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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) of Fosun International Limited (the “**Company**”) will be held at 10:30 a.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) on Tuesday, 6 June 2017 at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the following purpose:

1. 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 of the Company (the “**Directors**”) regarding the issue and allotment of an aggregate of 4,605,200 new shares (“**New Award Shares**”) to Computershare Hong Kong Trustees Limited 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 EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) (the “**Award**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant of 375,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu is hereby approved and confirmed;
- (c) the grant of 375,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang is hereby approved and confirmed;
- (d) the grant of 325,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetao is hereby approved and confirmed;
- (e) the grant of 190,000 award shares pursuant to the Share Award Scheme to Mr. Wang Can is hereby approved and confirmed;
- (f) the grant of 190,000 award shares pursuant to the Share Award Scheme to Ms. Kang Lan is hereby approved and confirmed;

- (g) the grant of 190,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping is hereby approved and confirmed;
- (h) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman is hereby approved and confirmed;
- (i) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao is hereby approved and confirmed;
- (j) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang is hereby approved and confirmed;
- (k) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Yang Chao is hereby approved and confirmed;
- (l) the grant of 35,000 award shares pursuant to the Share Award Scheme to Dr. Lee Kai-Fu is hereby approved and confirmed;
- (m) the grant of 190,000 award shares pursuant to the Share Award Scheme to Mr. Qian Jiannong is hereby approved and confirmed;
- (n) the grant of 85,000 award shares pursuant to the Share Award Scheme to Mr. Wang Jiping is hereby approved and confirmed;
- (o) the grant of 45,000 award shares pursuant to the Share Award Scheme to Mr. Li Jun is hereby approved and confirmed;
- (p) the grant of 45,000 award shares pursuant to the Share Award Scheme to Mr. Xu Lingjiang is hereby approved and confirmed;
- (q) the grant of 3,090,000 award shares pursuant to the Share Award Scheme to Selected Participants, other than those persons named in resolutions 1(b) to 1(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/she/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.”

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

**“THAT:**

the adoption of the share option incentive scheme (the “**Shanghai Henlius Share Option Incentive Scheme**”) of Shanghai Henlius Biotech Co., Ltd. (“**Shanghai Henlius**”), and to authorize the board of directors of Shanghai Henlius to grant the options under the Shanghai Henlius Share Option Incentive Scheme, allot and issue shares of Shanghai Henlius to be issued upon exercise of options to be granted under the Shanghai Henlius Share Option Incentive Scheme, as well as to take all steps as considered to be necessary, expedient and appropriate to give effect to the Shanghai Henlius Share Option Incentive Scheme.”

By Order of the Board  
**Fosun International Limited**  
**Guo Guangchang**  
*Chairman*

19 May 2017

*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.
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 (the “**Share Registrar**”) at Shops 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 Thursday, 1 June 2017 to Tuesday, 6 June 2017, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with the Share Registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 31 May 2017.
4. For details in relation to the ordinary resolutions set out in item 2 of the above notice, please refer to the circular regarding the proposed adoption of Shanghai Henlius Share Option Incentive Scheme despatched together with this notice.

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Qin Xuetao, Mr. Wang Can, Ms. Kang Lan and Mr. Gong Ping; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Mr. Yang Chao and Dr. Lee Kai-Fu.*