

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**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 2023 FIRST H SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 first 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 2023 first A Shareholders Class Meeting of the Company or any adjournment thereof on Wednesday, 28 June 2023 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 25 May 2023 (the “**Circular**”).

### **SPECIAL RESOLUTIONS**

1. To consider and, if thought fit, 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 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).
  - (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.

- (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 sub-paragraph 1(3)a of resolution 1) is passed at the AGM and the A Shareholders Class Meeting;
  - b. all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.
- (4) 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.
- (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 grant of general mandate to repurchase H Shares 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 a general meeting of the Company, 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 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.

2. To consider and, if thought fit, 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 any of 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 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.

(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 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 sub-paragraph 2(4)a of resolution 2) is passed at the AGM and the A Shareholders Class Meeting;
- b. all required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.

(5) The A Share repurchase scheme formulated by the Board under the general mandate to repurchase A Shares under item 2(1) above shall include, among others, the Repurchase Period (as defined below), the purpose, method, range of price, amount, capital source and repurchase amount.

- (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 repurchased 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 grant of general mandate to repurchase A Shares 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 a general meeting of the Company, 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 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.\***  
**Wu Yifang**  
*Chairman*

Shanghai, the PRC  
25 May 2023

*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.*

*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 H Shareholders Class Meeting. 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 Friday, 23 June to Wednesday, 28 June 2023 (both days inclusive). In order to qualify for attending and voting at the H Shareholders Class Meeting, unregistered 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, 21 June 2023.
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*