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**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 OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Fosun International Limited (the “Company”) will be held at 10 a.m. on Thursday, 28 May 2015 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 2014;
2. To declare a final dividend for the year ended 31 December 2014;
3. To re-elect directors of the Company (the “Directors”) and to authorize 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 authorize 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 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;

- (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 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 authorize the Directors 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 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;
- (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;

“Rights Issue” means an offer of shares open for a period fixed by the Directors 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 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 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.”;

- 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 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;
- (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.”;
9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the award (the “Award”) of an aggregate of 2,190,000 new shares (each a “Connected Award Share”) to 19 selected participants who are selected by the board of directors of the Company for participation in the share award scheme adopted by the Company on 25 March 2015 (the “Share Award Scheme”) (the “Connected Selected Participants”) who are Directors or directors of the significant subsidiaries of the Company and connected persons of the Company under the Share Award Scheme (a copy of which has been produced to the AGM marked “A” and signed by the chairman of the AGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
  - (b) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder; and
  - (c) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Connected Award Shares, credited as fully paid, to the Connected Selected Participants in accordance with the terms of the Share Award Scheme be and is hereby approved.”; and
10. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the 2013 employee incentive compensation plan of Sisram Medical Ltd. proposed to be adopted at the AGM, a summary of the key terms of which is set out in Appendix I to the Company's circular dated 24 April 2015 (“Sisram Medical Plan”) be and is hereby approved; and

- (b) subject to and conditional upon the passing of resolution 10(a) above, the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to grant an option to purchase one or more ordinary share(s) of NIS 0.01 each of Sisram Medical Ltd. under the Sisram Medical Plan (“Sisram Options”) to the grantees of the Sisram Medical Plan to subscribe for an aggregate of 100,000 shares in the share capital of Sisram Medical Ltd., be and is hereby approved.”

By Order of the Board  
**Guo Guangchang**  
Chairman

Hong Kong, 24 April 2015

*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 notarially 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 22 May 2015 (Friday) to 28 May 2015 (Thursday), 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 2015 (Thursday), 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 21 May 2015 (Thursday).

The register of members of the Company will also be closed from 3 June 2015 (Wednesday) to 5 June 2015 (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 2 June 2015 (Tuesday).

4. In relation to the ordinary resolutions set out in items 5, 6 and 7 of the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
5. For details in relation to the ordinary resolution set out in item 9 of the above notice, please refer to the connected transaction circular regarding issue of new Shares to connected persons under the Share Award Scheme despatched together with this notice.
6. For details in relation to the ordinary resolution set out in item 10 of the above notice, please refer to the circular regarding adoption of Sisram Medical Plan and grant of Sisram Options despatched together with this notice.

*As at the date of this notice, the executive Directors 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. Zhang Huaqiao, Mr. David T. Zhang and Mr. Yang Chao.*