
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fosun International Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

FOSUN 复星
復星國際有限公司
FOSUN INTERNATIONAL LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00656)

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED GRANTING OF SHARE OPTION MANDATE
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 10 a.m. on Wednesday, 28 May 2014 at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fosun.com).

If you are not able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

23 April 2014

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at 10 a.m. on Wednesday, 28 May 2014 at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“A Share(s)”	equity securities listed on the Shanghai Stock Exchange
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Fosun International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 00656)
“Convertible Bonds”	the 1.50% guaranteed convertible bonds due 2018 in the aggregate principal amount of HK\$3,875,000,000 issued by Logo Star Limited and guaranteed by the Company, convertible into Shares at the initial conversion price of HK\$10.00 per Share
“Director(s)”	the director(s) of the Company
“FHL”	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability
“Forte”	Shanghai Forte Land Co., Ltd., a sino-foreign joint stock company incorporated in the PRC with limited liability
“Fosun Group”	Shanghai Fosun High Technology (Group) Co., Ltd., a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Fosun Pharma”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd., a limited liability company established in the PRC and a subsidiary of Fosun Group, whose A Shares are listed on the Shanghai Stock Exchange (Stock Code: 600196), and H shares are listed on the main board of the Stock Exchange (Stock Code: 02196)

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 2(b) of the “Letter from the Board” set out in this circular
“Latest Practicable Date”	16 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nanjing Nangang”	Nanjing Nangang Iron & Steel United Co., Ltd., a limited liability company incorporated in the PRC
“PRC”	the People’s Republic of China
“Proposed Rights Issue”	the proposed issue by the Company of the Rights Shares on the basis of 39 Rights Shares for every 500 existing Shares, as set out in the announcement of the Company dated 9 April 2014
“Repurchase Mandate”	as defined in paragraph 2(a) of the “Letter from the Board” set out in this circular
“Rights Shares”	new Shares to be allotted and issued under the Proposed Rights Issue
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Ordinary share(s) of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the shares of the Company, shares forming part of the ordinary shares of the Company
“Share Option Scheme”	the share option scheme which was approved by the Shareholders on 19 June 2007
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong

LETTER FROM THE BOARD

FOSUN 复星

復星國際有限公司
FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

Executive Directors:

Mr. Guo Guangchang (*Chairman*)

Mr. Liang Xinjun (*Vice Chairman and Chief Executive Officer*)

Mr. Wang Qunbin (*President*)

Mr. Ding Guoqi

Mr. Qin Xuetang

Mr. Wu Ping

Registered Office:

Room 808, ICBC Tower

3 Garden Road

Central

Hong Kong

Non-executive Director:

Mr. Fan Wei

Independent Non-executive Directors:

Mr. Zhang Shengman

Mr. Andrew Y. Yan

Mr. Zhang Huaqiao

Mr. David T. Zhang

23 April 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED GRANTING OF SHARE OPTION MANDATE
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Repurchase

LETTER FROM THE BOARD

Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of Share Option Mandate; and (v) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND ISSUANCE MANDATE

On 22 May 2013, general mandates were granted to the Directors to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, the issued Shares of the Company comprised 6,421,594,500 Shares.

Reference is also made to the announcement of the Company dated 9 April 2014 in relation to, among others, the Proposed Rights Issue (the “Rights Issue Announcement”). Assuming the Proposed Rights Issue becomes unconditional and is not terminated and that no Shares other than the Rights Shares are issued and/or no further Shares are repurchased by the Company on or before 23 May 2014 (i.e. being the first day of dealing in fully-paid Rights Shares), and on the basis that no further Shares are issued out of the exercise of the conversion rights attached to the Convertible Bonds and no Shares are repurchased by the Company (save for the issue and allotment of the Right Shares) between the Latest Practicable Date and the date of the Annual General Meeting, at the Annual General Meeting, the total number of issued Shares of the Company will comprise 6,922,478,871 Shares (“Number of Shares in issue (as enlarged by the Right Shares)”).

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of up to 10% of the total issued Shares of the Company on the date of passing of such resolution, which is up to 642,159,450 Shares (without taking into account the Number of Shares in issue (as enlarged by the Rights Shares)) (the “Repurchase Mandate”). However, on basis of the Number of Shares in issue (as enlarged by the Rights Shares), exercise in full of the Repurchase Mandate could accordingly result in up to 692,247,887 Shares;
- (b) to allot, issue or deal with new Shares of up to 20% of the total issued Shares of the Company on the date of passing of such resolution, which is up to 1,284,318,900 Shares (without taking into account the Number of Shares in issue (as enlarged by the Rights Shares)) (the “Issuance Mandate”). However, on basis of the Number of Shares in issue (as enlarged by the Rights Shares), exercise in full of the Issuance Mandate could accordingly result in up to 1,384,495,774 Shares; and
- (c) to extend the Issuance Mandate by an amount representing the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of

LETTER FROM THE BOARD

the notice of Annual General Meeting as set out on pages 16 to 20 of this circular. In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate and also constituting the memorandum required under Section 239(2) of the Companies Ordinance, is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF SHARE OPTION MANDATE

Under section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. The Company has a Share Option Scheme under which the Directors may grant to any participants of the Share Option Scheme share options to subscribe for Shares, subject to the terms and conditions as stipulated therein. It is proposed at the Annual General Meeting to grant the Directors an unconditional mandate to grant share options under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of such share options granted under the Share Option Scheme (the "Share Option Mandate").

The Share Option Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in item 8 of the notice of Annual General Meeting as set out in pages 16 to 20 of this Circular.

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to articles 106 and 107 of the Articles of Association, at each annual general meeting of the Company, at least one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to and is at least one-third) shall retire from office by rotation. The Directors to retire by rotation shall be those who have been serving longest in office since their last appointment or reappointment. As between persons who became or were last reappointed Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to articles 106 and 107 of the Articles of Association, Mr. Liang Xinjun, Mr. Fan Wei, Mr. Qin Xuetang and Mr. Wu Ping shall retire by rotation at the Annual General Meeting. All of the above four retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Liang Xinjun, Mr. Fan Wei, Mr. Qin Xuetang and Mr. Wu Ping are set out in Appendix II of this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of Share Option Mandate; and (v) the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fosun.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of Share Option Mandate; and (v) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Guo Guangchang
Chairman

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate to the Directors is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to them to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. ISSUED SHARES

As at the Latest Practicable Date, the issued Shares of the Company comprised 6,421,594,500 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 6,421,594,500 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 642,159,450 Shares, representing 10% of the Shares in issue as at the date of the Annual General Meeting.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming the Proposed Rights Issue becomes unconditional and is not terminated and that no Shares other than the Rights Shares are issued and/or no further Shares are repurchased by the Company on or before 23 May 2014 (i.e. being the first day of dealing in fully-paid Rights Shares), and on the basis that no further Shares are issued out of the exercise of the conversion rights attached to the Convertible Bonds and no Shares are repurchased by the Company (save for the issue and allotment of the Rights Shares) between the Latest Practicable Date and the date of the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 692,247,887 Shares being repurchased by the Company during the course of the period up to the conclusion of the next annual general meeting of the Company or the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held, whichever occurs first.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and/or any other applicable laws and regulations in Hong Kong, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, FHL, the Company's controlling shareholder (as defined in the Listing Rules), was interested in 5,074,698,000 Shares, representing 79.03% of the total issued Shares of the Company. FHL is a company incorporated in Hong Kong with limited liability and wholly owned by Fosun International Holdings Ltd. (incorporated in the British Virgin Islands with limited liability) which was owned as to 58%, 22%, 10% and 10% by four Directors, namely Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin and Mr. Fan Wei, respectively. Pursuant to Part XV of the SFO, FHL is a controlled corporation of Mr. Guo Guangchang and accordingly Mr. Guo Guangchang was deemed to be interested in 5,074,698,000 Shares owned by FHL. On the basis that the number of issued Shares of the Company remains 6,421,594,500 (i.e. without taking into account the effect of the Proposed Rights Issue), in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interest of FHL in the issued Shares would increase to approximately 87.81% of the total number of issued Shares of the Company.

Pursuant to the Proposed Rights Issue, FHL has conditionally agreed to fully underwrite all of the Rights Shares, other than the Rights Shares that are provisionally allotted to FHL as a Shareholder. Assuming the Proposed Rights Issue becomes unconditional and is not terminated and that no Shares other than the Rights Shares are issued and/or no further Shares are repurchased by the Company on or before 23 May 2014 (i.e. being the first day of dealing in fully-paid Rights Shares), and

on the basis that no further Shares are issued out of the exercise of the conversion rights attached to the Convertible Bonds and no Shares are repurchased by the Company (save for the issue and allotment of the Rights Shares) between the Latest Practicable Date and the date of the Annual General Meeting, exercise in full of the Repurchase Mandate will result in the interest of FHL in the issued Shares (assuming that no Qualifying Shareholders (as defined in the Rights Issue Announcement), other than FHL subscribe for the Rights Shares)^{Note} would increase to approximately 87.81% of the Number of Shares in issue (as enlarged by the Rights Shares).

In either of the above scenarios, the Directors will not make repurchase of Shares if the result of the repurchase would be less than 20% of the number of issued Shares of the Company in public hands. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

Note: The Company has been informed by FHL that FHL has entered into an arrangement with an independent third party under which the third party is obliged to subscribe for a maximum of 105,057,927 Rights Shares prior to completion of the Proposed Rights Issue.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the following previous months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
April	5.827	5.279
May	7.135	5.548
June	6.949	5.437
July	6.606	5.762
August	6.337	5.715
September	6.736	5.920
October	7.756	6.254
November	7.942	6.977
December	7.933	7.088
2014		
January	8.999	7.348
February	9.686	8.100
March	9.797	8.638
April (up to the Latest Practicable Date)	10.020	9.333

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Pursuant to Rule 13.51(2) of the Listing Rules, details of the Directors who will retire at the Annual General Meeting according to the Articles of Association and will be proposed to be re-elected at the said meeting are provided below.

(1) Mr. Liang Xinjun

Liang Xinjun, aged 45, is an Executive Director, Vice Chairman and Chief Executive Officer of the Company.

Position, Experience and Length of Service

Liang Xinjun, aged 45, is an Executive Director, Vice Chairman and Chief Executive Officer of the Company. Mr. Liang was one of the founders of the Group. Mr. Liang has been vice chairman of Fosun Group since its establishment in November 1994. Mr. Liang is also a non-executive director and vice chairman of Zhaojin Mining Industry Co., Ltd. (listed on the Stock Exchange with stock code: 01818). Mr. Liang was a director of Shanghai Yuyuan Tourist Mart Co., Ltd. (listed on the Shanghai Stock Exchange with stock code: 600655) and an independent director of Shanghai Oriental Pearl (Group) Co., Ltd. (listed on the Shanghai Stock Exchange with stock code: 600832). Mr. Liang is a member of the 12th Shanghai Committee of the Chinese People's Political Consultative Conference, vice chairman of the China Young Entrepreneurs Association, executive vice council chairman of China Science and Technology Private Entrepreneurs Association, chairman of the Taizhou Chamber of Commerce in Shanghai, executive chairman of the Shanghai Fudan University Alumni Association, executive vice council chairman of Cheung Kong Graduate School of Business Alumni Association, a member of China Industrial and Commerce Council and management committee of Asia-Pacific Economic Cooperation (APEC) and vice chairman of the 11th committee of Shanghai Youth Federation. Mr. Liang was awarded, among others, "Management Innovation Award for Young Entrepreneur in China", "Top Ten Outstanding Youth of Shanghai", "Chinese Business Leader of the Year" at the 7th Horasis Global China Business Meeting in Spain in 2011, "Bauhinia Cup Outstanding Entrepreneur Award" of The Hong Kong Polytechnic University in February 2012, "Top Ten PE Capitalists in China" in 2012 by Zero2IPO Group and "Top Ten Financial Industry Leaders in Shanghai" issued by Shanghai Finance Services Office in 2012, "Outstanding Zhejiang Entrepreneurs Award" by the 2nd World Zhejiang Entrepreneurs Convention, the Awardee for "Directors of the Year Awards 2013 (Non Hang Seng Index Constituents)" issued by The Hong Kong Institute of Directors, "2013 Chinese Business Leaders" issued by Grand Ceremony for Chinese Business Leaders Annual Award 2013. Mr. Liang received a bachelor's degree in genetic engineering in 1991 from Fudan University and a master's degree in business administration in 2007 from Cheung Kong Graduate School of Business.

Save as disclosed above, Mr. Liang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Liang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liang held 22% shareholdings of Fosun International Holdings Ltd..

Save as disclosed above, Mr. Liang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Liang entered into a service contract with the Company on 23 June 2011 for a term of 3 years. The annual basic salary of Mr. Liang is RMB4,200,000. He is also entitled to an annual discretionary bonus determined by the internal regulation of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Liang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Liang that need to be brought to the attention of the Shareholders.

(2) Mr. Fan Wei

Fan Wei, aged 44, is a Non-Executive Director of the Company.

Position, Experience and Length of Service

Fan Wei, aged 44, is a Non-Executive Director of the Company. On 22 May 2013, Mr. Fan resigned as Executive Director and Co-President of the Company and was appointed as Non-Executive Director of the Company. Mr. Fan was one of the founders of the Group. Mr. Fan has been a director of Fosun Group since its establishment in November 1994. Mr. Fan was a director of Forte since 1998 and resigned on 17 June 2013. Mr. Fan is vice council chairman of the Institute of Real Estate Shanghai Academy of Social Sciences, and was chairman of the Housing Industry Association of Shanghai Federation of Industry and Commerce and vice

chairman of the Shanghai Real Estate Trade Association. Mr. Fan was awarded the “Top 100 Property Entrepreneur in China in 2005” and “the First Session of Outstanding Young Entrepreneur of Shanghai in Property Sector”. Mr. Fan received a bachelor’s degree in genetic engineering from Fudan University in 1991.

Save as disclosed above, Mr. Fan has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Fan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Fan held 10% shareholdings of Fosun International Holdings Ltd..

Save as disclosed above, Mr. Fan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

Mr. Fan entered into a service contract with the Company on 23 June 2011 for a term of 3 years. The annual basic salary of Mr. Fan is RMB4,000,000. He is also entitled to an annual discretionary bonus determined by the internal regulation of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Fan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Fan that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(3) Mr. Qin Xuetao

Qin Xuetao, aged 50, is an Executive Director and Senior Vice President of the Company.

Position, Experience and Length of Service

Qin Xuetao, aged 50, is an Executive Director and Senior Vice President of the Company. Mr. Qin is also a director of Fosun Group and a supervisor of Forte. Mr. Qin was a director of Nanjing Nangang and the secretary of the board of directors of Fosun Pharma. Before joining in Fosun Group in 1995, Mr. Qin was a lecturer at the law department of Fudan University. Mr. Qin received a bachelor's degree in laws in 1985 from the Southwest University of Political Science and Law and was admitted to practice law in the PRC in 1990.

Save as disclosed above, Mr. Qin has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Qin does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Qin held 3,880,000 Shares, representing 0.06% of the issued Shares of the Company and 114,075 A Shares of Fosun Pharma, representing 0.01% of the issued A Shares of Fosun Pharma.

Save as disclosed above, Mr. Qin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Qin entered into a service contract with the Company on 23 June 2011 for a term of 3 years. The annual basic salary of Mr. Qin is RMB3,570,000. He is also entitled to an annual discretionary bonus determined by the internal regulation of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Qin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Qin that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(4) Mr. Wu Ping

Wu Ping, aged 49, is an Executive Director and Senior Vice President of the Company.

Position, Experience and Length of Service

Wu Ping, aged 49, is an Executive Director and Senior Vice President of the Company. Mr. Wu joined the Group in 1995, and is also a director of Fosun Group, Shanghai Friendship Group Incorporated Company (listed on the Shanghai Stock Exchange with stock code: 600827), Shanghai Friendship Fosun (Holding) Co., Ltd. and Shanghai Yuyuan Tourist Mart Co., Ltd. (listed on the Shanghai Stock Exchange with stock code: 600655). Mr. Wu was a non-executive director of Zhaojin Mining Industry Co., Ltd. (listed on the Stock Exchange with stock code: 01818). Mr. Wu is a committee member of Huangpu District Shanghai of National Committee of the Chinese People's Political Consultative Conference. Mr. Wu was named one of "The Best-Performing CEOs in the World" by Harvard Business Review. Mr. Wu received a bachelor's degree in enterprise management from Shanghai Second Polytechnic University in 1990.

Save as disclosed above, Mr. Wu has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. Wu does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu held 7,760,000 Shares, representing 0.12% of the issued Shares of the Company.

Save as disclosed above, Mr. Wu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Wu entered into a service contract with the Company on 23 June 2011 for a term of 3 years. The annual basic salary of Mr. Wu is RMB3,570,000. He is also entitled to an annual discretionary bonus determined by the internal regulation of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

FOSUN 复星

復星國際有限公司
FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Fosun International Limited (the “Company”) will be held at 10 a.m. on Wednesday, 28 May 2014 at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the board of directors of the Company and of Auditors for the year ended 31 December 2013;
2. To declare a final dividend for the year ended 31 December 2013;
3. To re-elect directors of the Company and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To reappoint Ernst & Young as Auditors and to authorise the board of directors of the Company to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the share allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,shall not exceed 20% of total issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company on the date of the passing of this resolution.”; and

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the terms and conditions of the share option scheme approved by the shareholders of the Company on 19 June 2007 (the “Share Option Scheme”), a mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as defined below) to grant options under the Share Option Scheme and to allot and issue shares of the Company as and when any options which have been granted pursuant to this resolution (the “Share Option Mandate”) are exercised, and after the Relevant Period to allot and issue shares of the Company pursuant to the exercise of share options granted under the Share Option Mandate during the Relevant Period.

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”

By Order of the Board
Guo Guangchang
Chairman

Hong Kong, 23 April 2014

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notorially certified copy of that power or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from 24 May 2014 (Saturday) to 28 May 2014 (Wednesday), both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM to be held on 28 May 2014, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Computershare Hong Kong Investor Services Limited, the share registrar of the Company (the “Share Registrar”), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Registrar Address”), for registration no later than 4:30 p.m. on 23 May 2014 (Friday).

NOTICE OF ANNUAL GENERAL MEETING

The register of members of the Company will also be closed from 4 June 2014 (Wednesday) to 6 June 2014 (Friday), both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be proposed at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with the Share Registrar at the Registrar Address for registration no later than 4:30 p.m. on 3 June 2014 (Tuesday).

4. In relation to the ordinary resolutions set out in items 5, 6 and 7 of the above notice, the directors of the Company wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

As at the date of this notice, the executive directors of the Company are Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin, Mr. Ding Guoqi, Mr. Qin Xuetao and Mr. Wu Ping; the non-executive director is Mr. Fan Wei; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Andrew Y. Yan, Mr. Zhang Huaqiao and Mr. David T. Zhang.