

## FOSUN INTERNATIONAL LIMITED TERMS OF REFERENCE OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

### Section I Constitution

Article 1. The board of directors (the “**Board**”) of Fosun International Limited (the “**Company**”) established a committee named as the Environmental, Social and Governance Committee (the “**Committee**”) at the Board meeting held on 26 March 2019.

### Section II Purpose

Article 2. The Committee is to assist the Board in providing direction on and overseeing the development and implementation of the environmental, social and governance (“**ESG**”) initiatives of the Company and its subsidiaries (the “**Group**”), including but not limited to:

- (1) Environmental: manage and reduce the impact on the environment throughout the Group’s operation, including climate change mitigation and energy management, carbon neutrality, clean technology development and investment, water resource management, emission management, etc.;
- (2) Social: manage the impact on stakeholders (i.e. customers, employees, suppliers and community) throughout the Group’s operation, including product safety and customer service, customer privacy and data security, occupational health and safety, employee welfare and development, respect for human rights and diversity, responsible procurement, participation in social welfare, etc.; and
- (3) Governance: actively promote a robust corporate governance within the Group, including business integrity and supervision, anti-money laundering and anti-unfair competition, open and transparent disclosure of non-financial information, etc..

Article 3. Unless the context otherwise implies, references in this Term of Reference to “environmental, social and governance” or “ESG” shall be construed to cover each aspect of the Committee’s remit set out in Article 2.

### Section III Membership

Article 4. All members of the Committee shall be appointed and removed by the Board.

Article 5. The Committee shall consist of at least three members, the majority of which shall be independent non-executive directors. The Board shall appoint one independent non-executive director as the chairman of the Committee.

Article 6. Only members of the Committee have the right to attend the Committee meetings. However, other members of the Board or senior management may be invited by the chairman of the Committee, as appropriate, to attend the meetings. External advisers may also be invited to participate in the Committee meetings.

## **Section IV Quorum**

Article 7. The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee.

## **Section V Frequency and Procedures of Meetings**

Article 8. The Committee shall meet at least once a year. Additional meetings shall be held at the request of the chairman. Meetings shall be summoned by the chairman of the Committee.

Article 9. The Company Secretary or his/her nominee shall be the secretary of the Committee.

Article 10. Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda, shall be submitted to each of the members of the Committee and any other person whom should attend the meeting at least 14 days before the meeting date. The meeting documents shall be submitted to each of the members of the Committee and any other person whom should attend the meeting at least 7 days before the meeting date. Supplementals shall be sent at least 3 days before the meeting.

Article 11. Minutes shall be taken for all meetings and kept by the secretary of the Committee and, when the chairman of the Committee deems appropriate, tabled at meetings of the Board. Draft and final versions of minutes of the meetings should be circulated to all Committee members for their comment and records within a reasonable time after the meeting.

## **Section VI Responsibilities**

Article 12. The Committee's responsibilities shall include the following:

- (1) Oversee the development of the ESG vision, strategy and policies
  - a. provide direction on and review the Group's ESG vision, objectives and strategy, and make recommendations to the Board for the approval of the relevant ESG initiatives;
  - b. monitor and review emerging ESG trends and issues, provide guidance on the development of the Group's ESG vision in light of the same, and act as a sounding board on the management of current and emerging ESG matters affecting the Group;
  - c. monitor and review the Group's ESG policies and practices to ensure that they remain relevant and fit for purpose and compliant with the applicable legal and regulatory requirements and international standards;

- (2) Oversee the implementation of the ESG vision, strategy and policies
  - d. oversee the execution of the Group's ESG initiatives and set targets to measure the attainment of the initiatives;
  - e. monitor performance of the Group against set ESG targets and recommend actions as needed to improve performance;
  - f. review management information on employee volunteering or other activities in support of the ESG initiatives, monitor internal and external feedback on the implementation of the ESG initiatives, and make recommendations to improve the coverage and effectiveness of the relevant initiatives;
  - g. monitor and provide guidance on the Group's efforts to support local and international initiatives to promote environmental, social and governance responsibilities where appropriate;
  - h. provide guidance on the environmental and social impact of how the Group conducts its business;
  - i. with respect to any charitable foundation set up by the Group:
    - (i) review its governance structure, annual budget and work plan and make recommendations to the Board for approval; and
    - (ii) monitor the charitable foundation's work progress, community investment and engagement efforts and provide updates to the Board as appropriate;
- (3) Oversee the funding of ESG initiatives
  - j. make recommendations to the Board on the funding of the ESG initiatives including:
    - (i) monetary donations to pursue any philanthropic and community investment initiatives, whether in the name of any charitable foundation of the Group or otherwise;
    - (ii) funding for the establishment and ongoing operation of any charitable foundation of the Group; and
    - (iii) funding as needed to carry out actions within these terms of reference;
- (4) Oversee the external communications policies
  - k. review the Group's shareholder communication policy to ensure its effectiveness and recommend any improvements for the Board's approval;
  - l. oversee how the Group engages with its stakeholders and ensure that the appropriate communications policies are in place and working effectively to promote Group's relationship with its stakeholders and protect its reputation;
- (5) Other responsibilities

- m. review the annual Environmental, Social and Governance Report and make recommendations to the Board for approval;
- n. review and evaluate the performance of the Committee and the terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers appropriate for the Board's approval; and
- o. do any such things as are necessary to enable the Committee to discharge its responsibilities.

Article 13. In carrying out its responsibilities, the Committee shall work and liaise as necessary with all other Board committees, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the Group.

## **Section VII Authority and Powers**

Article 14. The Committee may:

- (1) delegate certain of its responsibilities to sub-committees comprising one or more of its members with such powers as are necessary to discharge the relevant responsibilities;
- (2) delegate to the chairman of the Committee authority to make decisions on matters which may need attention between Committee meetings, with such decisions to be reported or ratified in the next meeting of the Committee; and
- (3) review or consider matters outside these terms of reference if required to do so by the Board.

Article 15. The Committee is authorized to:

- (1) have access to such training and resources (including employees) in order to carry out its duties as it may consider appropriate;
- (2) obtain, at the Company's expense, any advice or support from external advisers or experts including ESG consultants and legal advisers; and
- (3) have access to any information, record or report from any Group employee in order to perform its duties and request any employee to attend Committee meetings and answer questions as and when required.

## **Section VIII Supplementary**

Article 16. The Board is responsible for formulating, revising and explaining the terms of reference.

Article 17. The terms of reference is adopted by the Board and became effective on 26 March 2019, and amended by the Resolution approved by the Board on 24 August 2021.