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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)**

**POLL RESULTS OF THE RESOLUTIONS PROPOSED AT  
THE 2022 SECOND EXTRAORDINARY GENERAL MEETING,  
THE 2022 SECOND A SHAREHOLDERS CLASS MEETING AND  
THE 2022 SECOND H SHAREHOLDERS CLASS MEETING  
HELD ON TUESDAY, 29 NOVEMBER 2022**

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\* (the “**Company**”) is pleased to announce the poll results of the 2022 second extraordinary general meeting (the “**EGM**”), the 2022 second class meeting of holders of A shares of the Company (the “**A Shareholders Class Meeting**”) and the 2022 second class meeting of holders of H shares of the Company (the “**H Shareholders Class Meeting**”) (collectively, the “**Meetings**”) held in such order at Sky Fortune Boutique Hotel Shanghai, No. 358 Hong Xu Road, Shanghai, the PRC on Tuesday, 29 November 2022 at 1:30 p.m.

References are made to the notice of the EGM, the notice of the H Shareholders Class Meeting, the circular (the “**Circular**”) and the supplemental announcement to the Circular, all dated 31 October 2022, and the second supplemental announcement to the Circular dated 2 November 2022 of the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the Meetings, (i) the total number of the issued shares of the Company (the “**Shares**”) was 2,669,655,211 Shares, comprising 2,117,714,711 A Shares and 551,940,500 H Shares; (ii) holders of 2,669,655,211 Shares (or by authorised proxies) were entitled to attend and vote on the resolutions proposed at the EGM; and (iii) holders of 2,117,714,711 A Shares (or by authorised proxies) and 551,940,500 H Shares (or by authorised proxies) were entitled to attend and vote on the resolutions proposed at the A Shareholders Class Meeting and the H Shareholders Class Meeting, respectively. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the Meetings.

As at the date of the Meetings, (i) Fosun High Tech, the controlling shareholder of the Company, owned 885,595,955 A Shares and 71,533,500 H Shares, and, in addition to the Shares held through Fosun High Tech, Fosun International owned 6,000,000 H Shares, (ii) Mr. Wu Yifang, an executive Director, owned 749,900 A shares and 373,000 H Shares, (iii) Mr. Wang Kexin, an executive Director, owned 232,500 A Shares and 20,000 H Shares, (iv) Ms. Guan Xiaohui, an executive Director, owned 206,000 A Shares and 25,000 H Shares, (v) Mr. Wen Deyong, an executive Director, owned 20,000 A Shares and 20,000 H Shares, (vi) Mr. Chen Qiyu, a non-executive Director, owned 114,075 A Shares, (vii) Mr. Yao Fang, a non-executive Director, owned 458,300 A Shares, (viii) Mr. Li Dongjiu, a member of the senior management of the Company, owned 20,000 A Shares, (ix) Ms. Feng Rongli, a member of the senior management of the Company, owned 20,000 A Shares, and (x) other than Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui, Mr. Wen Deyong and Ms. Feng Rongli (whose interests in the Company's Shares are set out above), a total of 45 proposed Holders/Participants (the **"Interested Grantees"**) collectively owned 438,750 A Shares and 136,000 H shares, and:

- (1) Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong were required to and had abstained from voting on the resolutions in respect of the 2022 H Share Employee Share Ownership Scheme at the EGM;
- (2) Fosun High Tech, Fosun International, Mr. Wang Kexin, Ms. Guan Xiaohui, Mr. Chen Qiyu and Mr. Yao Fang were required to and had abstained from voting on the resolution in respect of the Renewed Financial Services Agreement at the EGM;
- (3) Ms. Guan Xiaohui (being the chief supervisor of Sinopharm), Mr. Wen Deyong, Mr. Chen Qiyu, Mr. Li Dongjiu and Ms. Feng Rongli (all being directors of Sinopharm) were required under the SSE Listing Rules to and had abstained from voting on the resolution in respect of the Renewed Products/Services Mutual Supply Framework Agreement at the EGM;
- (4) Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong were required to and had abstained from voting on the resolutions in respect of the 2022 Restricted A Share Incentive Scheme at the Meetings; and
- (5) the Interested Grantees, insofar as they are A Shareholders and/or H Shareholders, were required to and had abstained from voting on the relevant resolutions at the EGM and/or the relevant Class Meetings in respect of the 2022 Restricted A Share Incentive Scheme and the 2022 H Share Employee Share Ownership Scheme.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed above, as at the date of the Meetings, no other Shareholder, none of the connected persons of the Company, the Shareholders and their respective associates has any material interest in the resolutions proposed at the Meetings and is required to abstain from voting at the Meetings. No Shareholder has stated in the Circular his/her/its intention to vote against any resolution at the Meetings.

## ATTENDANCE AT THE MEETINGS

### (I) Attendance at the EGM:

Set out below are the details of the Shareholders and authorised proxies present at the EGM:

Number of Shareholders and authorised proxies	864
<i>Including:</i> Number of A Shareholders	863
Number of H Shareholders	1
Total number of Shares carrying voting rights (shares)	1,243,480,187
<i>Including:</i> Total number of Shares carrying voting rights held by A Shareholders (shares)	1,020,739,992
Total number of Shares carrying voting rights held by H Shareholders (shares)	222,740,195
Percentage of the total number of Shares (%)	46.5783
<i>Including:</i> Number of A Shares as a percentage of the total number of Shares (%)	38.2349
Number of H Shares as a percentage of the total number of Shares (%)	8.3434

### (II) Attendance at the A Shareholders Class Meeting:

Set out below are the details of the A Shareholders and authorised proxies present at the A Shareholders Class Meeting:

Number of A Shareholders and authorised proxies	842
Total number of A Shares carrying voting rights (shares)	1,019,277,992
Number of A Shares as a percentage of the total number of A Shares of the Company (%)	48.1310

### (III) Attendance at the H Shareholders Class Meeting:

Set out below are the details of the H Shareholders and authorised proxies present at the H Shareholders Class Meeting:

Number of H Shareholders and authorised proxies	1
Total number of H Shares carrying voting rights (shares)	224,385,669
Number of H Shares as a percentage of the total number of H Shares of the Company (%)	40.6540

The Meetings were convened in compliance with the requirements of the Company Law and the Articles of Association, and were chaired by Mr. Wu Yifang, the chairman of the Company. Four Directors of the Company including three executive Directors, namely Mr. Wu Yifang, Ms. Guan Xiaohui and Mr. Wen Deyong; and one independent non-executive Director, namely Mr. Wang Quandi, attended the Meetings.

In relation to the public solicitation of voting rights in accordance with the relevant administrative measures of the CSRC by Mr. Wang Quandi, an independent non-executive Director, as announced by the Company on 31 October 2022, no Shareholder appointed Mr. Wang Quandi as his/her/its proxy to vote.

In compliance with the requirements of the Hong Kong Listing Rules and Article 115 of the Articles of Association, BDO Limited, Grandall Law Firm (Shanghai)\* (國浩律師(上海)事務所), the Company's PRC legal advisers, Shareholder's representatives and members of the supervisory committee of the Company acted as the scrutineers for the vote-counting at each of the Meetings.

## POLL RESULTS OF THE RESOLUTIONS PROPOSED AT THE MEETINGS

### (I) Poll results of the EGM:

All resolutions at the EGM were voted by poll. The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of valid votes		
		For	Against	Abstain
1.	To consider and approve the adoption of the 2022 H Share Employee Share Ownership Scheme.	1,220,094,631 (98.3296%)	20,696,056 (1.6679%)	30,500 (0.0025%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	To consider and approve the mandate to be granted to the Board to deal with matters pertaining to the 2022 H Share Employee Share Ownership Scheme.	1,220,076,431 (98.3281%)	20,714,256 (1.6694%)	30,500 (0.0025%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

ORDINARY RESOLUTIONS		Number of valid votes		
		For	Against	Abstain
3.	To consider and approve the Renewed Financial Services Agreement dated 29 August 2022 entered into between the Company and Fosun Finance, the transactions contemplated thereunder and the proposed annual caps in respect of the deposit services, settlement services and other financial services; and to authorise the management of the Company or its authorised persons to deal with specific matters pertaining to the Renewed Financial Services Agreement.	249,287,200 (89.5040%)	28,887,439 (10.3717%)	346,218 (0.1243%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the proposed amendments to the Management System for Proceeds.	1,232,733,582 (99.2011%)	9,627,587 (0.7748%)	300,018 (0.0241%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the Renewed Products/Services Mutual Supply Framework Agreement entered into between the Company and Sinopharm on 29 August 2022 and to authorise the management of the Company or its authorised persons to deal with specific matters pertaining to the Renewed Products/Services Mutual Supply Framework Agreement.	1,236,548,810 (99.4730%)	6,451,602 (0.5190%)	99,700 (0.0080%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

SPECIAL RESOLUTIONS		Number of valid votes		
		For	Against	Abstain
6.	To consider and approve the adoption of the 2022 Restricted A Share Incentive Scheme (including the allotment and issuance of the Restricted Shares thereunder) and the Connected Grant.	1,223,291,485 (98.5222%)	18,348,502 (1.4778%)	200 (0.0000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
7.	To consider and approve the adoption of the Management Measures for the Appraisal System of the 2022 Restricted A Share Incentive Scheme.	1,224,667,235 (98.6330%)	16,972,752 (1.3670%)	200 (0.0000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
8.	To consider and approve the mandate to be granted to the Board to deal with matters pertaining to the 2022 Restricted A Share Incentive Scheme.	1,224,727,435 (98.6379%)	16,907,752 (1.3617%)	5,000 (0.0004%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

**(II) Poll results of the A Shareholders Class Meeting:**

The resolutions proposed at the A Shareholders Class Meeting were voted by poll. The poll results in respect of the resolutions proposed at the A Shareholders Class Meeting are as follows:

<b>SPECIAL RESOLUTIONS</b>		<b>Number of valid votes</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To consider and approve the adoption of the 2022 Restricted A Share Incentive Scheme (including the allotment and issuance of the Restricted Shares thereunder) and the Connected Grant.	1,006,645,642 (98.7607%)	12,632,150 (1.2393%)	200 (0.0000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
2.	To consider and approve the adoption of the Management Measures for the Appraisal System of the 2022 Restricted A Share Incentive Scheme.	1,006,741,342 (98.7700%)	12,536,450 (1.2299%)	200 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
3.	To consider and approve the mandate to be granted to the Board to deal with matters pertaining to the 2022 Restricted A Share Incentive Scheme.	1,006,801,542 (98.7760%)	12,471,450 (1.2236%)	5,000 (0.0004%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

**(III) Poll results of the H Shareholders Class Meeting:**

The resolutions proposed at the H Shareholders Class Meeting were voted by poll. The poll results in respect of the resolutions proposed at the H Shareholders Class Meeting are as follows:

<b>SPECIAL RESOLUTIONS</b>		<b>Number of valid votes</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To consider and approve the adoption of the 2022 Restricted A Share Incentive Scheme (including the allotment and issuance of the Restricted Shares thereunder) and the Connected Grant.	218,879,317 (97.5460%)	5,506,352 (2.4540%)	0 (0.0000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
2.	To consider and approve the adoption of the Management Measures for the Appraisal System of the 2022 Restricted A Share Incentive Scheme.	220,159,367 (98.1165%)	4,226,302 (1.8835%)	0 (0.0000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
3.	To consider and approve the mandate to be granted to the Board to deal with matters pertaining to the 2022 Restricted A Share Incentive Scheme.	220,978,367 (98.5432%)	3,266,802 (1.4568%)	0 (0.0000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			



## CERTIFICATION

As certified by and stated in the legal opinion issued by Grandall Law Firm (Shanghai)\* (國浩律師(上海)事務所), the Company's PRC legal advisers, the convening and holding of the Meetings are in compliance with requirements of the relevant laws, administrative regulations, the Rules of General Meetings of Listed Companies and the Articles of Association, the qualifications of the attendees of the Meetings and the convener are legally valid, and the voting procedures and voting results of the Meetings are legally valid.

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

Shanghai, the PRC  
29 November 2022

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

\* For identification purposes only