and jurisdictions (if applicable).

8. The Board and/or its authorized persons shall be authorized to amend, as required by the relevant regulatory authorities within or outside PRC, the agreements and statutory documents referred to in items 6 and 7 above.

9. The Board shall be authorized to approve the increase of registered capital of the Company after issuance of new Shares and make amendments to the Articles of Association relating to, among others, the total share capital and shareholding structure, and the management shall be authorized to carry out the relevant procedures.

II. PERIOD OF THE MANDATE

The aforementioned mandate shall not extend beyond the Relevant Period save that, during the Relevant Period, the Board makes or grants offers, agreements or options with respect to the issue of A Shares and/or H Shares which might be required to be carried out or implemented after the end of the Relevant Period.

For the purpose of this resolution, the "Relevant Period" refers to the period commencing from the passing of this resolution at the AGM to the earlier of:

1. the conclusion of the next annual general meeting of the Company;

2. the passing of a resolution at any general meeting of the Company revoking or varying the mandate granted under this resolution.

The Board will only exercise the aforesaid general mandate in accordance with the Company Law and the Hong Kong Listing Rules or all applicable laws, rules and regulations of any other governmental or regulatory authorities and only if all necessary approvals from the CSRC and/or other relevant governmental authorities of PRC are obtained.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Hong Kong Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in relation to granting of the Repurchase Mandates.

I. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued shares of the Company was 2,670,429,325 shares, comprising 551,940,500 H Shares of RMB1.00 each and 2,118,488,825 A Shares of RMB1.00 each. As at the Latest Practicable Date, the total number of shares of the Company (excluding treasury shares) was 2,639,554,073 shares, including 540,971,500 H Shares and 2,098,582,573 A Shares.

Subject to the passing of the proposed resolutions in respect of the granting of the A Share Repurchase Mandate and H Share Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting, the Company would be allowed under the Repurchase Mandates to repurchase a maximum of 54,097,150 H Shares and 209,858,257 A Shares (representing respectively 10% of the total number of H Shares and A Shares as at the date of passing of the resolutions relating to the relevant Repurchase Mandates (excluding treasury shares)) during the Relevant Period (as defined below).

II. REASON FOR THE REPURCHASE

The Board believes that the grant of A Share Repurchase Mandate and H Share Repurchase Mandate may afford flexibility and benefit to the Company to repurchase Shares based on the market changes and actual need. The repurchase of Shares will only be exercised when the Directors believe such repurchase will benefit the Company and the Shareholders.

III. EXERCISE OF THE REPURCHASE MANDATES

Subject to the passing of the special resolutions in relation to the grant of the Repurchase Mandates to the Board proposed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting, respectively, the Board will be granted the A Share Repurchase Mandate and H Share Repurchase Mandate until the earlier of (a) the conclusion of the next annual general meeting of the Company, or (b) the passing of a special resolution at any general meeting, A Shareholders class meeting or H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under the relevant special resolution (the "**Relevant Period**"). In addition, the exercise of the Repurchase Mandates shall be subject to the approval of the relevant PRC regulatory authorities as required by the laws and rules of the PRC being obtained (if applicable).

IV. FUNDING OF THE REPURCHASE

In repurchasing A Shares and/or H Shares, the Company intends to apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws and rules of the PRC, including but not limited to its own funds and/or self-raised funds. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange as amended from time to time.

There might be an adverse impact on the working capital or gearing ratio of the Group as compared with the position disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended 31 December 2025 in the event that the repurchase of A Shares and/or H Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to carry out the repurchase of A Shares or H Shares if there may be a material adverse effect on the working capital requirements or the gearing ratio of the Company.

V. SHARE PRICES

The highest and lowest trading prices for the A Shares and H Shares on the Shanghai Stock Exchange and the Hong Kong Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	A Shares		**H Shares**	
	Highest	**Lowest**	**Highest**	**Lowest**
	RMB	*RMB*	*HK$*	*HK$*
April 2025	26.00	22.88	16.02	12.78
May 2025	25.45	23.40	16.50	13.44
June 2025	26.57	24.30	17.88	15.04
July 2025	29.25	25.00	20.70	16.60
August 2025	29.69	26.14	22.84	18.10
September 2025	33.10	28.66	29.00	21.84
October 2025	30.09	28.03	26.82	22.02
November 2025	29.68	26.72	24.42	20.88
December 2025	29.12	26.31	22.96	19.40
January 2026	28.71	26.57	22.18	19.36
February 2026	27.44	26.00	21.62	19.69
March 2026	27.18	23.61	20.24	17.71
April 2026 (up to the Latest Practicable Date)	27.35	25.06	21.10	19.39

VI. GENERAL INFORMATION

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandates in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws and rules of the PRC. To the best of the Directors' knowledge, neither this explanatory statement nor the Repurchase Mandate has any unusual features.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor their close associates, has any present intention to sell any A Shares or H Shares to the Company or its subsidiaries under the A Share Repurchase Mandate or H Share Repurchase Mandate if such resolutions are approved by the Shareholders.

No other core connected persons have notified the Company that they have a present intention to sell A Shares or H Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandates are approved by the Shareholders.

VII. TAKEOVERS CODE

If on the exercise of the powers to repurchase A Shares and H Shares pursuant to the A Share Repurchase Mandate and H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, (i) Fosun High Tech beneficially held 889,890,955 A Shares and 71,533,500 H Shares, (ii) Fosun International beneficially held 6,000,000 H Shares and (iii) Mr. Guo Guangchang beneficially held 114,075 A Shares, and they together accounted for approximately 42.41% and 14.33% of the total number of A Shares and H Shares (excluding treasury shares) in issue of the Company, respectively, which in aggregate represented approximately 36.66% of the total issued shares (excluding treasury shares) of the Company. In the event that the Directors should exercise the proposed A Share Repurchase Mandate and H Share Repurchase Mandate in full, the proportional interests in the voting rights of the Company held by Fosun High Tech, Fosun International and Mr. Guo Guangchang (who are presumed to be concert parties under the Takeovers Code), would increase to approximately 40.73% of the total issued shares of the Company (excluding any treasury shares) (on the basis that none of them participates in such repurchase). The increase would result in the obligation of making a mandatory offer under Rule 26 of the Takeovers Code. The Board has no present intention to exercise the A Share Repurchase Mandate and/or H Share Repurchase Mandate if it would result in a takeover obligation, or consequences that would arise under any similar applicable law of which the Directors are aware. Moreover, the Directors will not repurchase Shares on the Hong Kong Stock Exchange if such repurchase would violate the requirements under Rule 8.08 of the Hong Kong Listing Rules.

VIII. SHARES REPURCHASED BY THE COMPANY

During the six months prior to the Latest Practicable Date, no Share has been repurchased by the Company.

IX. STATUS OF THE SHARES REPURCHASED

The Company may determine the uses of the H Shares repurchased within the scope permitted by law, including but not limited to cancel or hold them as treasury shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchases of Shares. For any treasury shares deposited with CCASS pending resale on the Hong Kong Stock Exchange only, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, and (ii) in the case of dividends or distributions, the Company shall withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or adopt any other measures to ensure that the Company would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury shares.

A Shares repurchased pursuant to the repurchase plan (if any) to be determined by the Board under the A Share Repurchase Mandate shall be transferred or cancelled in accordance with the repurchase plan (if any), subject to relevant laws, regulations and rules in the PRC.

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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02196)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") 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 Tuesday, 16 June 2026 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 11 May 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Group for the year 2025.

2. To consider and approve the work report of the Board for the year 2025.

3. To consider and approve the profit distribution proposal of the Company for the year 2025.

4. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC financial report and internal control report auditor of the Company for the year 2026 and re-appointment of Ernst & Young as international financial report auditor of the Company for the year 2026 and the passing of remuneration packages for the PRC and international auditors for the year 2025.

5. To consider and approve the appraisal results and remunerations of Directors for 2025.

6. To consider and approve the appraisal program of Directors for 2026.

7. To consider and approve the Remuneration Management System for Directors and Senior Management of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.

8. To consider and approve the renewed and additional entrusted loans/borrowings quota of the Group.

9. To consider and approve the additional total credit applications of the Company.

10. To consider and approve the authorisation of the management to dispose of the shares of the domestic and overseas listed companies held by the Group.

11. To consider and approve the authorisation to issue interbank market debt financing instruments.

12. To consider and approve the renewed and additional guarantee quota of the Group.

SPECIAL RESOLUTIONS

13. To consider and approve the proposed grant of general mandate to the Board to issue A Shares and/or H Shares:

    (1) Granting of an unconditional general mandate to the Board, subject to the market condition and the needs of the Company, to issue, allot and deal with additional A Shares and/or H Shares of the Company, including the sale or transfer of any treasury H Shares, during the Relevant Period (as defined below).

    (2) Making or granting offers or agreements that might or would require A Shares and/or H Shares to be issued or other transferable rights to subscribe for or purchase A Shares and/or H Shares (collectively, "**Instruments**"), including but not limited to the creation and issue of warrants, bonds, debentures or other Instruments convertible into Shares.

    (3) Issuing additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights issue, bonus or capitalization issues.

    (4) The number of the A Shares and/or H Shares approved to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Board (regardless of the reason for the allotment), including those underlying offers and/or agreements made or granted (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into A Shares and/or H Shares) (such securities to be calculated based on the number of A Shares and/or H Shares that may be converted to or allotted), shall not exceed 20% of the respective total number of A Shares and H Shares of the Company in issue as at the date of passing this resolution at the AGM (excluding treasury shares).

    (5) The Board shall be authorized to formulate and implement specific issuance plans when exercising the aforementioned general mandate, including but not limited to the class of new shares to be issued, the pricing methods and/or the

issue price (including the price range), number of Shares to be issued, allottees, use of proceeds, time of issuance, period of issuance, specific subscription methods, the pre-emptive subscription ratio of existing Shareholders and other specific matters relating to the issuance.

(6) The Board shall be authorised to engage services of intermediary institutions for matters in relation to the issuance, and to approve and execute all the acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance; to consider and approve and to execute, for and on behalf of the Company, agreements relating to the issuance, including but not limited to placement and underwriting agreement and engagement agreement of intermediary institutions.

(7) The Board shall be authorized to consider and approve and to execute, for and on behalf of the Company, the statutory documents relating to the issuance for submission to the relevant regulatory authorities. Pursuant to the requirements of the regulatory authorities and places where the Company is listed, it shall implement relevant approval procedures and complete all necessary record, registration and filing procedures with the relevant governmental authorities in Hong Kong and/or other regions and jurisdictions (if applicable).

(8) The Board and/or its authorized persons shall be authorized to amend, as required by the relevant regulatory authorities within or outside the PRC, the agreements and statutory documents referred to in paragraphs 13(6) and 13(7) above.

(9) The Board shall be authorized to approve the increase of registered capital of the Company after issuance of new Shares and make amendments to the Articles of Association relating to, among others, the total share capital and shareholding structure, and the management shall be authorized to carry out the relevant procedures.

(10) The Board will only exercise the aforesaid general mandate in accordance with the Company Law and the Hong Kong Listing Rules or all applicable laws, rules and regulations of any other governmental or regulatory authorities and only if all necessary approvals from the CSRC and/or other relevant governmental authorities of the PRC are obtained.

For the purpose of this resolution, the "Relevant Period" refers to the period commencing from the passing of this resolution at the AGM to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a resolution at any general meeting of the Company revoking or varying the mandate granted under this resolution.

14. To consider and approve the proposed grant of general mandate to repurchase H Shares:

    (1) Subject to paragraph 14(2) 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 issued by the Company 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).

    (2) Subject to obtaining the approval in paragraph 14(1) 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, A Shareholders Class Meeting and H Shareholders Class Meeting (excluding treasury shares).

    (3) The approval in paragraph 14(1) above shall be subject to the satisfaction of the following:

        a. the special resolution with the same terms as listed in this resolution 14 herein (except for this paragraph 14(3)a of resolution 14) is passed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;

        b. all required approvals from regulatory authorities (if applicable) are obtained by the Company according to relevant laws and regulations of the PRC.

    (4) To the extent permitted by the laws and the listing rules of the place where the Company is listed, determining the purpose of the H Shares to be repurchased (including but not limited to cancellation and/or holding as treasury shares), and handling the matters necessary for realizing the relevant purposes (including but not limited to cancellation, decrease of the Company's registered capital, amending relevant provisions in the Articles of Association and related matters).

    (5) 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 considering and passing of such resolution in relation to the H Share Repurchase Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a special resolution at general meeting, A Shareholders class meeting or H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under this resolution.

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

15. To consider and approve the proposed grant of general mandate to repurchase A Shares:

(1) Subject to paragraphs 15(2) and (3) 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 with full authority. The Board shall have the right to authorise the authorised persons to handle all related matters according to the A Share repurchase scheme considered and approved by the Board with full authority. 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.

(2) Subject to the approval in paragraph 15(1) above, the Company may repurchase A Shares only under the following circumstances:

a. the Shares shall be used for the employee share ownership scheme or equity incentive scheme;

b. the Shares shall be used for conversion of corporate bonds which are convertible into shares issued by the Company;

c. necessary to preserve the value of the Company and the interests of its Shareholders.

of which, paragraph 15(2)c shall be subject to the satisfaction of the conditions stipulated in the Shares Repurchase Rules of Listed Companies of the CSRC.

(3) Subject to obtaining the approval in paragraph 15(1) 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 (excluding treasury shares) on the date the resolution is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.

(4) The approval in paragraph 15(1) above shall be subject to the satisfaction of the following:

a. the special resolution with the same terms as listed in resolution 15 herein (except for this paragraph 15(4)a of resolution 15) is passed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;

b. all required approvals from regulatory authorities (if applicable) are obtained by the Company according to relevant laws and regulations of the PRC.

(5) The A Share repurchase scheme formulated by the Board under the A Share Repurchase Mandate under paragraph 15(1) above shall include, among others, the Repurchase Period (as defined below), the purpose, method, range of price, number of shares, capital source and repurchase amount of the shares to be repurchased.

(6) 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.

(7) Setting up the securities account for repurchase or other relevant securities accounts upon the completion of relevant procedures.

(8) 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 A Share Repurchase Mandate in paragraph 15(1) 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.

(9) Other matters in relation to the repurchase of A Shares, except power to be exercised by the 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 considering and passing of such resolution in relation to the A Share Repurchase Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a special resolution at general meeting, A Shareholders class meeting or H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under this resolution.

For the purpose of this resolution, the "Repurchase Period" refers to the specific period during which the Board repurchases A Shares under the A share repurchase scheme formulated pursuant to the A Share Repurchase Mandate.

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

Shanghai, the PRC
11 May 2026

As at the date of this announcement, the executive directors of the Company are Mr. Chen Yuqing, Ms. Guan Xiaohui, Mr. Wen Deyong, Mr. Wang Kexin, and Mr. Liu Yi; the non-executive directors of the Company are Mr. Chen Qiyu, and Mr. Pan Donghui; the independent non-executive directors of the Company are Mr. Yu Tze Shan Hailson, Mr. Wang Quandi, Mr. Chen Penghui and Mr. Yang Yucheng; and the employee director of the Company is Ms. Yan Jia.

Notes:

1. A holder of H Shares entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend the AGM and vote by poll instead of him/her. 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 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 AGM. Return of the form of proxy will not preclude any holder of H Shares from attending the AGM and voting in person if such shareholder 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 AGM, the register of holders of H Shares will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026 (both days inclusive), with the record date of Tuesday, 16 June 2026. In order to qualify for attending and voting at the AGM, 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, 10 June 2026.

4. Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.

5. This Notice of AGM is dispatched to the holders of H Shares only. The notice of AGM to the holders of A Shares and proxy form are separately published on the websites of the Company (https://www.fosunpharma.com) and the Shanghai Stock Exchange (https://www.sse.com.cn).

* *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 company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02196)

NOTICE OF 2026 SECOND H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2026 second 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 2026 Second A Shareholders Class Meeting of the Company or any adjournment thereof on Tuesday, 16 June 2026 at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu 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 11 May 2026 (the "**Circular**").

SPECIAL RESOLUTIONS

1. To consider and approve the proposed grant of general mandate to repurchase H Shares:

   (1) Subject to paragraph 1(2) 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 issued by the Company 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).

   (2) Subject to obtaining the approval in paragraph 1(1) 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 (excluding treasury shares).

(3) The approval in paragraph 1(1) above shall be subject to the satisfaction of the following:

a. the special resolution with the same terms as listed in this resolution 1 herein (except for this paragraph 1(3)a of resolution 1) is passed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;

b. all required approvals from regulatory authorities (if applicable) are obtained by the Company according to relevant laws and regulations of the PRC.

(4) To the extent permitted by the laws and the listing rules of the place where the Company is listed, determining the purpose of the H Shares to be repurchased (including but not limited to cancellation and/or holding as treasury shares), and handling the matters necessary for realizing the relevant purposes (including but not limited to cancellation, decrease of the Company's registered capital, amending relevant provisions in the Articles of Association and related matters).

(5) 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 considering and passing of such resolution in relation to the H Share Repurchase Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a special resolution at general meeting, A Shareholders class meeting or H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under this resolution.

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

2. To consider and approve the proposed grant of general mandate to repurchase A Shares:

   (1) Subject to paragraphs 2(2) and (3) 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 with full authority. 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 with full authority. 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.

   (2) Subject to the approval in paragraph 2(1) above, the Company may repurchase A Shares only under the following circumstances:

      a. the Shares shall be used for the employee share ownership scheme or equity incentive scheme;

      b. the Shares shall be used for conversion of corporate bonds which are convertible into shares issued by the Company;

      c. necessary to preserve the value of the Company and the interests of its Shareholders.

      of which, paragraph 2(2)c shall be subject to the satisfaction of the conditions stipulated in the Shares Repurchase Rules of Listed Companies of the CSRC.

   (3) Subject to obtaining the approval in paragraph 2(1) 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 (excluding treasury shares) on the date the resolution is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.

(4) The approval in paragraph 2(1) above shall be subject to the satisfaction of the following:

a. the special resolution with the same terms as listed in resolution 2 herein (except for this paragraph 2(4)a of resolution 2) is passed at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting;

b. all required approvals from regulatory authorities (if applicable) are obtained by the Company according to relevant laws and regulations of the PRC.

(5) The A Share repurchase scheme formulated by the Board under the A Share Repurchase Mandate under paragraph 2(1) above shall include, among others, the Repurchase Period (as defined below), the purpose, method, range of price, number of shares, capital source and repurchase amount of the shares to be repurchased.

(6) 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.

(7) Setting up the securities account for repurchase or other relevant securities accounts upon the completion of relevant procedures.

(8) 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 paragraph 2(1) 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.

(9) Other matters in relation to the repurchase of A Shares, except power to be exercised by the 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 considering and passing of such resolution in relation to the A Share Repurchase Mandate at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting to the earlier of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the passing of a special resolution at general meeting, A Shareholders class meeting or H Shareholders class meeting (if applicable) of the Company revoking or varying the general mandate granted under this resolution.

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.

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

Shanghai, the PRC
11 May 2026

As at the date of this announcement, the executive directors of the Company are Mr. Chen Yuqing, Ms. Guan Xiaohui, Mr. Wen Deyong Mr. Wang Kexin, and Mr. Liu Yi; the non-executive directors of the Company are Mr. Chen Qiyu, and Mr. Pan Donghui; the independent non-executive directors of the Company are Mr. Yu Tze Shan Hailson, Mr. Wang Quandi, Mr. Chen Penghui and Mr. Yang Yucheng; and the employee director of the Company is Ms. Yan Jia.

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 shareholder 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 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 AGM. Return of the form of proxy will not preclude any holder of H Shares from attending the H Shareholders Class Meeting and voting in person if such shareholder 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 Thursday, 11 June 2026 to Tuesday, 16 June 2026 (both days inclusive), with the record date of Tuesday, 16 June 2026. In order to qualify for attending and voting at the H Shareholders Class Meeting, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 10 June 2026.

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*