

SPARKLE ASSETS LIMITED
(the “**Company**”)
(Incorporated in the British Virgin Islands with limited liability)

ANNOUNCEMENT

We refer to the US\$400,000,000 6.875% Senior Notes due 2020 issued by the Company on 30 January 2013 and guaranteed by, *inter alias*, Fosun International Limited (the “**Parent Guarantor**”).

The Parent Guarantor has released the attached announcement dated 27 April 2017 on The Stock Exchange of Hong Kong Limited.

BY ORDER OF THE BOARD

Wang Can
Director

27 April 2017

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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**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**

A notice convening the Annual General Meeting to be held at 10 a.m. on Tuesday, 6 June 2017 at Grand Ballroom, 1st Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 20 to 25 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) and the Company (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.

27 April 2017

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DEFINITIONS

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 Tuesday, 6 June 2017 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 20 to 25 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

DEFINITIONS

“Issuance Mandate”	as defined in paragraph 2(b) of the “Letter from the Board” set out in this circular
“Latest Practicable Date”	20 April 2017, 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
“New Share Option Scheme”	the new share option scheme to be approved by the Shareholders on the Annual General Meeting
“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

LETTER FROM THE BOARD

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. Wang Qunbin (*Chief Executive Officer*)
Mr. Chen Qiyu (*Co-President*)
Mr. Xu Xiaoliang (*Co-President*)
Mr. Qin Xuetang
Mr. Wang Can
Ms. Kang Lan
Mr. Gong Ping

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
Dr. Lee Kai-Fu

27 April 2017

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.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND ISSUANCE MANDATE

On 1 June 2016, 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 8,590,680,644 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 859,068,064 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 1,718,136,128 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 20 to 25 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”).

LETTER FROM THE BOARD

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 the date of the expiration of the Share Option Scheme or any earlier date as referred to in the proposed ordinary resolutions contained in item 9 of the notice of Annual General Meeting as set out in pages 20 to 25 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. Zhang Huaqiao, Mr. David T. Zhang and Mr. Yang Chao 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 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. Liang Xinjun and Mr. Ding Guoqi resigned as Executive Directors on 28 March 2017. The Board appointed Mr. Wang Can, Ms. Kang Lan and Mr. Gong Ping as the Executive Directors and Dr. Lee Kai-Fu as the Independent Non-Executive Director on 28 March 2017. According to article 111 of the Articles of Association, Mr. Wang, Ms. Kang, Mr. Gong and Dr. Lee shall retire at the Annual General Meeting and shall be eligible for re-election.

According to the Company's diversification policy, we endeavour to diversify professional backgrounds of directors in order to meet the needs of the Company's development. Mr. Wang is experienced in the corporate financial management, Ms. Kang is experienced in the insurance industry and human resources area, Mr. Gong is experienced in asset management and Dr. Lee is experienced in the internet and artificial intelligence industry, their experience and expertise can supplement the Board's professional requirements in these industries, and facilitate the Group's sustainable and balanced development.

LETTER FROM THE BOARD

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. Zhang Huaqiao, Mr. David T. Zhang, Mr. Yang Chao, Mr. Wang Can, Ms. Kang Lan, Mr. Gong Ping and Dr. Lee Kai-Fu 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 20 to 25 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.

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) and the Company (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.

LETTER FROM THE BOARD

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 8,590,680,644 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 8,590,680,644 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 859,068,064 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 2016) in the event that the Repurchase Mandate were 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 6,155,972,473 Shares, representing 71.66% 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 Mr. Guo Guangchang, Mr. Liang Xinjun (resigned on 28 March 2017) 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 6,155,972,473 Shares owned by FHL. On the basis that the number of issued Shares of the Company remains 8,590,680,644 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 79.62% 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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:

Month	Highest HK\$	Lowest HK\$
2016		
April	11.66	10.56
May	11.16	9.94
June	11.16	9.50
July	10.48	9.77
August	11.42	9.96
September	12.78	10.72
October	12.24	11.26
November	11.72	10.94
December	11.80	10.72
2017		
January	12.16	10.86
February	12.74	11.66
March	12.58	11.36
April (up to the Latest Practicable Date)	11.94	11.30

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchases of a total of 24,310,500 Shares were made by the Company in the six months prior to the Latest Practicable Date, details of which are set out in the table below:

Date	No. of Shares	Highest (HK\$)	Lowest (HK\$)
16 December 2016	2,000,000	11.20	11.10
19 December 2016	2,000,000	11.14	11.04
20 December 2016	2,600,000	11.12	10.94
21 December 2016	2,000,000	11.20	11.14
22 December 2016	2,000,000	11.12	10.92
23 December 2016	2,000,000	11.04	10.74
29 March 2017	3,000,000	11.70	11.44
31 March 2017	8,710,500	11.70	11.52

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. Zhang Huaqiao

Position, Experience and Length of Service

Zhang Huaqiao, aged 53, has been an Independent Non-Executive Director of the Company since March 2012.

Mr. Zhang is also an executive director and chairman of China Smartpay Group Holdings Limited (stock code: 08325), a non-executive director of Boer Power Holdings Ltd. (stock code: 01685), an independent non-executive director of Zhong An Real Estate Limited (stock code: 00672), China Huirong Financial Holdings Limited (stock code: 01290), Logan Property Holdings Company Limited (stock code: 03380), Luye Pharma Group Ltd. (stock code: 02186) and Wanda Hotel Development Company Limited (stock code: 00169), all of which are listed on the Stock Exchange, an independent non-executive director of Sinopec Oilfield Service Corporation (listed on the SSE with stock code: 600871 and on the Stock Exchange with stock code: 01033) and Yancoal Australia Ltd. (listed on the Australian Stock Exchange with stock code: YAL). From July 1986 to January 1989, Mr. Zhang was employed at the People's Bank of China in Beijing and from June 1999 to April 2006, Mr. Zhang worked at the Equities Department of UBS AG, Hong Kong Branch at which he first served as the head of the China research team and later became the co-head of the China research team. Mr. Zhang was the chief operating officer from March 2006 to September 2008 and executive director from May 2006 to September 2008 of Shenzhen Investment Limited (listed on the Stock Exchange with stock code: 00604). From September 2008 to June 2011, he was deputy head of China Investment Banking at UBS Securities Asia Limited. Mr. Zhang was an executive director and Chief Executive Officer (**CEO**) of Man Sang International Limited (listed on the Stock Exchange with stock code: 00938) from September 2011 to April 2012, a director of Nanjing Central Emporium (Group) Stocks Co., Ltd. (listed on the SSE with stock code: 600280) from February 2013 to June 2015 and an independent non-executive director of Fuguiniao Co., Ltd. (listed on the Stock Exchange with stock code: 01819) from May 2013 to June 2014 and Ernest Borel Holdings Limited (listed on the Stock Exchange with stock code: 01856) from June 2014 to November 2014. Mr. Zhang graduated from the Graduate School of the People's Bank of China with a master's degree in economics in 1986; and from the Australian National University with a master's degree in economics in 1991.

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.

APPENDIX II

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang is deemed to be interested in 45,000 Shares, representing 0.00% of the issued Shares of the Company.

Save 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 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, 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.

(2) Mr. David T. Zhang

Position, Experience and Length of Service

David T. Zhang, aged 54, has been an Independent Non-Executive Director of the Company since June 2012.

Mr. Zhang is also a partner of Kirkland & Ellis LLP, a leading international law firm. Admitted to the practice of law in the State of New York, USA and based in Hong Kong, Mr. Zhang specializes in securities offerings and M&A transactions. He has extensive experience representing Chinese issuers and leading investment banks in US initial public offerings, Hong Kong initial public offerings and other Rule 144A and Regulation S offerings of equity, debt and convertible securities. Additionally, Mr. Zhang has represented a number of leading private equity funds, multinational corporations and sovereign wealth funds in connection with their investments and M&A transactions in the Greater China region and Southeast Asia. Mr. Zhang has been rated as a top capital markets attorney by Chambers Global, Legal 500 Asia Pacific, IFLR1000 and Chambers Asia Pacific. Prior to joining Kirkland & Ellis LLP in August 2011, Mr. Zhang was a partner of Latham & Watkins LLP, a leading international law firm, for eight years. Mr. Zhang graduated from Beijing Foreign Studies University in 1981 and received his J.D. degree from Tulane University Law School in 1991.

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.

APPENDIX II

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 45,000 Shares, representing 0.00% of the issued Shares of the Company.

Save 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 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, 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.

(3) Mr. Yang Chao

Position, Experience and Length of Service

Yang Chao, aged 66, has been an Independent Non-Executive Director of the Company since December 2014.

Mr. Yang was the chairman of China Life Insurance Company Limited (listed on the Stock Exchange with stock code: 02628) from July 2005 to June 2011, the president and secretary of party committee of China Life Insurance (Group) Company from May 2005 to May 2011 and an independent non-executive director of SRE Group Limited (listed on the Stock Exchange with stock code: 01207) from November 2013 to December 2015. Mr. Yang is currently a member of the National Committee of the Chinese People's Political Consultative Conference and its Social and Legislative Committee. Mr. Yang, a Senior Economist, has more than 40 years of experience in the insurance and banking industries, and was awarded special allowance by the State Council. Mr. Yang graduated from Shanghai International Studies University and Middlesex University in the United Kingdom, majoring in English and business administration respectively, and received a master's degree in business administration.

APPENDIX II

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Yang 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. Yang 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. Yang is deemed to be interested in 35,000 Shares, representing 0.00% of the issued Shares of the Company.

Save as disclosed above, Mr. Yang 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. Yang entered into a service contract with the Company on 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, the annual director's fee of Mr. Yang 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. Yang 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. Yang that need to be brought to the attention of the Shareholders.

(4) Mr. Wang Can

Position, Experience and Length of Service

Wang Can, aged 37, is an Executive Director, Senior Vice President and the Chief Financial Officer (**CFO**) of the Company.

Mr. Wang joined the Group in 2012, and is now also the general manager of Investment Management Support Center, the non-executive director of Fosun Pharma (listed on the Stock Exchange and the SSE), and the director of various companies within the Group. He once worked as the general manager of Investment Management Department, deputy CFO and general manager of Financial Planning & Analysis Department of the Group. Prior to joining the Group, Mr. Wang worked in Kingdee Software (China) Co., Ltd., PricewaterhouseCoopers Zhong Tian LLP, Standard Chartered Bank (China) Limited and China Lodging Group, Limited (listed on NASDAQ with stock code:

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DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

HTHT). Mr. Wang is a non-practicing member of Chinese Institute of Certified Public Accountants (CICPA) and a member of The Association of International Accountants (AIA). Mr. Wang graduated from Anhui University in 1997 and received an EMBA degree from China Europe International Business School in 2014.

Save as disclosed above, Mr. Wang 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. Wang 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. Wang is deemed to be interested in 4,225,000 Shares, representing 0.05% of the issued Shares of the Company.

Save as disclosed above, Mr. Wang 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. Wang entered into a service contract with the Company on 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, the annual director's fee of Mr. Wang is HK\$3,000,000. 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. Wang 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. Wang that need to be brought to the attention of the Shareholders.

(5) Ms. Kang Lan

Position, Experience and Length of Service

Kang Lan, aged 47, is an Executive Director, Senior Vice President, Chief Human Resources Officer and the President of Fosun Insurance Group of the Company.

APPENDIX II

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Ms. Kang joined the Group in 2010, and is also the non-executive director of Fosun Pharma (listed on the Stock Exchange and the SSE), chairman of Meadowbrook Insurance Group, Inc. and director of various insurance companies and other companies within the Group. Ms. Kang was the project manager of Nanjing High Technology Industry Development Company from August 1991 to June 1993, a researcher of Memorial Sloan-Kettering Cancer Center in the United States from October 1995 to May 1998, a research and development scientist in Wyeth from May 1998 to August 2000, a consultant of McKinsey & Company, Greater China Office from August 2002 to February 2007, and a senior client partner of Korn/Ferry International (listed on the NASDAQ with Stock code: KFY), Greater China Office from March 2007 to August 2010. Ms. Kang received her bachelor's degree in biological sciences and biotechnology from Zhejiang University in 1991, master's degree in biochemistry from Tulane University in the United States in 1995, and MBA degree from the Wharton School of the University of Pennsylvania in 2002.

Save as disclosed above, Ms. Kang 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, Ms. Kang 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, Ms. Kang is deemed to be interested in 7,370,000 Shares, representing 0.09% of the issued Shares of the Company.

Save as disclosed above, Ms. Kang 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

Ms. Kang entered into a service contract with the Company on 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, the annual director's fee of Ms. Kang is HK\$3,000,000. She 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 Ms. Kang 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 Ms. Kang that need to be brought to the attention of the Shareholders.

(6) Mr. Gong Ping*Position, Experience and Length of Service*

Gong Ping, aged 41, is an Executive Director and Senior Vice President of the Company.

Mr. Gong joined the Group in 2011 and is also CEO of Fosun Property Holdings and chairman of Shanghai Forte Land Co., Ltd.. Mr. Gong is now also vice chairman of Shanghai Yuyuan Tourist Mart Co., Ltd. (listed on the SSE with stock code: 600655), non-executive director of Shanghai Zendai Property Limited (listed on the Stock Exchange with stock code: 00755), a director of Shanghai Resource Property Consultancy Co., Ltd. (listed on the National Equities Exchange and Quotations with stock code: 833517), as well as director of various companies within the Group. He used to serve as senior assistant to president of the Group, and general manager of Corporate Development Department. Prior to joining the Group, Mr. Gong worked at Pudong branch and the headquarters of Bank of Shanghai as well as the PRC headquarters of Standard Chartered Bank. Mr. Gong also served as global strategist at the headquarters of Samsung Group in Korea, carrying out special assignments across various sectors including financial services, technology and real estate worldwide. Mr. Gong graduated from Fudan University in 1998 with a Bachelor's degree in international finance, and then obtained his master's degree in finance from Fudan University in 2005. Mr. Gong also received his MBA degree from International Institute for Management Development (IMD) in Lausanne, Switzerland in 2008.

Save as disclosed above, Mr. Gong 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. Gong 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. Gong is deemed to be interested in 4,170,000 Shares, representing 0.05% of the issued Shares of the Company.

Save as disclosed above, Mr. Gong 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. Gong entered into a service contract with the Company on 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, the annual director's fee of Mr. Gong is HK\$3,000,000. He is also entitled to an annual discretionary bonus determined by the internal regulation of the Company.

APPENDIX II

DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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. Gong 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. Gong that need to be brought to the attention of the Shareholders.

(7) Dr. Lee Kai-Fu

Position, Experience and Length of Service

Lee Kai-Fu, aged 55, has been an Independent Non-Executive Director of the Company since March 2017.

Dr. Lee is now also the chairman of Sinovation Ventures (Beijing) Enterprise Management Co., Ltd. (listed on the National Equities Exchange and Quotations with stock code: 835966), a co-founder and the managing partner of Sinovation Ventures Development Funds, the chairman and chief executive officer of Innovation Works Limited, a non-executive director of Meitu, Inc. (listed on the Stock Exchange with stock code: 01357), an independent director of LightInTheBox Holding Co., Ltd. (listed on the New York Stock Exchange with stock code: LITB), an independent non-executive director of Shangri-La Asia Limited (listed on the Stock Exchange with stock code: 00069) and Hon Hai Precision Industry Co., Ltd. (listed on the Taiwan Stock Exchange with stock code: 2317). Dr. Lee has also been a director of various companies in the internet, artificial intelligence and other industries. From 1988 to 1990, Dr. Lee worked at Carnegie Mellon University, where he served as an assistant professor; between July 1990 and April 1996, Dr. Lee worked at Apple Inc. (listed on NASDAQ with stock code: AAPL), serving as a vice-president from December 1995; from July 1998 to July 2005, Dr. Lee was the vice president of Microsoft Corporation (listed on NASDAQ with stock code: MSFT); from July 2005 to September 2009, Dr. Lee was the president of Google China of Google Inc. (listed on NASDAQ with stock code: GOOGL), and he was responsible for launching the Google China R&D Center. Dr. Lee received his bachelor of arts degree and Ph.D. in computer science from Columbia University in May 1983 and Carnegie Mellon University in May 1988, respectively.

Save as disclosed above, Dr. Lee 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, Dr. Lee 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, Dr. Lee does not interested or deemed to be interested in any Shares of the Company.

APPENDIX II**DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Saved as disclosed above, Dr. Lee 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

Dr. Lee entered into a service contract with the Company on 28 March 2017 for a term of 3 years. For the year ended 31 December 2017, the annual director's fee of Dr. Lee 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 Dr. Lee 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 Dr. Lee that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 6 June 2017 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 2016;
2. To declare a final dividend for the year ended 31 December 2016;
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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the 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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- (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 resolutions as ordinary resolutions:

“**THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, sub-division, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “Share(s)”) to be issued pursuant to the exercise of the share options granted which may be granted under the new share option scheme (the “New Share Option Scheme”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted; and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (i) to administer the New Share Option Scheme under which share options will be granted to the Eligible Persons (as defined in the New Share Option Scheme) eligible under the New Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the New Share Option Scheme;

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- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”);
 - (iii) to grant share options under the New Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme and subject to the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”);
 - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme and subject to the Listing Rules and the Companies Ordinance; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the Listing Rules and the Companies Ordinance”;
9. 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, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 expiration of the Share Option Scheme;
 - (ii) the conclusion of the next annual general meeting of the Company;
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iv) 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.”

By Order of the Board
Guo Guangchang
Chairman

27 April 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 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 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 AGM, 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 Wednesday, 31 May 2017.

The register of members of the Company will also be closed from Monday, 12 June 2017 to Wednesday, 14 June 2017, 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 Friday, 9 June 2017.

NOTICE OF ANNUAL GENERAL MEETING

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 8 of the above notice, please refer to the circular regarding the proposed adoption of new share option 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.