

FOSUN 复星

復星國際有限公司 FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

Extraordinary General Meeting Form of Proxy

Form of proxy for use at the extraordinary general meeting (the "EGM") to be held on Tuesday, 6 June 2017

I/We, (Note 1) _____
of _____,
being registered holder(s) of _____ shares (Note 2) of the issued shares of Fosun International Limited (the "Company"),
HEREBY APPOINT (Note 3) the Chairman of the EGM or _____
of _____
or failing him _____
of _____
as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the EGM of the Company to be held at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong 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 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as hereunder indicated.

RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	(a) To approve, confirm and ratify the grant of specific mandate to the directors of the Company 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 of directors of the Company (the "Selected Participants") for participation in the share award scheme adopted by the Company on 25 March 2015 (the "Share Award Scheme") (the "Award") and the transactions contemplated thereunder.	(a)	(a)
	(b) To approve and confirm the grant of 375,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu.	(b)	(b)
	(c) To approve and confirm the grant of 375,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang.	(c)	(c)
	(d) To approve and confirm the grant of 325,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetang.	(d)	(d)
	(e) To approve and confirm the grant of 190,000 award shares pursuant to the Share Award Scheme to Mr. Wang Can.	(e)	(e)
	(f) To approve and confirm the grant of 190,000 award shares pursuant to the Share Award Scheme to Ms. Kang Lan.	(f)	(f)
	(g) To approve and confirm the grant of 190,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping.	(g)	(g)
	(h) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman.	(h)	(h)
	(i) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao.	(i)	(i)
	(j) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang.	(j)	(j)
	(k) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Yang Chao.	(k)	(k)
	(l) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Dr. Lee Kai-Fu.	(l)	(l)
	(m) To approve and confirm the grant of 190,000 award shares pursuant to the Share Award Scheme to Mr. Qian Jiannong.	(m)	(m)
	(n) To approve and confirm the grant of 85,000 award shares pursuant to the Share Award Scheme to Mr. Wang Jiping.	(n)	(n)
	(o) To approve and confirm the grant of 45,000 award shares pursuant to the Share Award Scheme to Mr. Li Jun.	(o)	(o)
	(p) To approve and confirm the grant of 45,000 award shares pursuant to the Share Award Scheme to Mr. Xu Lingjiang.	(p)	(p)
	(q) To approve and confirm 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.	(q)	(q)
	(r) To authorize any one or more of the directors of the Company 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.	(r)	(r)
2.	To approve 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.		

Dated this _____ day of _____ 2017

Signature _____ (Note 5)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "Chairman of the EGM" herein inserted and insert the name and address of the proxy desired in the space provided. Any member of the Company may appoint one or more proxies to attend and vote on his behalf at the EGM provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Voting by poll will be conducted at the EGM. Every member of the Company present in person (in case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid-up share of which he is the holder.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 fixed for holding the EGM or the adjourned EGM.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish.