

# FOSUN PHARMA

## 复星医药

上海复星医药（集团）股份有限公司

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

### Board Diversity Policy

#### Chapter 1 Purpose and Application

Article 1 This Policy aims to set out the approach to achieve diversity on the board of directors (hereinafter referred to as the “**Board**”) of 上海复星医药（集团）股份有限公司 (Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\*) (hereinafter referred to as the “**Company**”).

Article 2 The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company’s competitive advantage.

Article 3 This Policy applies to the Board of the Company.

#### Chapter 2 Policy Statement

Article 4 With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. A truly diverse Board will include and make good use of differences in the talents, skills, knowledge, regional and industry experience, background, gender and other qualities of members of the Board.

Article 5 The nomination committee of the Company (hereinafter referred to as the “**Nomination Committee**”) is responsible to, among other duties, review and assess the

composition of the Board, and to make recommendations to the Board on the appointment of directors of the Company.

Article 6 In reviewing and assessing the composition of the Board, the Nomination Committee will take into consideration the benefits of diversity in every respect, in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board.

Article 7 In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates against objective criteria. Such appointments will also be based on the talents, skills and experience the Board as a whole requires to be effective, with reference to this Policy and having due regard for the benefits of diversity on the Board.

Article 8 The Nomination Committee will consider the balance of talents, skills, experience, independence and knowledge on the Board and the diversity representation of the Board with reference to this Policy and ensure that the selection and nomination of Board positions are appropriately structured so that a diverse range of candidates can be considered.

Article 9 The Company will assess regularly the diversity profile of the Board and, the progress on achieving diversity objectives of the Company, if any.

Article 10 The Company will set up appropriate procedures for development of a broader and more diverse pool of skilled and experienced senior management.

### **Chapter 3 Measurable Objectives**

Article 11 In reviewing and assessing the Board composition and the nomination of directors (as applicable), Board diversity has to be considered from a number of aspects (including gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience).

Selection of candidates will be based on a range of diversity aspects. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's

composition (including gender, age, length of service) will be disclosed in the Corporate Governance Report of the Company annually.

Article 12 The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Nomination Committee will discuss and where necessary, agree on the measurable objectives for achieving and implementing the diversity policy of the Board and make recommendation to the Board. The Board may adopt and/or amend from time to time (as applicable) such diversity perspectives and/or measurable objectives that are appropriate to the Company's business.

## **Chapter 4 Implementation, Monitoring and Reporting**

Article 13 The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy.

The Nomination Committee will report annually, in the Corporate Governance Report of the Company, on the procedures it has adopted in relation to Board appointments. Such reporting will include the summary of the Policy, the measurable objectives set for implementing the Policy, and the progress made towards achieving those objectives.

Article 14 The Nomination Committee will review this Policy as and when appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and further recommend any such revisions to the Board for consideration and approval.

Article 15 This Policy is construed by the Board.

Article 16 This Policy will be published on the Company's website for public information.

Article 17 This Policy takes effect from the date of consideration and approval by the Board.

上海复星医药（集团）股份有限公司

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

December 27, 2018

*Remark: If there is any conflict or inconsistency between the English and Chinese versions, the Chinese version shall prevail.*

*\* for identification purposes only*