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**FOSUN PHARMA**

**复星医药**

**上海復星醫藥（集團）股份有限公司**

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

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

**(Stock Code: 02196)**

## **NOTICE OF 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 Hilton Shanghai Hongqiao, No. 1116 Hong Song East Road, Shanghai, the PRC on Wednesday, 1 June 2022 at 1:00 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 28 April 2022 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the annual report of the Group for the year 2021.
2. To consider and approve the work report of the Board for the year 2021.
3. To consider and approve the work report of the Supervisory Committee for the year 2021.
4. To consider and approve the final accounts report of the Group for the year 2021.
5. To consider and approve the profit distribution proposal of the Company for the year 2021.
6. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the PRC financial report and internal control report auditors of the Company for the year 2022 and re-appointment of Ernst & Young as international financial report auditors of the Company for the year 2022 and the passing of remuneration packages for the PRC and international auditors for the year 2021.
7. To consider and approve the estimates of ongoing related party transactions of the Group for 2022.
8. To consider and approve the appraisal results and remunerations of Directors for 2021.
9. To consider and approve the appraisal program of Directors for 2022.

10. To consider and approve the renewed and additional entrusted loan/borrowing quota of the Group.
11. To consider and approve the additional credit applications of the Company.
12. To consider and approve the authorisation of the management to dispose of the shares of the listed companies held by the Group.
13. To consider and approve the compliance with conditions for the proposed issuance of corporate bonds of the Company.
14. To consider and, if thought fit, to pass the resolution of the proposed issuance of corporate bonds:
  - 14.1 Size and method of the issuance
  - 14.2 Coupon rate or its determination mechanism
  - 14.3 Maturity period, method of principal repayment and interest payment, and other specific arrangements
  - 14.4 Use of proceeds
  - 14.5 Issuance target and placing arrangement for Shareholders
  - 14.6 Guarantee arrangement
  - 14.7 Provisions on redemption and repurchase
  - 14.8 Credit standing of the Company and safeguards for debt repayment
  - 14.9 Underwriting method
  - 14.10 Listing arrangement
  - 14.11 Validity of the resolutions
15. To consider and approve the grant of authorizations to the Board (or its authorized representatives) to deal with, at their absolute discretion, relevant matters in relation to the public issuance of corporate bonds.
16. To consider and approve the adoption of the Share Option Scheme of Fosun Health and to authorize the Board of the Company, the board of directors of Fosun Health and their respective authorized persons to execute such documents and take such action as they deem appropriate to implement and give effect to the Share Option Scheme.

## SPECIAL RESOLUTIONS

17. To consider and approve the renewed and additional guarantee quota of the Group.
18. To consider and, if thought fit, approve the proposed grant of general mandate to issue A Shares and/or H Shares:
  - (a) 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 during the Relevant Period (as defined below).
  - (b) Making or granting offers, agreements or options 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.
  - (c) Issuing additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights issue, bonus or capitalization issues.
  - (d) The total number of the A Share 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 (whether they are allotted pursuant to the share options or otherwise), and the number of the offers, agreements and/or options made or granted (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into A Shares and/or H Shares) (the securities are calculated based on the number of A Shares and/or H Shares converted to or allotted), shall not exceed 20% of the total number of the A Shares and/or H Shares in issue as at the date of passing this resolution at the general meeting of the Company.
  - (e) 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.
  - (f) 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.

- (g) 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, fulfill relevant approval procedures, and complete all necessary record, registration and filing procedures with the relevant governmental authorities of Hong Kong and/or other regions and jurisdictions (if applicable).
- (h) 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 18(f) and 18(g) above.
- (i) 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 the total share capital and shareholding structure, etc., and the management shall be authorized to carry out the relevant procedures.
- (j) 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 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 date on which this proposal is approved at the AGM to the earlier of:

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

19. To consider and, if thought fit, approve the proposed grant of general mandate to repurchase H Shares:

- (a) Subject to paragraph 19(b) below, granting of a general mandate to the Board, in compliance with all applicable laws and regulations (as amended from time to time) of the PRC government or securities regulatory authorities, the Hong Kong Stock Exchange or any other government or regulatory authority, to exercise all power of the Company to repurchase H Shares of the Company in issue in order to preserve the value of the Company and the interests of its Shareholders on terms that it deems appropriate during the Relevant Period (as defined below).
- (b) Subject to obtaining the approval in paragraph 19(a) above, the total number of H Shares to be repurchased under the general mandate to repurchase H Shares during the Relevant Period shall not exceed 10% of the total issued H Shares on the date the resolution is considered and approved at the AGM, A Shareholders Class Meeting and H Shareholders Class Meeting.

- (c) The approval in paragraph 19(a) above shall be subject to the satisfaction of the following:
  - (i) the special resolution with the same terms as listed in this resolution 19 herein (except for sub-paragraph 19(c)(i) of this resolution 19 is passed at the A Shareholders Class Meeting and H Shareholders Class Meeting;
  - (ii) all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.
- (d) Amending relevant provisions in the Articles of Association based on actual H Share repurchase, cancellation and decrease of the Company's registered capital; notifying the creditors of the Company pursuant to requirements under relevant laws and regulations and the Articles of Association and publishing announcements; convening the bondholders' meeting (if applicable); and registering the changes and/or filing and related matters;
- (e) Other matters in relation to the repurchase of H Shares.

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

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

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

20. To consider and, if thought fit, approve the proposed grant of general mandate to repurchase A Shares:
- (a) Subject to paragraphs 20(b) and (c) below, granting of a general mandate to the Board to repurchase A Shares by way of centralised bidding on terms that it deems appropriate during the Relevant Period (as defined below), including but not limited to the Board, subject to relevant laws and regulations (as amended from time to time), formulating, modifying or terminating A Share repurchase scheme and handling all related matters. The Board shall have the right to authorise the authorised persons to handle all related matters according to the A Share repurchase scheme considered and approved by the Board. Such scheme shall be in compliance with all applicable laws and regulations and requirements under the Hong Kong Listing Rules (as amended from time to time), and shall be subject to the consideration and approval at the Board meeting attended by more than two-thirds of the Directors;

- (b) Subject to the approval in paragraph 20(a) above, the Company may repurchase A Shares only under any of the following circumstances:
- (i) the Shares shall be used for the employee share ownership scheme or equity incentive scheme;
  - (ii) the Shares shall be used for conversion of corporate bonds which are convertible into shares issued by the Company;
  - (iii) necessary to preserve the value of the Company and the interests of its Shareholders
- of which, paragraph 20(b)(iii) shall be subject to the satisfaction of one of the following conditions:
- (i) the closing price of the A Shares shall be lower than the net asset per share of the latest financial period;
  - (ii) the cumulative drop in the closing price of the A Shares for 20 consecutive trading days reaches 30%;
  - (iii) other conditions set out by the CSRC.
- (c) Subject to the approval in paragraph 20(a) above, the number of A Shares to be repurchased by the Company under the general mandate to repurchase A Shares during the Relevant Period shall not exceed 10% of the total issued A Shares on the date the resolution is considered and approved at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting.
- (d) The approval in item paragraph 20(a) above shall be subject to the satisfaction of the following:
- (i) the special resolution with the same terms as listed in resolution 20 herein (except for this sub-paragraph 20(d)(i) of resolution 20 is passed at the A Shareholders Class Meeting and the H Shareholders Class Meeting;
  - (ii) all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.
- (e) The A Share repurchase scheme formulated by the Board under the general mandate to repurchase A Shares under paragraph 20(a) above shall include, among others, the Repurchase Period (as defined below), the purpose, method, range of price, amount, capital source and repurchase amount.
- (f) Determining the implementation or termination of A Share repurchase scheme (if any) with consideration of the Company's actual operations, the performance of stock price and other factors.

- (g) Setting up the securities account for repurchase or other relevant securities accounts upon the completion of relevant procedures.
- (h) Handling the cancellation of A Shares not transferred during the period stipulated by relevant laws and regulations (as amended from time to time) under the repurchase scheme according to the implementation of A Share repurchase scheme formulated according to the general mandate to repurchase A Shares in paragraph 20(a) above, including amending relevant provisions in the Articles of Association, notifying the creditors of the Company pursuant to requirements under relevant laws and regulations and the Articles of Association and publishing announcements; convening the bondholders' meeting (if applicable); and registering the changes and/or filing and related matters.
- (i) Other matters in relation to the repurchase of A Shares, except power to be exercised by the shareholders' general meeting as specified by laws and regulations and regulatory documents.

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

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

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

## **ORDINARY RESOLUTIONS**

21. To re-elect the executive and non-executive Directors of the ninth session of the Board (by cumulative voting):
- (a) Re-elect Mr. Wu Yifang as an executive Director;
  - (b) Re-elect Mr. Wang Kexin as an executive Director;
  - (c) Re-elect Ms. Guan Xiaohui as an executive Director;
  - (d) Re-elect Mr. Chen Qiyu as a non-executive Director;
  - (e) Re-elect Mr. Yao Fang as a non-executive Director;
  - (f) Re-elect Mr. Xu Xiaoliang as a non-executive Director; and
  - (g) Re-elect Mr. Pan Donghui as a non-executive Director.



22. To re-elect the independent non-executive Directors of the ninth session of the Board (by cumulative voting):
- (a) Re-elect Ms. Li Ling as an independent non-executive Director;
  - (b) Re-elect Mr. Tang Guliang as an independent non-executive Director;
  - (c) Re-elect Mr. Wang Quandi as an independent non-executive Director; and
  - (d) Re-elect Mr. Yu Tze Shan Hailson as an independent non-executive Director.
23. To re-elect Supervisors of the ninth session of the Supervisory Committee (by cumulative voting):
- (a) Re-elect Mr. Cao Genxing as a Supervisor; and
  - (b) Re-elect Mr. Guan Yimin as a Supervisor.

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

Shanghai, the PRC  
28 April 2022

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

*Notes:*

1. A holder of H Shares entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend the AGM and vote by poll instead of him/her. **The health of shareholders, employees and stakeholders is of paramount importance to the Company. In view of the novel coronavirus epidemic (“COVID-19”), the Company recommends that the shareholders of the Company give priority to appointing the chairman of the meeting or the company secretary of the Company who will attend the AGM in person as their proxy to vote on the relevant resolutions at the AGM. The Company will comply with the prevention and control requirements related to the COVID-19, and will take appropriate prevention and control measures at the annual general meeting.** 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 24 hours before the time appointed for the convening of the 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 Friday, 27 May 2022 to Wednesday, 1 June 2022 (both days inclusive). In order to qualify for attending and voting at the AGM, unregistered holders of H Shares should ensure that all transfer documents for H Shares together with the relevant Share certificates should be lodged for registration with the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 26 May 2022.
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 (<http://www.fosunpharma.com>) and the Shanghai Stock Exchange (<http://www.sse.com.cn>).

\* *for identification purposes only*