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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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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)

**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 DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at 10 a.m. on Wednesday, 1 June 2016 at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 23 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](http://www.hkexnews.hk)) and the Company ([www.fosun.com](http://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.

28 April 2016

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## DEFINITIONS

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*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, 1 June 2016 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 18 to 23 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 SSE
“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)
“Director(s)”	the director(s) of the Company
“FHL”	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability
“Fosun High Technology”	Shanghai Fosun High Technology (Group) Co., Ltd., a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Fosun International Holdings”	Fosun International Holdings Ltd., a company incorporated in the British Virgin Islands with limited liability
“Fosun Pharma”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd., a limited liability company established in the PRC and a subsidiary of Fosun High Technology, whose A Shares are listed on SSE (Stock Code: 600196), and H shares are listed on the main board of the Stock Exchange (Stock Code: 02196)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the official currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issuance Mandate”	as defined in paragraph 2(b) of the “Letter from the Board” set out in this circular
“Latest Practicable Date”	21 April 2016, 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
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 2(a) of the “Letter from the Board” set out in this circular
“RMB”	Renminbi, the official currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SSE”	the Shanghai Stock Exchange
“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 issued 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

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LETTER FROM THE BOARD

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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)

*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. Chen Qiyu

Mr. Xu Xiaoliang

*Registered Office:*

Room 808, ICBC Tower

3 Garden Road

Central

Hong Kong

*Independent Non-Executive Directors:*

Mr. Zhang Shengman

Mr. Zhang Huaqiao

Mr. David T. Zhang

Mr. Yang Chao

28 April 2016

*To the Shareholders*

Dear Sirs or Madams,

**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 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, 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 Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND ISSUANCE MANDATE

On 28 May 2015, 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 8,607,025,144 Shares.

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

- (a) to repurchase 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 860,702,514 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of Annual General Meeting) (the “Repurchase Mandate”);
- (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 1,721,405,028 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of Annual General Meeting) (the “Issuance Mandate”); 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 the notice of Annual General Meeting as set out on pages 18 to 23 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 issue and allot Shares pursuant to the exercise of such share options granted under the Share Option Scheme (the “Share Option Mandate”).

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## LETTER FROM THE BOARD

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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 18 to 23 of this circular.

#### 4. PROPOSED RE-ELECTION OF 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. Guo Guangchang, Mr. Qin Xueting and Mr. Zhang Shengman shall retire by rotation at the Annual General Meeting. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Pursuant to A.4.3 of Appendix 14 of the Listing Rules, “serving more than 9 years” could be relevant to the determination of a non-executive director’s independence. If an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. As at the Latest Practicable Date, one of the retiring Directors, Mr. Zhang Shengman, has served the Company as an Independent Non-Executive Director for 9 years since 1 December 2006. Accordingly, a separate resolution will be put forward at the Annual General Meeting for re-electing Mr. Zhang as an Independent Non-Executive Director.

After considering the guidelines of independence set out in the Listing Rules as applicable to the appointment of a non-executive director, the Board finds no evidence that the independence of Mr. Zhang has been or will be in any way compromised or affected. The Board considered that Mr. Zhang does not have any management role in the Company and its subsidiaries, and it is satisfied that Mr. Zhang meets the independence guidelines set out in Rule 3.13 of the Listing Rules, is independent in accordance with the guidelines, and has the required character, integrity and experience to fulfill the role of an Independent Non-Executive Director. The Board is confident that Mr. Zhang will continue to make valuable contributions to the Company by providing his balanced and objective views to the Board, and would like to seek the approval from the Shareholders for the re-election of Mr. Zhang Shengman as an Independent Non-Executive Director.

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## LETTER FROM THE BOARD

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Pursuant to article 111 of the Articles of Association, the Board shall have power to appoint any person who is willing to act as a Director, either to fill a casual vacancy on the Board or as an additional Director to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company after his appointment and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting.

Mr. Wu Ping resigned as an Executive Director and Mr. Fan Wei resigned as a Non-Executive Director on 10 July 2015. The Board appointed Mr. Chen Qiyu and Mr. Xu Xiaoliang as the Executive Directors on 10 July 2015. According to article 111 of the Articles of Association, Mr. Chen and Mr. Xu shall retire at the Annual General Meeting and shall be eligible for re-election.

According to the Company's diversification policy, we try to diversify professional backgrounds of directors in order to meet the needs of the Company's development. Mr. Chen is experienced in the pharmaceutical and health industry, and Mr. Xu is experienced in the property development and sales industry, their experience and expertise can supplement the Board's professional requirements in these industries, and facilitate the Group's sustainable and balanced development.

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 retiring director(s) proposed to be re-elected or new director(s) proposed to be elected 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. Guo Guangchang, Mr. Qin Xuetao, Mr. Zhang Shengman, Mr. Chen Qiyu and Mr. Xu Xiaoliang are set out in Appendix II of this circular.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 18 to 23 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 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.



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## LETTER FROM THE BOARD

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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](http://www.hkexnews.hk)) and the Company ([www.fosun.com](http://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 Queen's 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 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 Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**Guo Guangchang**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules and section 239(2) of the Companies Ordinance 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 8,607,025,144 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 8,607,025,144 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 860,702,514 Shares, representing 10% of the Shares in issue of the company as at the date of the Annual General Meeting.

### **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 2015) 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.

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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### **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 6,154,692,473 Shares, representing 71.51% 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 which was owned as to 64.45%, 24.44% and 11.11% by three Directors, namely Mr. Guo Guangchang, Mr. Liang Xinjun and Mr. Wang Qunbin, 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 6,154,692,473 Shares owned by FHL. On the basis that the number of issued Shares of the Company remains 8,607,025,144 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 79.45% of the total number of issued Shares of the Company.

The Directors will not make repurchase of Shares to such extents would, in the circumstances, result in less than 20% of the number of issued Shares of the Company being held 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.

### **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close 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 core 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.

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2015</b>		
April	20.40	15.00
May	21.65	18.92
June	22.00	15.80
July	18.48	11.92
August	16.46	11.28
September	14.22	11.98
October	15.20	13.34
November	15.72	13.64
December	14.36	11.54
<b>2016</b>		
January	12.20	9.66
February	10.80	9.28
March	11.76	9.93
April (up to the Latest Practicable Date)	11.66	10.56

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

The repurchases of a total of 2,856,000 Shares were made by the Company in February 2016, details of which are set out in the table below:

<b>Date</b>	<b>No. of Shares</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
12 February 2016	1,391,000	9.37	9.32
25 February 2016	1,465,000	10.30	9.93

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

(1) **Mr. Guo Guangchang**

*Position, Experience and Length of Service*

**Guo Guangchang**, aged 48, is an Executive Director and Chairman of the Company.

Mr. Guo was one of the founders of the Group and has been chairman of Fosun High Technology since its establishment in November 1994. He is now also a non-executive director of Fosun Pharma (listed on the Hong Kong Stock Exchange and SSE) and China Minsheng Banking Corp., Ltd. (listed on the Hong Kong Stock Exchange with stock code 01988 and SSE with stock code 600016), a director of both Fosun Holdings and Fosun International Holdings (the direct and indirect controlling shareholders of the Company, respectively), a director of Club Méditerranée SA and the director of various companies within the Group. Mr. Guo is now a member of the 12th National Committee of the Chinese People's Political Consultative Conference, a member of the 11th Standing Committee of All-China Federation of Industry & Commerce and All-China Youth Federation, vice chairman of The Zhejiang Chamber of Commerce, chairman of The Zhejiang Chamber of Commerce in Shanghai, etc.. Mr. Guo was a deputy to the 10th and 11th National People's Congress of the PRC, a member of the 9th National Committee of the Chinese People's Political Consultative Conference, etc.. Mr. Guo was awarded, among others, "2015 Most Influential Corporate Leader in China" issued by China Entrepreneur Summit and Chinese Entrepreneur 30th Award Ceremony, and named, among others, in the "50 Most Influential Individuals of the Portuguese Economy in 2015" by the Portuguese mainstream media Jornal de Negócios, Bloomberg Markets "50 Most Influential List 2014 - Corporate Power Broker" and a famous American business magazine Fast Company (Chinese edition) "China 100 Most Creative People in Business 2014". Mr. Guo received a bachelor's degree in philosophy in 1989 and a master's degree in business administration in 1999, both from Fudan University.

Save as disclosed above, Mr. Guo 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*

Mr. Guo is the director of FHL, the controlling Shareholder of the Company. Save as disclosed above and disclosed in the section headed "Interests in Shares" below, Mr. Guo 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. Guo is deemed to be interested in 6,154,692,473 Shares, representing 71.51% of the issued Shares of the Company, and 923,567,339 A shares of Fosun Pharma, representing 48.33% of its issued A shares.

Save as disclosed above, Mr. Guo 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. Guo entered into a service contract with the Company on 23 June 2014 for a term of 3 years. For the year ended 31 December 2016, the annual basic salary of Mr. Guo is RMB4,700,000. 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 disclosable nor is/was Mr. Guo 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. Guo that need to be brought to the attention of the Shareholders.

**(2) Mr. Qin Xuetao***Position, Experience and Length of Service*

**Qin Xuetao**, aged 52, is an Executive Director and Senior Vice President of the Company.

Mr. Qin is also acting as the director of various overseas companies within the Group. Since joining the Group in 1995, Mr. Qin has been in charge of the legal affairs of the Company, possessing in-depth knowledge in the area of mergers and acquisitions, as well as in corporate governance affairs of A-share listed companies. In addition, Mr. Qin oversees all matters related to the Company's audit, compliance, risk control and information disclosure systems. Mr. Qin received a bachelor's degree in law in 1985 from the Southwest University of Political Science and Law and was admitted to practice law in the PRC in 1990. Prior to joining the Group, Mr. Qin worked in the Law School of Fudan University.

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 is deemed to be interested in 14,822,640 Shares (including the grant of 10,000,000 options under the Share Option Scheme on 8 January 2016 and the award of 350,000 Shares under the share award scheme of the Company on 1 April 2016, such award is subject to Shareholders' approval at the Annual General Meeting), representing 0.17% of the issued Shares of the Company. Mr. Qin is also interested in 114,075 A shares of Fosun Pharma, representing 0.01% of its issued A shares.

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 2014 for a term of 3 years. For the year ended 31 December 2016, the annual basic salary of Mr. Qin is RMB3,700,000. 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 disclosable 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.

**(3) Mr. Zhang Shengman***Position, Experience and Length of Service*

**Zhang Shengman**, aged 58, has been an Independent Non-Executive Director of the Company since December 2006.

Mr. Zhang is chairman of Asia Pacific of Citigroup (listed on the New York Stock Exchange with stock code: C), before that he was president of Asia Pacific of Citigroup. Mr. Zhang joined Citigroup in February 2006 as chairman of the Public Sector Group. Mr. Zhang worked in the PRC Ministry of Finance as deputy director and vice secretary from 1994 to 1995. From 1994 to 1995, Mr. Zhang was an executive director for China at the World Bank. From 1995 to 1997, Mr. Zhang was vice president and chief secretary of the World Bank. From 1997 to 2001, Mr. Zhang was senior vice director of the World Bank. Mr. Zhang was a managing director of the World Bank and chairman of World Bank's operations committee, the sanctions committee and the corporate committee on fraud and corruption policy from 2001 to 2005. Mr. Zhang received a bachelor's degree in English literature in 1978 from Fudan University and a master's degree in public administration in 1985 from University of the District of Columbia. Mr. Zhang completed the Harvard Advanced Management Program in 1997.

Save as disclosed above, Mr. Zhang 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. Zhang 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. Zhang is deemed to be interested in 195,000 Shares (including the award of 35,000 Shares under the share award scheme of the Company on 1 April 2016, such award is subject to Shareholders' approval at the Annual General Meeting), representing 0.00% of the issued Shares of the Company.

Saved as disclosed above, Mr. Zhang 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. Zhang entered into a service contract with the Company on 23 June 2014 for a term of 3 years. For the year ended 31 December 2016, the annual director's fee of Mr. Zhang is HK\$550,000.

#### *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. Zhang 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. Zhang that need to be brought to the attention of the Shareholders.



**(4) Mr. Chen Qiyu***Position, Experience and Length of Service*

**Chen Qiyu**, aged 43, is an Executive Director and Vice President of the Company.

Mr. Chen joined the Group in 1994. He is also an executive-director and chairman of Fosun Pharma (listed on the Hong Kong Stock Exchange and SSE), a non-executive director and vice chairman of Sinopharm Group Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code: 01099), a director of Zhejiang D.A. Diagnostic Company Limited (listed on the Growth Enterprise Board of the Shenzhen Stock Exchange with stock code: 300244), Beijing Sanyuan Food Co., Ltd. (listed on SSE with stock code: 600429) and Maxigen Biotech Inc. (listed on the Taiwan Stock Exchange with stock code: 1783) and the director of various companies within the Group. Mr. Chen is a member of the 12th Shanghai Committee of the Chinese People's Political Consultative Conference, the chairman of China Medical Pharmaceutical Material Association, a vice president of China Pharmaceutical Industry Research and Development Association, a vice president of China Pharmaceutical Industry Association, the chairman of Shanghai Biopharmaceutical Industry Association and vice council chairman of Shanghai Society of Genetics. Mr. Chen received a bachelor's degree in genetics from Fudan University in 1993 and an EMBA degree from China Europe International Business School in 2005.

Save as disclosed above, Mr. Chen 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. Chen 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. Chen is deemed to be interested in 14,353,000 Shares (including the grant of 10,000,000 options under the Share Option Scheme on 8 January 2016 and the award of 330,000 Shares under the share award scheme of the Company on 1 April 2016, such award is subject to Shareholders' approval at the Annual General Meeting, representing 0.17% of the issued Shares of the Company). Mr. Chen is also interested in 114,075 A shares of Fosun Pharma, representing 0.01% of its issued A shares.

Save as disclosed above, Mr. Chen 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. Chen entered into a service contract with the Company on 10 July 2015 for a term of 3 years. Mr. Chen does not receive any salary for acting as the executive director 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 disclosable nor is/was Mr. Chen 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. Chen that need to be brought to the attention of the Shareholders.

**(5) Mr. Xu Xiaoliang**

*Position, Experience and Length of Service*

**Xu Xiaoliang**, aged 42, is an Executive Director and Vice President of the Company.

Mr. Xu joined the Group in 1998, he is also the chairman of Shanghai Yuyuan Tourist Mart Co., Ltd. (listed on SSE with stock code: 600655), a non-executive director of Zhaojin Mining Industry Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code: 01818) and Shanghai Zendai Property Limited (listed on the Hong Kong Stock Exchange with stock code: 0755), a director of Shanghai Resource Property Consultancy Co., Ltd. (listed on National Equities Exchange and Quotations with stock code: 833517) and the director of various companies within the Group. Mr. Xu is now the co-chairman of Real Estate Association of The Zhejiang Chamber of Commerce, a member of Shanghai Youth Federation and a vice chairman of China Real Estate Chamber of Commerce. Mr. Xu was successively awarded the “Shanghai 4 May Youth Medal” and “Shanghai Top Ten Youth Business People”. Mr. Xu graduated from the Innova Education School of Singapore with a diploma in 1995 and received a master’s degree in business administration from the East China Normal University in 2002.

Save as disclosed above, Mr. Xu 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. Xu 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. Xu is deemed to be interested in 11,920,000 Shares (including the grant of 10,000,000 options under the Share Option Scheme on 8 January 2016 and the award of 330,000 Shares under the share award scheme of the Company on 1 April 2016, such award is subject to Shareholders' approval at the Annual General Meeting), representing 0.14% of the issued Shares of the Company.

Save as disclosed above, Mr. Xu 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. Xu entered into a service contract with the Company on 10 July 2015 for a term of 3 years. For the year ended 31 December 2016, the annual basic salary of Mr. Xu is RMB3,600,000. 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. Xu 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. Xu that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Fosun International Limited (the “Company”) will be held at 10 a.m. on Wednesday, 1 June 2016 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 (the “Board”) and of Auditors for the year ended 31 December 2015;
2. To declare a final dividend for the year ended 31 December 2015;
3. To re-elect directors of the Company (the “Directors”) and to authorize the Board to fix the remuneration of the Directors of the Company;
4. To reappoint Ernst & Young as Auditors and to authorize the Board 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

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(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 shares 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 the 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 issue and allot 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 issue and allot 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 resolutions as ordinary resolutions:

**“THAT**

- (a) the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of 5,150,000 new shares (“New Award Shares”) to Computershare Hong Kong Trustees Limited (the “Trustee”) to hold on trust for selected participants who are selected by the Board (the “Selected Participants”) for participation in the share award scheme adopted by the Company on 25 March 2015 (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) (the “Award”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant of 385,000 award shares pursuant to the Share Award Scheme to Mr. Ding Guoqi is hereby approved and confirmed;
- (c) the grant of 350,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetao is hereby approved and confirmed;
- (d) the grant of 330,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu is hereby approved and confirmed;
- (e) the grant of 330,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang is hereby approved and confirmed;
- (f) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman is hereby approved and confirmed;
- (g) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao is hereby approved and confirmed;
- (h) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang is hereby approved and confirmed;
- (i) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Yang Chao is hereby approved and confirmed;

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- (j) the grant of 220,000 award shares pursuant to the Share Award Scheme to Ms. Kang Lan is hereby approved and confirmed;
- (k) the grant of 165,000 award shares pursuant to the Share Award Scheme to Mr. Qian Jiannong is hereby approved and confirmed;
- (l) the grant of 145,000 award shares pursuant to the Share Award Scheme to Mr. John Changzheng Ma is hereby approved and confirmed;
- (m) the grant of 110,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping is hereby approved and confirmed;
- (n) the grant of 110,000 award shares pursuant to the Share Award Scheme to Mr. Michael Lee is hereby approved and confirmed;
- (o) the grant of 50,000 award shares pursuant to the Share Award Scheme to Mr. Wu Xiaoyong is hereby approved and confirmed;
- (p) the grant of 50,000 award shares pursuant to the Share Award Scheme to Ms. Chi Xiaolei is hereby approved and confirmed;
- (q) the grant of 3,025,000 award shares pursuant to the Share Award Scheme to Selected Participants, other than those persons named in resolutions 9(b) — 9(p) above, is hereby approved and confirmed; and
- (r) 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, including but not limited to the issue and allotment of the New Award Shares pursuant to the Share Award Scheme.”

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

Shanghai, the PRC, 28 April 2016

*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 to 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.



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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 27 May 2016 (Friday) to 1 June 2016 (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 1 June 2016 (Wednesday), 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 26 May 2016 (Thursday).

The register of members of the Company will also be closed from 7 June 2016 (Tuesday) to 10 June 2016 (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 6 June 2016 (Monday).

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 under the Share Award Scheme 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, Mr. Chen Qiyu and Mr. Xu Xiaoliang, and the independent non-executive Directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang and Mr. Yang Chao.*