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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 AGM
THE 2023 FIRST A SHAREHOLDERS' CLASS MEETING AND
THE 2023 FIRST H SHAREHOLDERS' CLASS MEETING
ELECTION OF SUPERVISORS
DISTRIBUTION OF FINAL DIVIDEND
AND
CLOSURE OF REGISTER OF MEMBERS FOR H SHARES**

The annual general meeting (the “**AGM**”), the 2023 first class meeting of holders of A shares of the Company (the “**A Shareholders' Class Meeting**”) and the 2023 first class meeting of holders of H shares of the Company (the “**H Shareholders' Class Meeting**”) (collectively, the “**Meetings**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”) were held in such order at Sky Fortune Boutique Hotel Shanghai No. 358 Hong Xu Road, Shanghai, the PRC on Wednesday, 28 June 2023 from 1:00 p.m..

References are made to the notice of the AGM, the notice of the H Shareholders' Class Meeting and the circular (the “**Circular**”) of the Company, all dated 25 May 2023. 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 2,672,156,611 Shares, comprising 2,120,216,111 A Shares and 551,940,500 H Shares; (ii) holders of 2,672,156,611 Shares (or by authorised proxies) were entitled to attend and vote on the resolutions proposed at the AGM; and (iii) holders of 2,120,216,111 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 at the A Shareholders' Class Meeting and H Shareholders' Class Meeting, respectively. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the Meetings.

Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong (who held an aggregate of 2,055,000 A Shares and 438,000 H Shares as at the date of the AGM) were required to and had abstained from voting at the AGM on resolutions in relation to the appraisal results and remuneration, and appraisal program of Directors (i.e. resolutions no. 7 and 8 below). Mr. Wu Yifang, Ms. Mei Jingping and Ms. Feng Lirong (who held an aggregate of 1,194,400 A Shares and 379,500 H Shares as at the date of the AGM) were required to and had abstained from voting at the AGM on resolutions in relation to the provision of a loan to Fosun Kite (a joint venture) in proportion to equity interest (i.e. resolution no. 10 below). To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed above, no other Shareholder has any material interest in the resolutions proposed at the AGM, the A Shareholders' Class Meeting or the H Shareholders' Class Meeting and is required to abstain from voting at the AGM, the A Shareholders' Class Meeting or the H Shareholders' Class Meeting. 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 AGM:

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

Number of Shareholders and authorised proxies	298
<i>Including:</i> Number of A Shareholders	297
Number of H Shareholders	1
Total number of Shares carrying voting rights (shares)	1,128,903,640
<i>Including:</i> Total number of Shares carrying voting rights held by A Shareholders	914,210,997
Total number of Shares carrying voting rights held by H Shareholders	214,692,643
Percentage of the total number of Shares (%)	42.2469
<i>Including:</i> Number of A Shares as a percentage of the total number of Shares (%)	34.2125
Number of H Shares as a percentage of the total number of Shares (%)	8.0344

(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	296
Total number of A Shares carrying voting rights (shares)	914,210,897
Number of A Shares as a percentage of the total number of A Shares of the Company (%)	43.1188

(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)	208,694,643
Number of H Shares as a percentage of the total number of H Shares of the Company (%)	37.8111

The Meetings were convened in compliance with the requirements of the Company Law and the Articles of Association, and was chaired by Mr. Wu Yifang, the chairman of the Company. Eight (8) Directors of the Company, including four (4) executive Directors, namely Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong; and four (4) independent non-executive Directors, namely Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson, attended the Meetings.

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 member(s) 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 AGM:

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

ORDINARY RESOLUTIONS		Number of valid votes		
		For	Against	Abstain
1.	To consider and approve the annual report of the Group for the year 2022.	1,126,693,005 (99.8042%)	1,591,833 (0.1410%)	618,802 (0.0548%)
	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 work report of the Board for the year 2022.	1,126,556,904 (99.7921%)	1,651,233 (0.1463%)	.695,502 (0.0616%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.	To consider and approve the work report of the Supervisory Committee for the year 2022.	1,126,558,304 (99.7922%)	1,639,233 (0.1452%)	706,102 (0.0626%)
	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 final accounts report of the Group for the year 2022.	1,126,530,604 (99.7898%)	1,588,233 (0.1407%)	784,802 (0.0695%)
	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 profit distribution proposal of the Company for the year 2022.	1,127,034,088 (99.8344%)	1,820,150 (0.1612%)	49,402 (0.0044%)
	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
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 2023 and re-appointment of Ernst & Young as international financial report auditors of the Company for the year 2023 and the passing of remuneration packages for the PRC and international auditors for the year 2022.	1,125,378,052 (99.6877%)	3,471,986 (0.3076%)	53,602 (0.0047%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the appraisal results and remuneration of Directors for 2022.	1,125,927,004 (99.7363%)	2,946,633 (0.2610%)	30,002 (0.0027%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.	To consider and approve the appraisal program of Directors for 2023.	1,126,268,804 (99.7666%)	2,606,033 (0.2308%)	28,802 (0.0026%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and approve the renewed and additional entrusted loans/borrowings quota of the Group.	1,115,592,829 (98.8209%)	11,714,592 (1.0377%)	1,596,219 (0.1414%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10.	To consider and approve the provision of a loan to Fosun Kite, a joint venture, in proportion to equity interest.	1,126,738,388 (99.8082%)	2,144,550 (0.1900%)	20,702 (0.0018%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.	To consider and approve the additional credit applications of the Company.	1,127,112,905 (99.8414%)	1,766,733 (0.1565%)	24,002 (0.0021%)
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
12.	To consider and approve the authorisation of the management to dispose of the shares of the listed companies held by the Group.	1,127,313,805 (99.8592%)	1,504,433 (0.1333%)	85,402 (0.0075%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
13.	To consider and approve the adjustment of allowance of independent non-executive Directors.	1,125,924,405 (99.7361%)	2,868,233 (0.2541%)	111,002 (0.0098%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
14.	To consider and approve the amendments to the Related Party Transaction Management System of the Company.	1,014,408,291 (89.8578%)	114,385,847 (10.1325%)	109,502 (0.0097%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
15.	To consider and approve the election of a Supervisor.	1,126,415,305 (99.7796%)	2,077,933 (0.1841%)	410,402 (0.0363%)
	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
16.	To consider and approve the renewed and additional guarantee quota of the Group.	1,126,660,705 (99.8013%)	2,219,733 (0.1966%)	23,202 (0.0021%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
17.	To consider and, if thought fit, approve the proposed grant of general mandate to issue A Shares and/or H Shares.	1,014,501,691 (89.8661%)	114,059,647 (10.1036%)	342,302 (0.0303%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
18.	To consider and, if thought fit, approve the proposed grant of general mandate to repurchase H Shares.	1,125,886,283 (99.7327%)	2,591,055 (0.2295%)	426,302 (0.0378%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
19.	To consider and, if thought fit, approve the proposed grant of general mandate to repurchase A Shares.	1,126,650,183 (99.8004%)	1,954,655 (0.1731%)	298,802 (0.0265%)
	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 on by poll. The poll results in respect of the resolutions proposed at the A Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of valid votes		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the proposed grant of general mandate to repurchase H Shares.	912,392,325 (99.8011%)	1,686,770 (0.1845%)	131,802 (0.0144%)
	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, if thought fit, approve the proposed grant of general mandate to repurchase A Shares.	913,156,225 (99.8846%)	1,050,370 (0.1149%)	4,302 (0.0005%)
	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 on by poll. The poll results in respect of the resolutions proposed at the H Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of valid votes		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the proposed grant of general mandate to repurchase the H Shares.	207,495,858 (99.4256%)	904,285 (0.4333%)	294,500 (0.1411%)
	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, if thought fit, approve the proposed grant of general mandate to repurchase the A Shares.	207,493,858 (99.4246%)	904,285 (0.4333%)	296,500 (0.1421%)
	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.

ELECTION OF SUPERVISORS

At the AGM, Mr. Chen Bing was duly elected by the Shareholders as Supervisor of the ninth session of the Supervisory Committee. The appointment of Mr. Chen Bing shall be effective from 28 June 2023 until the expiry of the term of the ninth session of the Supervisory Committee.

Information including the biographies, length of service and emolument of Mr. Chen Bing is set out in the Circular and such information remains unchanged as at the date of this announcement. Save for the foregoing, as at the date of this announcement, there is no other information relating to Mr. Chen Bing that needs to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any other matters relating to his appointment that need to be brought to the attention of the Shareholders. In light of Mr. Chen Bing's appointment taking effect from 28 June 2023, Mr. Cao Genxing's resignation as a Supervisor of the Company also takes effect from the same date. Please refer to the Company's announcement dated 27 March 2023 and the Circular dated 25 May 2023 for details.

DISTRIBUTION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

As approved by the Shareholders at the AGM, the Board is pleased to announce that the final dividend to the Shareholders for the year ended 31 December 2022 of RMB0.42 per Share (before tax) from the undistributed profit of the Company to Shareholders who are qualified for participating in profit distribution. The 2022 final dividend will be paid to A Shareholders in RMB and to H Shareholders in Hong Kong dollars. The actual amount of the 2022 final dividend for H Shares to be paid in Hong Kong dollars shall be calculated with reference to the average benchmark exchange rate between RMB and Hong Kong dollars as published by the People's Bank of China for the five (5) business days preceding the date of the AGM (i.e. RMB0.91688 to HK\$1), being a cash dividend of HK\$0.46 per Share (before tax).

The 2022 final dividend for H shares will be paid to H Shareholders whose names are registered in the Company's register of members on Tuesday, 8 August 2023. For the purpose of determining the entitlement of Shareholders to the 2022 final dividend for H Shares, the register of members of the Company for H Shares will be closed from Wednesday, 2 August 2023 to Tuesday, 8 August 2023, both days inclusive. In order to qualify for the 2022 final dividend for H Shares, unregistered H Shareholders of the Company 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 Tuesday, 1 August 2023.

According to the requirements of the Enterprise Income Tax Law of the PRC effective from 1 January 2008 and the implementation rules thereof, the Decision of the Standing Committee of the National People's Congress on Amending the Enterprise Income Tax Law of the PRC (《全國人民代表大會常務委員會關於修改〈中華人民共和國企業所得稅法〉的決定》) effective from 24 February 2017 and the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders which are Overseas Non-resident Enterprises (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (Guo Shui Han [2008] No. 897) issued by the State Administration of Taxation on 6 November 2008, the 2022 final dividend payable to the non-resident enterprise shareholders whose names appear on the registers of members of H Shares is subject to a withholding tax at a rate of 10%. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees or trustees and other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax of 10%.

According to the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No. 348) issued by the State Administration of Taxation on 28 June 2011 and the Letter on the Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by The Stock Exchange of Hong Kong Limited on 4 July 2011, when domestic companies other than foreign invested enterprises which issue shares in Hong Kong distribute dividends to their shareholders, the individual shareholders in general will be subject to a withholding tax at a rate of 10%. When the Company distributes the 2022 final dividend to all individual holders of H Shares whose names appear on the registers of members of H Shares on Tuesday, 8 August 2023, the 2022 final dividend will be subject to the individual withholding tax at a rate of 10%. However, if otherwise provided by tax laws, relevant tax treaties or notices, the tax will be withheld in accordance with the relevant requirements and tax levy and administration requirements.

Profit distribution for the Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), the 2022 final dividend will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the nominee account holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may authorise a withholding agent to, apply to the competent tax authorities governing the

Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the A Shareholders.

Profit distribution for the Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the cash dividends for investors of H Shares of Southbound Trading will be paid in RMB. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders. The relevant taxation policies are set out below:

Shanghai-Hong Kong Stock Connect: the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the investors of H Shares for Shanghai- Hong Kong Stock Connect, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Shanghai-Hong Kong Stock Connect through its depository and clearing system. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Caishui [2014] No. 81), for dividends received by mainland investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall report and pay the relevant tax themselves.

Shenzhen-Hong Kong Stock Connect: the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the investors of H Shares for Shenzhen- Hong Kong Stock Connect, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Shenzhen-Hong Kong Stock Connect through its depository and clearing system. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Caishui [2016] No. 127), for dividends received by mainland investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by mainland securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax

payable shall be the same as that for individual investors. The company of such H shares will not withhold or pay the income tax of dividends for mainland enterprise investors and those enterprise investors shall report and pay the relevant tax themselves.

The Company will withhold the income tax payable by its H Shareholders in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members for H Shares on the relevant record date. The Company assumes no liability whatsoever in respect of any disputes or losses arising from any delay in, or inaccurate determination of, the status of the Shareholders.

Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares.

The Company has appointed CMB Wing Lung Bank Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong and will pay the Receiving Agent the 2022 final dividend declared in respect of the H Shares, which will be held by the Receiving Agent on trust pending payment to the relevant H Shareholders. The 2022 final dividend for H Shares (net of applicable taxes) will be paid by the Receiving Agent and the relevant cheques will be mailed by Tricor Investor Services Limited on or around Thursday, 24 August 2023 to the holders of the H Shareholders whose names are registered in the Company's register of members on Tuesday, 8 August 2023 by ordinary post at their own risk.

An announcement regarding the details of the distribution of 2022 final dividend for A Shares will be published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) for A Shareholders' information.

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

Shanghai, the PRC
28 June 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.

* For identification purposes only