

# **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.\*

(the "Company")

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

### Terms of Reference and Implementation Rules of the Remuneration and Appraisal Committee under the Board of Directors

#### Chapter 1 General Provisions

Article 1      In accordance with the relevant laws and regulations of the People's Republic of China, and in accordance with the provisions of the Company's articles of association and the rules of procedure of the board of directors, the Company, in accordance with 15376(d).5(Section)-64(a)-5705(R0T1(11.11080TD-5 a2)(3))

A <sub>5</sub> c <sub>6</sub>	The Republic and A Sa a C <sub>PR</sub> ee , a a e' e c a t r a n(c' a n e s ) a be ac ed b a n de e de n h a & eq e d sec' s , se ' n b e f s se d n' e s ' s ' f e c <sub>PR</sub> ee. The c a t r a n f e c <sub>PR</sub> ee , a be e ec ed a n se' ed b a r a f s ' e ' f , e r r b e l ' f , e b' a s d' f d sec' s .
A <sub>5</sub> c <sub>7</sub>	The Republic and A Sa a C <sub>PR</sub> ee , a a e , e a r e e p' f ' f c e a e b' a s d' f d sec' s . The e p' f ' f c e f r r b e l ' s e ' n b e e c ' n D ' a e e p' f a n r r b e l ' h ' n e s a c a d sec' s ' f , e C <sub>PR</sub> an , e / e a a t r a c a ' e , / e f f c e a r r b e l ' f , e c <sub>PR</sub> ee , effec f ' f e d a e ' f se ' n M r r b e l ' r a a ' e b' a s d' f d sec' s f s s e ' a ' n n ' n ' n ' & ' f e e p' f ' f c e . The b' a s d' f d sec' s , a , a f e ' c , r r b e l ' a e ' e f f c e ' , e s e ' a ' n f i c , r r b e l ' a b e e n a ' e d , f ' e a c a e n a c c ' d a e ' , s e e a n ' ' a ' f , e e R ' e .
A <sub>5</sub> c <sub>8</sub>	The Republic and A Sa a C <sub>PR</sub> ee r a e ab , a ' s a ' h ' d c e s e ' n b e f s ' d n see a n b ' a ' f r a ' n f , e C <sub>PR</sub> an a n d r a e a s e a n ' ' e a s a e e , a s a n n f r e e n ' f , e c <sub>PR</sub> ee a d r e n n see a n s e ' n ad' e d b ' e c <sub>PR</sub> ee .
	The Republic and A Sa a C <sub>PR</sub> ee r a , a e' e c e a s ' a ' e c a t r a n ' f , e c <sub>PR</sub> ee n ' / e d a ' s .
	<b>Chapter 3 Duties and Powers</b>
A <sub>5</sub> c <sub>9</sub>	The r a n d e a d ' e s ' f , e Rep u b l i c and A Sa a C <sub>PR</sub> ee a e ' :
(1)	e ab , f r a a n d s a a s e n a s s a n e r e n ' f r k a e s e f r u l e a ' c e , a n ' s ' a b a e d ' a , e r a c ' e , d ' e a d r r a n c e ' f , e r a n e r e n ' ' a ' f d sec' s a d e n r a n e r e n a d , e a e ' f s e e a n ' ' n ' n ' , e s e a e d e n s ' e , a n d r a e s e c ' r r e d a ' n ' e b' a s d' f d sec' s ;
(2)	s e f r u l e a ' c e , a n ' s ' a r a n a d n b ' a ' f e d ' e e f f r a c e e a k a ' n a a d a d ' e c d s e , r a n a e r e n ' c k s e a d e ' ' a a n d e r ' n s e a d a d r a n e r e n ;
(3)	d e e p ' a , e s e f r u l e a ' a c a e ' f a & eq e d sec' s a d e n r a n e r e n , c ' ' d ' d b e e f a d , e n ' a , a n d c r e n a ' n a a r e n , a d d a a n c r e n a ' n a a b e f s ' ' s e r n a ' n ' f , e f f c e ' s a ' n r e n , a n d r a e s e c ' r r e d a ' n ' a , e a f r e n a ' a d r a e a l , e s e f r u l e a ' n ' f , a & eq e d sec' s ' ' e b' a s d' f d sec' s . The Republic and A Sa a C <sub>PR</sub> ee , a c ' n d a a a e a d b c ' r a s a b e c ' r a n e , r e c ' r r r e n a l a d s e ' n b e ' f , e d sec' s a d e n r a n e r e n , a n d e r ' r e n c ' d ' n e e , e s e ' n , e C <sub>PR</sub> an ;

- (4) ፩ e e a a ፩ e e t r a n e n' ፩ e f a ፩ a , ፩ e f e s e n e ፩ , ፩ e b' a d' f d sec' ፩ c' l' s a e ፩ a a d' b jec' ፩ ;
- (5) ፩ e e a a ፩ e e c' r e n a ፩ a a b e ፩ d sec' ፩ a n d e n t r a n e n f a n ፩ c' l' s e ፩ a l' f f c e ፩ a ፩ t r e n ' ፩ e n e s e ፩ a ፩ c' n e n ፩ c' n a c i a e ፩ a n d ፩ e s i e f a ፩ a d a ፩ x c e ፩ e;
- (6) ፩ e e a a ፩ e e c' r e n a ፩ n a s a n e n ፩ s a ፩ a d t r a ፩ a ፩ c' l' s e ፩ a f d sec' ፩ a n d e n t r a n e n f a n ፩ c' l' s e ፩ a , ፩ e a s e c' n e n ፩ c' n a c i a e ፩ a n d a s e ፩ e s i e f a ፩ a b e a n d a ፩ x s a e;
- (7) ፩ e n s e ፩ a ፩ a d sec' ፩ f f a n ፩ f , ፩ e f a ፩ c a e ፩ a ፩ e d a n d c' d c a n a ፩ e f t r a n e a ፩ e t r e n;
- (8) ፩ a e ፩ e e f t r a n e f d e b ፩ e C' r a n ' d sec' ፩ a n d e n t r a n e n ,  
a n d c' d c a n a ፩ e f t r a n e a ፩ e t r e n;
- (9) ፩ t r' a' s ፩ e t r e n a ፩ a f f ፩ e C' r a n ' ፩ e f a ፩ a ፩ e t r;
- (10) ፩ e e a d t r a e f e c t r e n a ፩ a ፩ e b' a d' f d sec' ፩ a n r a e s e a ፩ a ፩ a s e c' e r e ፩ a d e s C a e s 17 ፩ t r e SEHK L ፩ a R e , ፩ e d a ፩ e a b ፩ t r e n ' d f c a ፩ a f s e c' e n e c' e r e , e r ፩ e e , a s e ፩ e c' e r e a n d a s e ፩ f s e n e ፩ t r a n a e , a n d ፩ e f f t r e n ' f & e c' e c' d ፩ a;
- (11) ፩ r a e f e c t r e n a ፩ a ፩ e b' a d' f d sec' ፩ a n e a s a n e n f a s e ፩ a s e ፩ d a ፩ a n f d sec' ፩ a n d e n t r a n e n a ፩ e ፩ e v ' e d ፩ a f f f ፩ b' d a e ;  
a n d
- (12) ፩ a , ፩ e f a ፩ a , ፩ e f a ፩ s e l t r e n ' f e a c e ፩ e f e ፩ e C' r a n ' a s e ፩ a s e ፩ e d , ፩ a e a ፩ e f t r a e s ፩ a e d ፩ a , ፩ e A s c e ፩ s a ፩ e d b' ፩ e b' a d' f d sec' ፩ .
- The se' ፩ a' f ፩ e b' a d' f d sec' ፩ a

## Chapter 4 Decision-making Procedures

Article 12 The ~~President~~ of the Republic and the ~~President~~ of the Council of Ministers shall, in accordance with the law, make decisions on the following matters:

- (1) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~;
- (2) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~;
- (3) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~;
- (4) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~;
- (5) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~.

Article 13 The ~~President~~ of the Council of Ministers and the ~~President~~ of the Republic and the ~~President~~ of the Council of Ministers shall:

- (1) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~;
- (2) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~;
- (3) ~~the~~ ~~President~~ of the Council of Ministers' ~~recommendations~~ and ~~decisions~~.

## Chapter 5 Rules of Procedures

Article 14 Meetings of the ~~President~~ of the Republic and the ~~President~~ of the Council of Ministers shall be held at the ~~President~~'s residence or at the ~~President~~'s office. The ~~President~~ of the Republic and the ~~President~~ of the Council of Ministers shall be present at the meetings. The ~~President~~ of the Republic and the ~~President~~ of the Council of Ministers shall be present at the meetings. The ~~President~~ of the Republic and the ~~President~~ of the Council of Ministers shall be present at the meetings.

- Alice 15 Mee n'f e Refl esia' nand A sa a CTR ee , a be ed b se an' f  
sd 'f efferbel a end a eTree n' a e' n Eac, fterbel , a a e' n e.  
Refl esia' nad ed a eTree n' a be a ed b se , a n' a f'fa fterbel  
(& c d a fterbel a se en a eTree n).
- Alice 16 T e Refl esia' nand A sa a CTR ee tra 'f e na 'f and 'f na 'f a  
e Tree n . Mee n'ra be c'need , se' n ) ad' ed 'f e  
eC TR nca' nmean, % ded , a e fterbel tra f' & se e' n.
- Alice 17 T e ecseas 'f e Refl esia' nand A sa a CTR ee and fterbel 'f , e 'f a  
n'ra n' a eTree n' f eC TR ee . T e CTR ee tra n'ed sec' ,  
l e' n , e CFO and see an eTree n' f eC TR an 'f ase h  
terbel 'f , n' a eTree n' f c'ndes nce a , % ded , a 'f e 'f ase  
h terbel d' n' a e' n , 'f e fterbel 'f a.
- Alice 18 T e Refl esia' nand A sa a CTR ee , a be % ded , 'f fce n se' f ce  
(& d a e se' f ce f'ee n de e de n e a and % fe 'f a ad ce) 'f eC TR  
d e . Re e and a f'f eC TR an 'a eC TR esia' nand , e & e ne  
q'ned , a be b'f e b , eC TR an .
- Alice 19 W e're a % ded se' f nse a n' a nterbel 'f , eC TR ee d q'ed a , e  
Tree n'f e Refl esia' nand A sa a CTR ee , e fterbel c'need , a  
ab a n'f e Tree n . T e Refl esia' nand A sa a CTR ee tra se' f ce  
d sec' , l e' n and 'f e fterbel 'f se' f ce f'ee n' f a  
k'f e a eTree n' a d'f fce , a m a e' b jec' n
- Alice 20 T e % ded se' f se' n eTree n , m a n' f' n and se' f n a ed a , e  
Tree n'f e Refl esia' nand A sa a CTR ee , a c'f se' f ee an a ,  
se' f a' n , se' f a' n se' f se' f ee ace , e e CTR an 'f ase ase ed,  
e Alice and , e % 'f n'f e R e .
- Alice 21 T e Refl esia' nand A sa a CTR ee , a tra na m'f eTree n , e se  
terbel a end a eTree n , a m'f eTree n . T e f'p e , a be tra na ed  
b , e ecseas 'f e b'f a d'f d sec' .
- Alice 22 Re' f n and 'f n se' f ad' ed a , eTree n'f e Refl esia' nand A sa a  
CTR ee , a be se' f ed 'f e b'f a d'f d sec' .
- Alice 23 Mef'bel a end a and 'f n' a eTree n , a ee c'f de n a 'f a m a  
d q'ed a , eTree n . D c'f se' f se' f ee an a f'f a m a 'f , e a' f'f a  
'f , e b'f a d'f d sec' , a be % b'ed .

## Chapter 6 Supplementary Provisions

Article 24 In case of any dispute arising from the interpretation or application of these Rules, the Chinese version shall prevail. Any disputes arising from the interpretation or application of these Rules shall be referred to the arbitration committee of the Shanghai Fosun Pharmaceutical (Group) Co., Ltd. for arbitration.

Article 25 These Rules shall take effect from the date of adoption and shall be valid until December 31, and thereafter, a new version shall be adopted.

Article 26 These Rules shall be effective from the date of adoption and shall be valid until December 31.

B' and f D sec' 5

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

22 March, 2024

*Note: If there is any inconsistency between the English and Chinese versions of these rules, the Chinese version shall prevail.*

\* For identification purpose only