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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.

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

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**FOSUN 复星**

**FOSUN INTERNATIONAL LIMITED**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

**(Stock code: 0656)**

**PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE  
SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Fosun International Limited to be held at 10 a.m. on 17 June 2008, Tuesday at Ballroom A, Level 5, Island Shangri-La, Hong Kong Pacific Place, Supreme Court Road, Central, 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 also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.fosun-international.com](http://www.fosun-international.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 Rooms 1806-7, 18th 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.

29 April 2008

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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 17 June 2008, Tuesday at Ballroom A, Level 5, Island Shangri-La, Hong Kong Pacific Place, Supreme Court Road, Central, Hong Kong, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof;
“Articles of Association”	the current Articles of Association of the Company with the latest amendments made on 19 June 2007;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“CG Code”	the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules;
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong;
“Company”	Fosun International Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Forte”	Shanghai Forte Land Co., Ltd., a joint stock limited liability company incorporated in the PRC on 13 August 1998 and a subsidiary of the Fosun Group; Forte is publicly traded with its H shares listed on the main board of the Stock Exchange;
“Fosun Group”	Shanghai Fosun High Technology (Group) Co., Ltd., a limited liability company incorporated in the PRC on 21 November 1994 and a wholly-owned subsidiary of the Company;
“Fosun Pharma”	Shanghai Fosun Pharmaceuticals (Group) Company Limited, a limited liability company incorporated in the PRC on 13 July 1998 and a subsidiary of Fosun Group; Fosun Pharma is publicly traded with its A shares listed on the Shanghai Stock Exchange;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	22 April 2008, 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;
“Memorandum of Association”	the current Memorandum of Association of the Company;
“Memorandum and Articles of Association”	Memorandum of Association and Articles of Association;
“RMB”	Renminbi, the lawful currency of the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Hong Kong 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**

**FOSUN INTERNATIONAL LIMITED**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

**(Stock code: 0656)**

*Executive Directors:*

Mr. Guo Guangchang (*Chairman*)  
Mr. Liang Xinjun (*Vice Chairman*)  
Mr. Wang Qunbin  
Mr. Fan Wei  
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. Liu Benren

*Independent Non-executive Directors:*

Dr. Chen Kaixian  
Mr. Zhang Shengman  
Mr. Andrew Y. Yan

29 April 2008

*To the shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE  
SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 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 Buyback 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 nominal amount of the issued Shares repurchased by the Company under the Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) the amendments to the Memorandum and Articles of Association.

### 2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

On 19 June 2007, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares, respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. As at Latest Practicable Date, the issued share capital of the Company comprised 6,421,594,500 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 an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company in issue on the date of passing of such resolution, which is up to 642,159,450 Shares (the “Buyback Mandate”);
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of such resolution, which is up to 1,284,318,900 Shares (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue 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 the 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 Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. 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 longest in office since their last appointment or reappointment. As between persons who became or were last re-elected 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.

Pursuant to article 111 of the Articles of Association, the Board shall have power to appoint any person who is willing to act to be a Director as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to article 110 of the Articles of Association.

According to articles 106 and 107 of the Articles of Association, Mr Guo Guangchang, Mr Ding Guoqi, 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 Guo Guangchang, Mr Ding Guoqi, Mr Qin Xuetang and Mr Wu Ping are set out in Appendix III of this circular.

### 4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company increased its authorized capital to HK\$10,000,000,000 divided into 100,000,000,000 ordinary shares of HK\$0.10 each on 19 June 2007 subsequent to the adoption of a new set of Articles of Association.

In order to reflect the above latest authorized capital of the Company into Memorandum and Articles of Association, the Board proposed to alter the capital clause of the Memorandum of Association and article 4 of the Articles of Association.

Following a review of the Articles of Association with reference to the Listing Rules and the CG Code, the Board proposed to amend some other provisions of the Articles of Association. The proposed amendments are stated in the proposed special resolution contained in item 8 of the notice convening the Annual General Meeting as set out on pages 16 to 20 of this circular.

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## LETTER FROM THE BOARD

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### 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, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Buyback Mandate, the re-election of the retiring Directors and the amendments to the Memorandum and Articles of Association.

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-international.com](http://www.fosun-international.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 Rooms 1806-7, 18th 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 at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring Directors and the amendments to the Memorandum and Articles of Association are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to 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 the Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Procedure by which the Shareholders may demand a poll at a general meeting pursuant to the Articles of Association) and Appendix III (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 by 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 Buyback Mandate.

### **1. REASONS FOR BUYBACK OF SHARES**

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

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 Buyback Mandate 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. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital 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 the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that the issued share capital 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 authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, an aggregate nominal amount of the Shares up to HK\$64,215,945 (equivalent to 642,159,450 Shares), representing 10% of the aggregate nominal amount of the Shares in issue 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 Memorandum and Articles of Association, the Companies Ordinance and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum and Articles of Association to repurchase Shares. The Companies Ordinance provides that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

#### **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 2007) in the event that the Buyback 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 Buyback 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 Buyback 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 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, Fosun Holdings Limited, the Company's controlling Shareholder, was interested in 4,987,008,500 Shares, representing 77.66% of the total issued share capital of the Company. Fosun Holdings Limited is a company incorporated in Hong Kong with limited liability and wholly owned by Fosun International Holdings Ltd. (incorporated in British Virgin Islands with limited liability) which owned as to 58%, 22%, 10% and 10% by Mr Guo Guangchang, Mr Liang Xinjun, Mr Wang Qunbin and Mr Fan Wei, executive Directors, respectively. Pursuant to Part XV of the SFO, Fosun Holdings Limited is a controlled corporation of Mr Guo Guangchang and accordingly Mr Guo Guangchang was deemed to be interested in 4,987,008,500 Shares owned by Fosun Holdings Limited. On the basis that the issued share capital of the Company remains at 6,421,594,500 Shares, 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 interests of Fosun Holdings Limited in the issued Shares would be increased to approximately 86.29% of the total issued share capital of the Company. The Directors will not make repurchase of Shares if the result of the repurchase would be that less than 20% of the issued share capital of the Company would be 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 Buyback Mandate.

#### **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 Buyback Mandate 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 Buyback Mandate 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 Buyback Mandate in accordance with the Listing Rules and the Companies Ordinance.

## 7. MARKET PRICES OF SHARES

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

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2007</b>		
July	15.00	10.26
August	14.72	11.80
September	13.38	12.00
October	13.48	10.10
November	11.24	8.10
December	9.69	7.28
<b>2008</b>		
January	8.41	4.70
February	6.73	4.93
March	6.10	4.05
April (up to the Latest Practicable Date)	5.84	5.13

## 8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchases of a total of 15,905,500 Shares were made by the Company during January to February 2008 (whether on the Stock Exchange or otherwise), details of which are set out in the table below:

<b>Date</b>	<b>No. of Shares</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
15 February 2008	5,905,500	5.50	5.26
1 February 2008	4,000,000	5.20	5.02
31 January 2008	3,000,000	5.26	5.08
30 January 2008	3,000,000	5.50	5.30

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Articles of Association.

According to article 65 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman; or
- (b) not less than three Shareholders having the right to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person or by proxy, or a duly authorized representative of a corporation which is a Shareholder, representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders holding Shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

In addition, in compliance with the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (i) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the general meeting, and the meeting votes, on a show of hands, in the opposite manner to that instructed in those proxies unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (ii) the meeting is to approve connected transactions;
- (iii) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;
- (iv) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; or
- (v) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.

Pursuant to the Listing Rules, the 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 Guo Guangchang**

**Guo Guangchang**, aged 40, is an Executive Director, Chairman of the Board and Chief Executive Officer of the Company.

*Position and Experience and Length of service*

Mr. Guo was a co-founder of the Group. Mr. Guo was Chairman and President of Fosun Group from its establishment in November 1994 to February 2007. Mr. Guo remains as Chairman of Fosun Group and was appointed as Chief Executive Officer of Fosun Group in March 2007. Mr. Guo is a Director of both Nanjing Iron and Steel United Co., Ltd. and Fosun Pharma. He is also Chairman of the Board and Executive Director of Forte. Mr. Guo is a deputy to the Tenth and Eleventh National People's Congress of the People's Republic of China and a member of the Ninth National Committee of Chinese People's Political Consultative Conference, and was appointed as a policy consultant to Shanghai municipal government from 2001 to 2002. From 2002, Mr. Guo had been vice chairman of Shanghai Federation of Industry and Commerce and became vice president in November 2007. Since 2004, Mr. Guo has been chairman of Shanghai Zhejiang Chamber of Commerce. In 1995, Mr. Guo was named an "Outstanding Private Entrepreneur of China". Mr. Guo was also named "the Third Session of Outstanding Young Entrepreneur of Shanghai" in 1997 and "the Fifth Session of Shanghai's Ten Most Outstanding Youths" in 1998. In 2003, Mr. Guo was named as one of the "Ten Leaders in Future Economy of China" and "Ten New Private Entrepreneurs in 2003". In 2004, Mr. Guo was named as one of the "CCTV the People of Financial Year 2004". In 2005, Mr. Guo obtained the nationwide "Outstanding Entrepreneur in Private Sector on Staff Caring" award. In 2006, Mr. Guo was "Industry & Commerce Category Winner" of "Ernst & Young Entrepreneur of the Year". 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.

*Relationships*

Mr Guo is the director of Fosun Holdings Limited, 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 held 58% shareholding of Fosun International Holdings Ltd.. He was deemed to be interested in 4,987,008,500 Shares, representing 77.66% of the issued share capital of the Company. Such Shares were indirectly held through Fosun Holdings Limited which is a wholly owned subsidiary of Fosun International Holdings Ltd..

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 has entered into a service contract with the Company on 26 June 2007 for a term of not more than 3 years from 1 January 2007 to the annual general meeting for the year 2008. The annual emolument of Mr. Guo as Executive Director of the Company is RMB360,000, it is determined with reference of his duties and responsibilities in the Group.

*Information that need 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 Guo involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 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 Ding Guoqi**

**Ding Guoqi**, aged 38, is an Executive Director and Chief Financial Officer of the Company.

*Position and Experience and Length of service*

Mr. Ding has been Chief Financial Officer of Fosun Group since 1995 and a Director of Fosun Group since 2003. Mr. Ding is also a director of Nanjing Iron and Steel United Co., Ltd.. Mr. Ding has been a director of Forte since September 2001 and is a non-executive director of Forte now. Prior to joining the Group in 1995, Mr. Ding worked in the accounting department of Shanghai Jinshan Petrochemical Construction Company. Mr. Ding received a bachelor's degree in accounting in 1991 from Shanghai University of Finance and Economics.

*Relationships*

As far as the Directors are aware, Mr Ding 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 Ding held 12,940,000 Shares, representing 0.2% of the issued share capital of the Company. Save as disclosed above, Mr Ding 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. Ding has entered into a service contract with the Company on 26 June 2007 for a term of not more than 3 years from 1 January 2007 to the annual general meeting for the year 2008. The annual emolument of Mr. Ding as Executive Director of the Company is RMB780,000, it is determined with reference of his duties and responsibilities in the Group.

*Information that need 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 Ding involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr Ding that need to be brought to the attention of the Shareholders.

**(3) Mr Qin Xuetao**

**Qin Xuetao**, aged 44, is an Executive Director and General Counsel of the Company.

*Position and Experience and Length of service*

Mr. Qin is also a director of Nanjing Iron and Steel United Co., Ltd.. Mr. Qin has been a Director of Fosun Group since June 2004 and was the secretary of the board of directors of Fosun Pharma from August 1998 to May 2004. Mr. Qin was the legal affairs Director of Fosun Group from August 1995 to July 1998 and was a lecturer at the law department of Fudan University from August 1985 to July 1995. Mr. Qin received a bachelor's degree in laws in 1985 from Southwestern University of Political Science and Laws and was admitted to practice law in the PRC in 1990.

*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 share capital of the Company. 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 has entered into a service contract with the Company on 26 June 2007 for a term of not more than 3 years from 1 January 2007 to the annual general meeting for the year 2008. The annual emolument of Mr. Qin as Executive Director of the Company is RMB720,000 and HK\$240,000, it is determined with reference of his duties and responsibilities in the Group.

*Information that need 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 paragraphs 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.

**(4) Mr Wu Ping**

**Wu Ping**, aged 43, is an Executive Director and Chief Administrative and Personnel Officer of the Company.

*Position and Experience and Length of service*

Mr. Wu has been a Director and Administrative and Personnel General Manager of Fosun Group since October 1995. Mr. Wu is also a non-executive director of Zhaojin Mining Industry Co., Ltd.. Mr. Wu has been Chairman of Shanghai Yuyuan Tourist Mart Co., Ltd. since December 2001 and vice chairman of Shanghai Shopping Centre Association since December 2004.

*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 share capital 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 has entered into a service contract with the Company on 26 June 2007 for a term of not more than 3 years from 1 January 2007 to the annual general meeting for the year 2008. The annual emolument of Mr. Wu as Executive Director of the Company is RMB780,000 and HK\$240,000, it is determined with reference of his duties and responsibilities in the Group.

*Information that need 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 paragraphs 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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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# FOSUN 复星

## FOSUN INTERNATIONAL LIMITED

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

**(Stock code: 0656)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Fosun International Limited (the “**Company**”) will be held at 10 a.m., on 17 June 2008, Tuesday at Ballroom A, Level 5, Island Shangri-La, Hong Kong Pacific Place, Supreme Court Road, Central, Hong Kong for the following purposes:—

1. To receive the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 December 2007;
2. To declare a final dividend;
3. To re-elect Directors and to authorize the Board of Directors to fix the respective Directors’ remuneration;
4. To appoint Auditors and to authorize the Board of Directors 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 nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue 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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## NOTICE OF THE 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.”;

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 authorized and unissued shares in the capital 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 aggregate nominal amount of share capital 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 aggregate nominal amount of the issued share capital 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 THE 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; and

“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 aggregate nominal amount of 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 aggregate nominal amount of 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 aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”; and

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

“**THAT:-**

- (1) clause 5 of the Memorandum of Association of the Company be altered by deleting the words “HK\$200,000 divided into 200,000 ordinary Shares of HK\$1 each” and substituting therefor the words “HK\$10,000,000,000 divided into 100,000,000,000 ordinary Shares of HK\$0.10 each”;
- (2) article 4 of the Articles of Association of the Company be altered by deleting the words “HK\$200,000 divided into 200,000 ordinary Shares of HK\$1 each” and substituting therefor the words “HK\$10,000,000,000 divided into 100,000,000,000 ordinary Shares of HK\$0.10 each”;
- (3) article 33 of the Articles of Association of the Company be amended as “The right of members to transfer their fully-paid Shares shall be free from any restriction (except when permitted by the Stock Exchange) and shall be free from all lien.”;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (4) article 106 of the Articles of Association of the Company be amended as “At the first annual general meeting of the Company all the directors shall retire from office, and at the annual general meeting in every subsequent year at least one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.”;
- (5) article 111 of the Articles of Association of the Company be amended by deleting the word “annual”;
- (6) article 114 of the Articles of Association of the Company be amended as “The Directors, or a committee of the Directors, may appoint one or more of their number to the office of managing Director or to any other executive office under the Company and any such appointment may be made for such term, at such remuneration and on such other conditions as the Directors, or a committee of the Directors think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the act of service between the Director and the Company. A managing Director shall be subject to the same provisions as to removal as the other Directors of the Company and in particular subject to article 113(F)”;
- (7) the following new paragraph be added in the end of article 132 of the Articles of Association of the Company

“All minutes shall be kept by the secretary and open for inspection by the Directors. A copy of such minutes shall be sent to the Directors after each board meeting being held.”

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

Hong Kong, 29 April 2008

*Notes:*

1. Any Member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. 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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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 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 Rooms 1806-7, 18th 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 10 June 2008, Tuesday to 17 June 2008, Tuesday, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend and attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 6 June 2008, Friday.