



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 recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

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, 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.

### **Chapter 3 Measurable Objectives**

Article 9 Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. 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.

### **Chapter 4 Monitoring and Reporting**

Article 10 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 11 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 12 This Policy is construed by the Board.

Article 13 This Policy will be published on the Company's website for public information.

Article 14 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.\*

26 August 2013

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

*\* for identification purposes only*