
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

FOSUNPHARMA

复星医药

上海復星醫藥(集團)股份有限公司

Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares	: 336,070,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 33,607,000 H Shares (subject to adjustment)
Number of International Offer Shares	: 302,463,000 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$13.68 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application, subject to refund)
Nominal value	: RMB1.00 per H Share
Stock code	: 02196

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



J.P.Morgan

Deutsche Bank 

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Companies Registry" in "Appendix IX — Documents Delivered to the Companies Registry and Available for Inspection" to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investment in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the sections headed "Risk Factors" and in "Appendix VI — Summary of Principal Legal and Regulatory Provisions" and "Appendix VII — Summary of Articles of Association" in this prospectus. Potential investors should consider carefully all the information set out in this prospectus and, in particular, the matters discussed in the abovementioned sections.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us (for ourselves) on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, 23 October 2012 and, in any event, not later than Friday, 26 October 2012. The Offer Price will not be more than HK\$13.68 and is currently expected to be not less than HK\$11.80. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$13.68 for each Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%.

The Joint Global Coordinators, on behalf of the Underwriters, may, with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$11.80 to HK\$13.68 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published on the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.fosunpharma.com not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If applications for the Hong Kong Offer Shares have been submitted prior to the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn.

If, for any reason, the Joint Global Coordinators (on behalf of the Underwriters) and we (for ourselves) are unable to reach an agreement on the Offer Price by Friday, 26 October 2012, the Global Offering will not become unconditional and will lapse immediately.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for, the Hong Kong Offer Shares, are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. on Tuesday, 30 October 2012. Such grounds are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been, and will not be, registered under the US Securities Act or any state securities law in the United States and may be offered and sold only (a) in the United States to "Qualified Institutional Buyers" in reliance on Rule 144A under the US Securities Act or another exemption from, or in a transaction not subject to, registration under the US Securities Act and (b) outside the United States in an offshore transaction in accordance with Regulation S under the US Securities Act.

* For identification purposes only