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

(Stock Code: 02196)

(1) EXTENSION OF AUTHORISATION PERIOD AND CHANGE OF AUTHORISED PERSON FOR THE PROPOSED SHANGHAI HENLIUS LISTING (2) ELECTION OF EXECUTIVE DIRECTORS AND NOTICE OF EGM

A letter from the Board is set out on pages 3 to 5 of this circular. The notice convening the EGM of the Company to be held at 1:30 p.m. on Tuesday, 7 December 2021 at Shanghai Film Art Center, No. 160 Xinhua Road, Shanghai, the PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.fosunpharma.com>).

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

* for identification purposes only

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DEFINITIONS

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 in the share capital of the Company, which is (are) listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company Law”	the current Company Law of the PRC (《中華人民共和國公司法》)
“Company”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed and traded on the main board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 third extraordinary general meeting of the Company to be held at 1:30 p.m. on Tuesday, 7 December 2021 at Shanghai Film Art Center, No. 160 Xinhua Road, Shanghai, the PRC (or any adjournment thereof)
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	9 November 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan region
“Proposed Shanghai Henlius Listing”	the proposed domestic initial public offering of RMB ordinary shares (A shares) and listing and trading of Shanghai Henlius on the Science and Technology Innovation Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Science and Technology Innovation Board”	the Science and Technology Innovation Board of the Shanghai Stock Exchange
“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 incorporated in the PRC with limited liability and a subsidiary of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	share(s) of the Company, including H Shares and A Shares
“subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent

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Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*

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

(Stock Code: 02196)

Executive Director:

Mr. WU Yifang (*Chairman and CEO*)

Non-executive Directors:

Mr. CHEN Qiyu

Mr. YAO Fang

Mr. XU Xiaoliang

Mr. PAN Donghui

Independent Non-executive Directors:

Ms. LI Ling

Mr. TANG Guliang

Mr. WANG Quandi

Mr. YU Tze Shan Hailson

Registered Office:

9th Floor, No. 510

Caoyang Road

Putuo District

Shanghai, 200063, China

Headquarters:

Building A

No. 1289 Yishan Road

Shanghai, 200233, China

Principal Place of Business in Hong Kong:

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

17 November 2021

To the Shareholders

Dear Sir or Madam,

**(1) EXTENSION OF AUTHORISATION PERIOD AND CHANGE OF
AUTHORISED PERSON FOR THE PROPOSED SHANGHAI HENLIUS LISTING
(2) ELECTION OF EXECUTIVE DIRECTORS
AND
NOTICE OF EGM**

I. INTRODUCTION

The purpose of this circular is to give you notice of the EGM enclosed herewith, and to provide you with information regarding resolutions to be proposed at the EGM regarding (1) extension of authorisation period and change of authorised person for the Proposed Shanghai Henlius Listing; and (2) election of executive Directors to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

II. EXTENSION OF AUTHORISATION PERIOD AND CHANGE OF AUTHORISED PERSON FOR THE PROPOSED SHANGHAI HENLIUS LISTING

Reference is made to the announcement of the Company dated 30 March 2020, the circular of the Company dated 9 April 2020 and the poll results announcement dated 28 May 2020, in relation to, among others, the Proposed Shanghai Henlius Listing.

On the 2020 first extraordinary general meeting of the Company convened on 28 May 2020, the Company considered and approved (among others) the resolution in relation to the authorisation to the chairman of the Board and/or president of the Company to deal with, at his/their absolute discretion, matters pertaining to the Proposed Shanghai Henlius Listing, which shall be valid for 24 months commencing from the date of passing of the resolution at the general meeting of the Company (i.e. 28 May 2020) (the “**Original Authorisation**”).

Taking into account the progress of the Proposed Shanghai Henlius Listing, and to ensure the implementation of relevant matters pertaining to the Proposed Shanghai Henlius Listing, the Board has passed resolutions, subject to the approval by the Shareholders at the general meeting of the Company, regarding the proposed extension of the valid period of the Original Authorisation for a further 12 months upon the expiration of the Original Authorisation, and the proposed change of the authorised persons to authorise the chairman of the Board and/or his authorised person to deal with, at his/her absolute discretion, matters pertaining to the Proposed Shanghai Henlius Listing. Save for the changes as disclosed above, other details of the Original Authorisation shall remain unchanged.

A special resolution will be proposed at the EGM for the Shareholders to consider and, if though fit, approve the proposed extension of valid period and the change of authorised persons of the Original Authorisation.

III. ELECTION OF EXECUTIVE DIRECTORS

Pursuant to the Articles of Association, the Board shall consist of 11 Directors. Given the resignation of Mr. Gong Ping and Mr. Zhang Houlin as non-executive Directors with effect from 9 November 2021, the Board is required to elect 2 more Directors to fill the vacancies. After the review by the nomination committee of the Board, the Board nominated Mr. Wang Kexin and Ms. Guan Xiaohui as the candidates for executive Directors of the eighth session of the Board and will propose for election at the EGM.

Pursuant to the Company Law, other relevant laws and regulations and the Articles of Association, the terms of office of Mr. Wang Kexin and Ms. Guan Xiaohui as Directors shall be effective upon the approval of the Shareholders at the EGM and end on the expiration of the term of eighth session of the Board.

Biographical details of Mr. Wang Kexin and Ms. Guan Xiaohui, the candidates for executive Directors, as at the Latest Practicable Date are set out in Appendix to this circular.

LETTER FROM THE BOARD

IV. EGM

The notice convening the EGM to be held at 1:30 p.m. on Tuesday, 7 December 2021 at Shanghai Film Art Center, No. 160 Xinhua Road, Shanghai, the PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.fosunpharma.com>).

V. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of H Shareholders to attend and vote at the EGM, the register of members of the Company for H Shares will be closed from Thursday, 2 December 2021 to Tuesday, 7 December 2021, both days inclusive. In order to qualify for attending and voting at the EGM, unregistered H Shareholders should ensure that all transfer documents for H Shares together with the relevant share certificates should be lodged for registration with the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 1 December 2021.

VI. VOTING BY POLL

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

VII. RECOMMENDATIONS

The Board considers that the resolutions as set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole. The Board therefore recommends all Shareholders to vote in favor of the resolutions proposed at the EGM as set out in the notice of EGM.

VIII. FURTHER INFORMATION

Your attention is drawn to the Appendix to this circular.

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

BIOGRAPHIC OF CANDIDATES FOR EXECUTIVE DIRECTORS**1. Mr. Wang Kexin (“Mr. Wang”)*****Position and Experience***

Mr. Wang Kexin, aged 57, is currently the co-president and chief investment officer of the Company and serves as director of certain subsidiaries of the Company. Mr. Wang joined the Group in June 2010, he served as the vice president of the Company from July 2011 to July 2016, and served as senior vice president of the Company from July 2016 to October 2020, and has been served as the co-president and chief investment officer of the Company since October 2020. Prior to joining the Group, Mr. Wang served as the deputy general manager of Haihong Holdings Pharmaceutical E-commerce Co., Ltd.* (海虹控股醫藥電子商務有限公司), the marketing director of Kunming Pharmaceutical (Group) Co., Ltd.* (昆明製藥集團股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 600422), the general manager of Kunming Pharmaceutical Sales Co., Ltd.* (昆明製藥藥品銷售有限公司), the general manager of Beijing Huali Jiuzhou Pharmaceutical Co., Ltd.* (北京華立九州醫藥有限公司), the vice president of Chongqing Huali Pharmaceutical Co., Ltd.* (重慶華立藥業股份有限公司), a company previously listed on Shenzhen Stock Exchange (previous stock code: 000607), and the chairman of Beijing Tianren Hexin Pharmaceutical Management Co., Ltd.* (北京天仁合信醫藥經營有限責任公司). Mr. Wang graduated from the Shenyang Pharmaceutical College with a bachelor’s degree in pharmacy.

Save as disclosed above, Mr. Wang did not hold any other directorships in listed companies in the last three years.

Term of Service and Remuneration

The Company proposes to appoint Mr. Wang as an executive Director, and the term of office will be effective commencing from the date of passing of the Shareholders’ resolution at the EGM and ending on the expiration of the term of eighth session of the Board. As at the Latest Practicable Date, Mr. Wang has not entered into a service contract as a Director with the Company. Mr. Wang will not receive any remuneration from the Company for his appointment as an executive Director but, will be entitled to salary for his position as the senior management of the Company.

Relationship

To the best knowledge of the Directors, except as disclosed above, Mr. Wang does not have any relationship with other Directors, supervisors, senior management, or substantial or controlling Shareholders, and does not hold any other positions in the Company or its subsidiaries.

Interest in Shares

To the knowledge of the Directors, Mr. Wang has personal interests in 202,500 A Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, representing approximately 0.01% of the Company's total number of issued A Shares (i.e. 2,010,958,045 shares) and approximately 0.01% of the total number of issued shares of the Company (i.e. 2,562,898,545 Shares).

Save as disclosed above, there are no other matters relating to Mr. Wang that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

2. Ms. Guan Xiaohui (“Ms. Guan”)*Position and Experience*

Ms. Guan Xiaohui, aged 50, is currently the executive president and chief financial officer of the Company, and serves as director and supervisor of certain subsidiaries of the Company. Ms. Guan joined the Group in May 2000, she served as the financial manager of pharmaceutical circulation business department, the deputy chief financial officer, the commercial management committee deputy director, president assistant and general manager of the financial department. Ms. Guan served as the chief accountant of the Company from June 2013 to December 2014, the vice president, chief accountant and general manager of the financial department of the Company from December 2014 to June 2015, the senior vice president and chief financial officer of the Company from June 2015 to October 2020, and the executive president and chief financial officer of the Company since October 2020. Ms. Guan has been served as the executive president and chief financial officer of the Company since October 2020. Prior to joining the Group, Ms. Guan worked at Jiangxi Branch of Industrial and Commercial Bank of China from July 1992 to May 2000. Ms. Guan is currently a non-executive director of Shanghai Henlius Biotech, Inc., a company listed on the Hong Kong Stock Exchange (stock code: 02696), a non-executive director of Gland Pharma Limited, a company listed on the BSE Limited and the National Stock Exchange of India Limited (stock code: GLAND) and the chairman of the supervisory committee of Sinopharm Group Co., Ltd.* (國藥控股股份有限公司) (“**Sinopharm**”), a company listed on the Hong Kong Stock Exchange (stock code: 01099). Ms. Guan served as a non-executive director of Sinopharm from March 2019 to March 2021. Ms. Guan graduated from Jiangxi University of Finance and Economics with a bachelor's degree in economics, and graduated from the Chinese University of Hong Kong with a master's degree of professional accountancy. Ms. Guan has the qualifications of a Chinese Certified Public Accountant (CPA) and is a member of the Association of Chartered Certified Accountants (ACCA).

Save as disclosed above, Ms. Guan did not hold any other directorships in listed companies in the last three years.

Term of Service and Remuneration

The Company proposes to appoint Ms. Guan as an executive Director, and the term of office will be effective commencing from the date of passing of the Shareholders' resolution at the EGM and ending on the expiration of the term of eighth session of the Board. As at the Latest Practicable Date, Ms. Guan has not entered into a service contract as a Director with the Company. Ms. Guan will not receive any remuneration from the Company for her appointment as an executive Director but, will be entitled to salary for her position as the senior management of the Company.

Relationship

To the best knowledge of the Directors, except as disclosed above, Ms. Guan does not have any relationship with other Directors, supervisors, senior management, or substantial or controlling Shareholders, and does not hold any other positions in the Company or its subsidiaries.

Interest in Shares

To the knowledge of the Directors, Ms. Guan has personal interests in 181,000 A Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, representing approximately 0.01% of the Company's total number of issued A Shares (i.e. 2,010,958,045 shares) and approximately 0.01% of the total number of issued shares of the Company (i.e. 2,562,898,545 Shares).

Save as disclosed above, there are no other matters relating to Ms. Guan that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

NOTICE OF EGM

FOSUN PHARMA 复星医药

上海復星醫藥（集團）股份有限公司
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*

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

(Stock Code: 02196)

NOTICE OF THE 2021 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 third extraordinary general meeting (the “**EGM**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”) will be held at 1:30 p.m. on 7 December 2021 at Shanghai Film Art Center, No. 160 Xinhua 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 17 November 2021 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the resolution on extension of authorisation valid period and change of authorised person for the Proposed Shanghai Henlius Listing.

ORDINARY RESOLUTIONS

2. To elect the executive Directors (by cumulative voting)^(Note 5):
 - (a) Elect Mr. Wang Kexin as executive Director;
 - (b) Elect Ms. Guan Xiaohui as executive Director.

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

17 November 2021

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

NOTICE OF EGM

Notes:

1. A holder of H Shares entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote by poll instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of H Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Return of the form of proxy will not preclude any holder of H Shares from attending the EGM and voting in person if such member so wishes and in such event, the form of proxy will be deemed to be revoked.
3. For the purpose of determining the entitlement of H Shareholders to attend and vote at the EGM, the register of members of the Company for H Shares will be closed from Thursday, 2 December 2021 to Tuesday, 7 December 2021, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents for H Shares together with the relevant share certificates should be lodged for registration with the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 1 December 2021.
4. H Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.
5. The cumulative voting system will be adopted for the election of executive Directors according to the Implementation Rules of Cumulative Voting System of the Company. For details of the cumulative voting system, please refer to the Articles of Association, the Implementation Rules of Cumulative Voting System of the Company and the proxy form despatched to the H Shareholders.
6. This notice of EGM is despatched to the holders of H Shares only. The notice of EGM to the holders of A Shares and proxy form are separately published on the websites of the Company (<http://www.fosunpharma.com>) and of the Shanghai Stock Exchange (<http://www.sse.com.cn>).

* *for identification purposes only*