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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)

VOLUNTARY ANNOUNCEMENT

ENTERING INTO THE PLACING AGREEMENT BY A SUBSIDIARY

This announcement is made by Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

ENTERING INTO THE PLACING AGREEMENT BY A SUBSIDIARY

On 19 July 2021, Sisram Medical Ltd (“**Sisram**”, together with its subsidiaries, the “**Sisram Group**”), a subsidiary of the Company, entered into the placing agreement (the “**Placing Agreement**”) with UBS AG Hong Kong Branch (“**UBS**”), CMB International Capital Limited (“**CMB**”) and Fosun Hani Securities Limited (“**Fosun Hani**”, together with UBS and CMB, the “**Placing Agents**”), pursuant to which, the Placing Agents, each on a several (not joint or joint and several) basis agreed to procure not less than six placees (offshore individual(s), institutional or other qualified investor(s)) to subscribe for a maximum of 24,000,000 new shares of Sisram (“**Sisram Placing Shares**”) at the placing price of HK\$25.90 per share, on a best effort basis (the “**Sisram Placing**”). The Sisram Placing Shares will be issued under the general mandate to issue shares granted by the shareholders of Sisram at the annual general meeting of Sisram held on 30 June 2021.

The Placing Agents shall use their reasonable endeavours, based on information available thereto, together with the confirmation from the placees, to ensure that each placee and its ultimate beneficial owner is a third party independent of Sisram. It is expected that none of the individual placees will become a substantial shareholder of Sisram immediately after the completion of the Sisram Placing.

Assuming all the Sisram Placing Shares are fully placed, the amount of net proceeds (after deducting all applicable costs and expenses, including commission and legal fees) of approximately HK\$615.47 million from the Sisram Placing is intended to be used for, among others, Sisram Group’s business development and expansion of channels.

HONG KONG LISTING RULES IMPLICATIONS

As at the date of this announcement, Fosun Hani, one of the Placing Agents, is a wholly-owned subsidiary of Fosun International Limited (“**Fosun International**”). Since Fosun International is a controlling shareholder of the Company, Fosun Hani is a connected person of the Company under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”). Accordingly, the engagement of Fosun Hani’s services as a Placing Agent for the Sisram Placing in consideration of placing commission under the Placing Agreement constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules. As all applicable percentage ratios are less than 0.1%, the connected transaction is fully exempt from the reporting, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Hong Kong Listing Rules. Save as disclosed above, to the best knowledge, information and belief of the directors of the Company (the “**Directors**”) having made all reasonable enquiries, each of UBS and CMB and their ultimate beneficial owners are independent of, and not connected with, the Company.

Assuming all the Sisram Placing Shares are placed under the Placing Agreement, it is expected that the shareholding interest of the Company in Sisram (through its subsidiaries, Chindex Medical Limited and Ample Up Limited) will be decreased from 74.76% as at the date of this announcement to approximately 70.91% (assuming there will be no other change to the issued share capital of Sisram between the date of this announcement and the closing of the Sisram Placing). Accordingly, such decrease of shareholding interest in Sisram of the Company constitutes a deemed disposal transaction of the Company (the “**Deemed Disposal**”) under Rule 14.29 of the Hong Kong Listing Rules. As all of the applicable percentage are less than 5%, the Deemed Disposal will not constitute a notifiable transaction of the Company, and therefore not subject to the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Placing Agreement (including the placing fee and placing price) are fair and reasonable based on the current market conditions and are in the interests of the Company and the shareholders of the Company as a whole.

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

Shanghai, PRC
20 July 2021

As at the date of this announcement, the executive Director of the Company is Mr. Wu Yifang; the non-executive Directors of the Company are Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Pan Donghui and Mr. Zhang Houlin; 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*