
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms.”

“2008 EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) issued on 16 March 2007 and its implementation rules issued on 6 December 2007, both becoming effective on 1 January 2008
“A Share(s)”	domestic share(s) of our Company with a nominal value of RMB1.0 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“A Share Offering”	the offer for subscription of 50,000,000 A Shares by our Company to the public in the PRC, which was completed on 7 August 1998
“Anhui Shanhe Medical”	Anhui Shanhe Medical Accessories Company Limited (安徽山河藥用輔料股份有限公司), a company limited by shares established in the PRC on 27 April 2001, and an associated company of our Group
“Aohong Pharma”	Jinzhou Aohong Pharmaceutical Company Limited (錦州奧鴻藥業有限責任公司), a limited liability company established in the PRC on 28 January 2002, and a 70% owned subsidiary of Fosun Pharmaceutical Industrial
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 6 August 2012 to take effect on the Listing Date, as amended or supplemented from time to time
“associates”	has the meaning given to it under the Hong Kong Listing Rules
“Baotou Jinxiang”	Baotou Jinxiang Pharmaceutical Company Limited (包頭市金象藥業有限責任公司), a limited liability company established in the PRC on 12 April 2010, and a wholly-owned subsidiary of Golden Elephant Pharmacy
“Beijing Golte”	Beijing Golte Property Management Company Limited (北京高地物業管理有限公司), a limited liability company established in the PRC on 23 May 2005, and a wholly-owned subsidiary of Golte Assets

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“Board” or “Board of Directors”	the board of Directors of our Company
“business day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open for general banking business
“CAGR”	compound annual growth rate
“Carelife Pharma”	Chongqing Carelife Pharmaceutical Company Limited (重慶凱林製藥有限公司), a limited liability company established in the PRC on 10 July 2000, and a wholly-owned subsidiary of Yao Pharma
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chemo Biopharma”	Shanghai Chemo Biopharma Company Limited (上海凱茂生物醫藥有限公司), a limited liability company established in the PRC on 19 November 2008, and a 70% owned subsidiary of Wanbang Pharma
“Chindex”	Chindex International, Inc., a company incorporated in the United States in 1981 and listed on the NASDAQ Stock Market (NASDAQ: CHDX), in which our Group holds an 18.52% equity interest as at the Latest Practicable Date
“Chindex (Beijing)”	Chindex (Beijing) International Trade Company Limited (美中互利 (北京) 國際貿易有限公司), a limited liability company established in the PRC on 26 December 2001, and an indirect wholly-owned subsidiary of CML
“CICC”	China International Capital Corporation Hong Kong Securities Limited

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“CML”	Chindex Medical Limited (美中互利醫療有限公司), a limited liability company established in Hong Kong on 15 November 2010, and a 51% owned subsidiary of our Group
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company” or “Fosun Pharma”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司), a joint stock company re-registered in the PRC on 13 July 1998, and its predecessor, whose A Shares have been listed on the Shanghai Stock Exchange since 7 August 1998 (Stock Code: 600196)
“Connected Person(s)”	has the meaning given to it under the Hong Kong Listing Rules
“Controlling Shareholder(s)”	has the meaning given to it under the Hong Kong Listing Rules and in the context of our Company, means Messrs. Guo Guangchang, Liang Xinjun, Wang Qunbin, Fan Wei, Fosun International Holdings, Fosun Holdings, Fosun International and Fosun High Tech
“Conversion Scheme”	the scheme undertaken by our Company in April 2006 to convert the non-tradable A Shares of our Company into tradable A Shares pursuant to the “Administrative Measures on the Split Share Structure Reform of Listed Companies” (《上市公司股權分置改革管理辦法》) promulgated by the CSRC on 4 September 2005, as further described in the section headed “History and Development” in this prospectus
“CNPGC”	China National Pharmaceutical Group Corporation (中國醫藥集團總公司), a limited liability company established in the PRC on 26 November 1998, and an enterprise owned by the PRC government established in the PRC and the controlling shareholder of Sinopharm
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Dalian Aleph”	Dalian Aleph Biomedical Company Limited (大連雅立峰生物製藥有限公司), a limited liability company established in the PRC on 28 February 2002, and a 75% indirectly owned subsidiary of our Company
“Deed of Non-Competition”	the deed of non-competition undertakings dated 13 October 2012 and executed by our Controlling Shareholders in favor of our Company (for ourselves and as trustee of our subsidiaries from time to time)

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“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	director(s) of our Company
“Espicom”	Espicom Business Intelligence, a provider of business intelligence services focused on the global pharmaceutical and medical device sectors, which is an Independent Third Party
“Financial Services Agreement”	the financial services agreement dated 10 December 2011 entered into between our Company and Fosun Finance as referred to in the section headed “Connected Transactions” in this prospectus
“Fochon Pharma”	Chongqing Fochon Pharmaceutical Research Company Limited (重慶復創醫藥研究有限公司), a limited liability company established in the PRC on 18 March 2009, and a 70% indirectly owned subsidiary of our Company
“For Me Pharmacy”	Shanghai For Me Yixing Pharmacy Chain-Store Company Limited (上海復美益星大藥房連鎖有限公司), a limited liability company established in the PRC on 21 March 2001, and a 92% owned subsidiary of Pharmaceutical Investment
“Forte”	Shanghai Forte Land Company Limited (復地(集團)股份有限公司), a company limited by shares established in the PRC on 13 August 1998, and a 99.05% indirectly owned subsidiary of Fosun International
“Forte Investment and Management”	Shanghai Forte Investment and Management Company Limited (上海復地投資管理有限公司), a limited liability company established in the PRC on 21 July 2006, and a wholly-owned subsidiary of Forte
“Fosun Biolog Biotech”	Shanghai Fosun Biolog Biotech Company Limited (上海復星佰珞生物技術有限公司), a limited liability company established in the PRC on 5 December 2002, and a 75% owned subsidiary of Fosun Long March
“Fosun Chemical”	Shanghai Fosun Chemical Pharmaceutical Investment Company Limited (上海復星化工醫藥創業投資有限公司), a limited liability company established in the PRC on 23 December 2003, and a 96% owned subsidiary of our Company
“Fosun Finance”	Fosun Group Finance Corporation Limited (上海復星高科技集團財務有限公司), a limited liability company established in the PRC on 7 July 2011, and an 82% owned subsidiary of Fosun High Tech

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“Fosun Group”	Fosun International Holdings and its subsidiaries, other than our Group
“Fosun High Tech”	Shanghai Fosun High Technology (Group) Company Limited (上海復星高科技(集團)有限公司), a limited liability company established in the PRC on 17 November 1994, and a direct wholly-owned subsidiary of Fosun International and our Controlling Shareholder
“Fosun Holdings”	Fosun Holdings Limited (復星控股有限公司), a limited liability company established in Hong Kong on 18 February 2005, and a direct wholly-owned subsidiary of Fosun International Holdings and our Controlling Shareholder
“Fosun Industrial”	Fosun Industrial Company Limited (復星實業(香港)有限公司), a company incorporated in Hong Kong on 22 September 2004, and a wholly-owned subsidiary of our Company
“Fosun International”	Fosun International Limited (復星國際有限公司), a company incorporated in Hong Kong on 24 December 2004, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 00656), and which is an indirect subsidiary of Fosun International Holdings and our Controlling Shareholder
“Fosun International Holdings”	Fosun International Holdings Limited (復星國際控股有限公司), a limited liability company established in the British Virgin Islands on 9 September 2004, which is held as to 58%, 22%, 10% and 10% by Messrs. Guo Guangchang, Liang Xinjun, Wang Qunbin and Fan Wei, respectively, and our Controlling Shareholder
“Fosun Long March”	Shanghai Fosun Long March Medical Science Company Limited (上海復星長征醫學科學有限公司), a limited liability company established in the PRC on 9 February 1989, and a wholly-owned subsidiary of our Company
“Fosun Med-tech Development”	Shanghai Fosun Med-tech Development Company Limited (上海復星醫學科技發展有限公司), a limited liability company established in the PRC on 30 May 1994, and a wholly-owned subsidiary of our Company
“Fosun Pharmaceutical”	Shanghai Fosun Pharmaceutical Company Limited (上海復星藥業有限公司), a limited liability company established in the PRC on 28 July 1993, and a 97% owned subsidiary of Pharmaceutical Investment

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“Fosun Pharmaceutical Industrial”	Shanghai Fosun Pharmaceutical Industrial Development Company Limited (上海復星醫藥產業發展有限公司), a limited liability company established in the PRC on 27 November 2001, and a wholly-owned subsidiary of our Company
“Frost & Sullivan”	Frost & Sullivan, a global provider of market research and analysis, growth strategy consulting, and corporate training services, which is an Independent Third Party
“Fuji Medical”	Shanghai Fuji Medical Instrument Company Limited (上海復技醫療器械有限公司), a limited liability company established in the PRC on 4 June 2001, and a 90% owned subsidiary of Technology Innovation
“Fusheng Pharma”	Shanghai Fusheng Pharmaceutical Technology Development Company Limited (上海復盛醫藥科技發展有限公司), a limited liability company established in the PRC on 2 November 2010, and a wholly-owned subsidiary of Fosun Pharmaceutical Industrial
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Golden Elephant Pharmacy”	Beijing Golden Elephant Pharmacy Medicine Chain Company Limited (北京金象大藥房醫藥連鎖有限責任公司), a limited liability company established in the PRC on 7 March 2000, and a 55% owned subsidiary of Pharmaceutical Investment
“Golte Assets”	Shanghai Golte Assets Management Company Limited (上海高地資產經營管理有限公司), a limited liability company established in the PRC on 31 May 2004, and a wholly-owned subsidiary of Forte
“GREEN application form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“Group”, “we” or “us”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require), or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guangji Hospital”	Yueyang Guangji Hospital Company Limited (岳陽廣濟醫院有限公司), a limited liability company established in the PRC on 3 December 2004, and a 55% owned subsidiary of Yicheng Management

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“Guilin Pharma”	Guilin South Pharma Company Limited (桂林南藥股份有限公司), a company limited by shares established in the PRC on 22 June 2001, and a 94.25% owned subsidiary of Fosun Pharmaceutical Industrial
“Guilin Pharmaceutical”	Guilin Pharmaceutical Company Limited (桂林製藥有限責任公司), a limited liability company established in the PRC on 11 December 1989, and an 89.9% owned subsidiary of Fosun Pharmaceutical Industrial, which was merged with and absorbed by Guilin Pharma in December 2010. Guilin Pharmaceutical was de-registered on 17 May 2011
“H Share Registrar”	Tricor Investor Services Limited
“H Share(s)”	overseas listed foreign share(s) in our ordinary share capital, with a nominal value of RMB1.0 each, which are to be listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Haisiman Pharma”	Chongqing Haisiman Pharmaceutical Company Limited (重慶海斯曼藥業有限責任公司), a limited liability company established in the PRC on 21 June 2007, and a wholly-owned subsidiary of Yao Pharma
“Hexin Pharma”	Sichuan Hexin Pharmaceutical Company Limited (四川合信藥業有限責任公司), a limited liability company established in the PRC on 8 November 2002, and a wholly-owned subsidiary of Yao Pharma
“HK eIPO White Form”	the application for the Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	The Bank of East Asia, Limited
“HKFRS”	the Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange

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“Hong Kong Offer Shares”	33,607,000 new H Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer by our Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) at the Offer Price, on the terms and subject to the conditions set out in this prospectus and the Application Forms
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 16 October 2012 relating to the Hong Kong Public Offering and entered into by, among others, the Joint Global Coordinators, the Joint Sponsors, the Hong Kong Underwriters, and us, as further described in the section headed “Underwriting” in this prospectus
“Huaiyin Medical”	Huaiyin Medical Instruments Company Limited (淮陰醫療器械有限公司), a limited liability company established in the PRC on 7 June 1999, and a wholly-owned subsidiary of Technology Innovation
“Hunan Guangji”	Hunan Province Guangji Real Estate Company Limited (湖南省廣濟置業有限公司), a limited liability company established in the PRC on 29 September 2007, and a 55% owned subsidiary of Yicheng Management
“IMS”	IMS Health Incorporated, a global provider of market intelligence to the pharmaceutical and healthcare industries, which is an Independent Third Party
“Independent Third Part(ies)”	a person or persons or a company or companies that is not or are not our Connected Person(s)
“Industry Experts”	Industry Experts is a multi-industry focused market research firm, which is an Independent Third Party

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“International Offer Shares”	302,463,000 H Shares being initially offered under the International Offering together, where relevant, with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option, the number of which is further subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the offering of the International Offer Shares at the Offer Price outside the United States in accordance with Regulation S, and in the United States only to QIBs in reliance on Rule 144A or another available exemption from registration requirement of the US Securities Act, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Purchase Agreement”	the international purchase agreement relating to the International Offering to be entered into on or about the Price Determination Date by, among others, the Joint Global Coordinators, the International Purchasers, and us, as further described in the section headed “Structure of the Global Offering — The International Offering” in this prospectus
“International Purchasers”	the underwriters of the International Offering which are expected to enter into the International Purchase Agreement as initial purchasers on or around the Price Determination Date
“Jimin Hospital Management”	Anhui Jimin Hospital Management Company Limited (安徽濟民醫院經營管理有限公司), a limited liability company established in the PRC on 20 July 2011, and a 70% owned subsidiary of Yicheng Management
“Jimin Cancer Hospital”	Anhui Jimin Cancer Hospital (安徽濟民腫瘤醫院), a people run non-enterprise unit (民辦非企業單位) established in the PRC on 16 August 2010, and a 70% owned subsidiary of Yicheng Management
“Jincheng Medical”	Shandong Jincheng Pharmaceutical and Medical Company Limited (山東金城醫藥化工股份有限公司), a company limited by shares established in the PRC on 28 February 2008, and an associated company of our Group, the shares of which are listed on the Shenzhen Stock Exchange on 22 June 2011
“Jinxiang Fosun”	Beijing Jinxiang Fosun Pharmaceuticals Joint Stock Company Limited (北京金象復星醫藥股份有限公司), a company limited by shares established in the PRC on 12 December 1992, and an associated company of our Group

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“Joint Bookrunners”	in relation to the Hong Kong Public Offering, UBS, CICC, J.P. Morgan Asia Pacific and Deutsche Bank being the joint bookrunners; in relation to the International Offering, UBS, CICC, J.P. Morgan and Deutsche Bank being the joint bookrunners
“Joint Global Coordinators”	UBS, CICC, J.P. Morgan Asia Pacific and Deutsche Bank
“Joint Lead Managers”	in relation to the Hong Kong Public Offering, UBS, CICC, J.P. Morgan Asia Pacific and Deutsche Bank being the joint lead managers; in relation to the International Offering, UBS, CICC, J.P. Morgan and Deutsche Bank being the joint lead managers
“Joint Sponsors”	UBSS HK, CICC, J.P. Morgan Securities (Far East) Limited and Deutsche Bank, being the joint sponsors of the Global Offering
“J.P. Morgan”	J.P. Morgan Securities plc
“J.P. Morgan Asia Pacific”	J.P. Morgan Securities (Asia Pacific) Limited
“Latest Practicable Date”	11 October 2012, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	the listing of the Offer Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or around 30 October 2012, on which our H Shares are listed on the Hong Kong Stock Exchange and from which dealings in our H Shares are permitted to take place on the Hong Kong Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, which were promulgated by the PRC Securities Commission, the predecessor of the CSRC, and the State Restructuring Commission on 27 August 1994, as amended and supplemented from time to time
“Markets & Markets”	a full service market research company and consulting firm, which is an Independent Third Party
“Master Agreements”	the Master Leases and the Master Property Management Services Agreements

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“Master Lease A”	the master lease entered into between Chindex (Beijing) and Forte Investment and Management, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease B”	the master lease entered into between Fosun Pharmaceutical Industrial and Forte Investment and Management, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease C”	the master lease entered into between Yao Pharma and Forte Investment and Management, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease D”	the master lease entered into between Wanbang Pharma and Forte Investment and Management, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease E”	the master lease entered into between our Company and Shanghai Fosun Property Management, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease F”	the master lease entered into between Shanghai ClonBiotech and Shanghai Fosun Property Management, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease G”	the master lease entered into between Shanghai ClonBiotech and Forte, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Lease H”	the master lease entered into between Shanghai ClonBiotech and Fosun High Tech, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Leases”	the Master Lease A, the Master Lease B, the Master Lease C, the Master Lease D, the Master Lease E, the Master Lease F, the Master Lease G and the Master Lease H
“Master Property Management Services Agreement A”	the master property management services agreement entered into between our Company and Shanghai Furui, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Property Management Services Agreement B”	the master property management services agreement entered into between Shanghai Furui and Shanghai ClonBiotech, as referred to in the section headed “Connected Transactions” in this prospectus

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“Master Property Management Services Agreement C”	the master property management services agreement entered into between Shanghai ClonBiotech and Shanghai Golte, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Property Management Services Agreement D”	the master property management services agreement entered into between Chindex (Beijing) and Beijing Golte, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Property Management Services Agreement E”	the master property management services agreement entered into between Fosun Pharmaceutical Industrial and Beijing Golte, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Property Management Services Agreement F”	the master property management services agreement entered into between Yao Pharma and Beijing Golte, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Property Management Services Agreement G”	the master property management services agreement entered into between Wanbang Pharma and Beijing Golte, as referred to in the section headed “Connected Transactions” in this prospectus
“Master Property Management Services Agreements”	the Master Property Management Services Agreement A, the Master Property Management Services Agreement B, the Master Property Management Services Agreement C, the Master Property Management Services Agreement D, the Master Property Management Services Agreement E, the Master Property Management Services Agreement F and the Master Property Management Services Agreement G
“MOH”	the Ministry of Health of the People’s Republic of China (中華人民共和國衛生部)
“Moluodan Pharma”	Handan Moluodan Pharmaceutical Company Limited (邯鄲摩羅丹藥業股份有限公司), a company limited by shares established in the PRC on 4 December 1998, and a 60.7% owned subsidiary of Fosun Pharmaceutical Industrial
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New Medicine Research”	Shanghai Fosun New Medicine Research Company Limited (上海復星新藥研究有限公司), a limited liability company established in the PRC on 12 September 2008, and a wholly-owned subsidiary of Fosun Pharmaceutical Industrial
“New Rural Co-Op Insurance”	the New Rural Cooperative Medical Insurance Scheme (新型農村合作醫療保險)

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“NFS”	SFDA South Medicine Economic Research Institute (SFDA 南方醫藥經濟研究所)
“NFS MENET”	China Medical and Pharmaceutical Economic Information Network, which operates the only authorized website of NFS
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offering to be determined as described in the section headed “Structure of the Global Offering — Determination of the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares
“Over-allotment Option”	the option expected to be granted by our Company to the International Purchasers exercisable by the Joint Global Coordinators on behalf of the International Purchasers under the International Purchase Agreement
“PBOC”	the People’s Bank of China, the central bank of the PRC
“Pharmaceutical Investment”	Shanghai Fosun Pharmaceutical Investment Company Limited (上海復星醫藥投資有限公司), a limited liability company established in the PRC on 1 September 2000, and a wholly-owned subsidiary of our Company
“Pharmaceutical Research Institute”	Chongqing Pharmaceutical Research Institute Company Limited (重慶醫藥工業研究院有限責任公司), a limited liability company established in the PRC on 17 December 1991, and a 56.89% owned subsidiary of Fosun Pharmaceutical Industrial
“Phoenix Jiangshan”	Fenghuang County Jiangshan Technology Development Company Limited (鳳凰縣江山科技發展有限公司), a limited liability company established in the PRC on 19 May 2004, and a 65% owned subsidiary of Guilin Pharma
“Pingyao Investment”	Shanghai Fosun Pingyao Investment Management Company Limited (上海復星平耀投資管理有限公司), a limited liability company established in the PRC on 21 March 2007, and a wholly-owned subsidiary of our Company
“PRC” or “China”	the People’s Republic of China, and “Chinese” shall be construed accordingly. References in this prospectus to the PRC or China, for geographical reference only, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC, including the Accounting Standards for Business Enterprises
“PRC government” or “Chinese government”	central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Price Determination Date”	the date, expected to be on or around Tuesday, 23 October 2012 and, in any event, not later than Friday, 26 October 2012, on which the Offer Price is to be fixed by agreement between our Company (for ourselves) and the Joint Global Coordinators (on behalf of the Underwriters) to determine the Offer Price
“Promoters” or “Promoter”	Fosun High Tech, Shanghai Guangxin Technology Development Company Limited, Shanghai Yingfu Information Development Company Limited, Shanghai Shenxin Industry (Group) Limited Company and Shanghai Xidatang Science and Technology Investment Company Limited; a Promoter means any one of the Promoters
“Property Valuation Report”	the summary of valuation and valuation certificates prepared by Jones Lang LaSalle Corporate Appraisal and Advisory Limited as set out in “Appendix IV — Property Valuation” to this prospectus
“QIBs” or “Qualified Institutional Buyers”	qualified institutional buyers as defined in Rule 144A
“Qidong Jinxiang”	Tianjin Qidong Jinxiang Pharmacy Medicine Chain Co., Ltd. (天津市啟東金象大藥房醫藥連鎖有限公司), a limited liability company established in the PRC on 28 December 2001, and a subsidiary of Golden Elephant Pharmacy
“Qiguang Investment”	Shanghai Qiguang Investment Management Company Limited (上海齊廣投資管理有限公司), a limited liability company established in the PRC on 24 April 2007, and a wholly-owned subsidiary of Pingyao Investment
“Regulation S”	Regulation S under the US Securities Act
“RMB” or “Renminbi”	the lawful currency of the PRC

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“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Science & Technology Imp. & Exp.”	Shanghai Science & Technology Imp. & Exp. Company Limited (上海科技進出口有限公司), a limited liability company established in the PRC on 22 November 1994, and a wholly-owned subsidiary of Pingyao Investment which was disposed of in February 2012
“SFC”	the Securities and Futures Commission of Hong Kong
“SFDA”	the State Food and Drug Administration (中華人民共和國國家食品藥品監督管理局), the PRC governmental authority responsible for the regulation of food and drugs
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Shanghai ClonBiotech”	Shanghai ClonBiotech Company Limited (上海克隆生物高技術有限公司), a limited liability company established in the PRC on 5 December 1996, and a wholly-owned subsidiary of Fosun Pharmaceutical Industrial
“Shanghai Fosun Industrial Investment”	Shanghai Fosun Industrial Investment Co., Limited (上海復星產業投資有限公司), a limited liability company established in the PRC on 22 November 2001, and an indirect wholly-owned subsidiary of Fosun International
“Shanghai Fosun Property Management”	Shanghai Fosun Property Management Company Limited (上海復星物業管理有限公司), a limited liability company established in the PRC on 20 October 2006, and a wholly-owned subsidiary of Fosun High Tech
“Shanghai Furui”	Shanghai Furui Property Management Company Limited (上海復瑞物業管理有限公司), a limited liability company established in the PRC on 7 October 1997, and a 49% owned subsidiary of Golte Assets
“Shanghai Golte”	Shanghai Golte Property Management Company Limited (上海高地物業管理有限公司), a limited liability company established in the PRC on 27 September 2006, and a 60% owned subsidiary of Golte Assets

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“Shanghai Henlius”	Shanghai Henlius Biotech Company Limited (上海復宏漢霖生物技術有限公司), a limited liability company established in the PRC on 24 February 2010, and a 74% owned subsidiary of New Medicine Research
“Shanghai Listing Rules”	the Stock Listing Rules of the Shanghai Stock Exchange (《上海證券交易所股票上市規則》)
“Shanghai Pharma”	Shanghai Pharmaceuticals Holding Company Limited (上海醫藥集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601607) and the Hong Kong Stock Exchange (stock code: 2607)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shanghai Yuyuan”	Shanghai Yuyuan Tourist Mart Company Limited (上海豫園旅遊商城股份有限公司), a company limited by shares established in the PRC on 25 November 1987, and a company listed on the Shanghai Stock Exchange (stock code: 600655)
“Shanghai Yuyuan Group”	Shanghai Yuyuan, together with its subsidiaries
“Shareholders”	holders of our Shares
“Shares”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shenyang Hongqi Pharma”	Shenyang Hongqi Pharmaceutical Company Limited (瀋陽紅旗製藥有限公司), a limited liability company established in the PRC on 30 October 1998, and a 74% owned subsidiary of Fosun Pharmaceutical Industrial
“Shine Star”	Shine Star (Hubei) Biological Engineering Company Limited (湖北新生源生物工程股份有限公司), a company limited by shares established in the PRC on 10 December 2001, and a 51% owned subsidiary of Fosun Pharmaceutical Industrial
“Sinopharm”	Sinopharm Group Co. Ltd. (國藥控股股份有限公司), a company limited by shares established in the PRC on 8 January 2003, the shares of which are listed on the main board of the Hong Kong Stock Exchange (stock code: 01099), and an associated company of our Group
“Sinopharm Investment”	Sinopharm Industrial Investment Company Limited (國藥產業投資有限公司), a limited liability company established in the PRC on 6 May 2008, the controlling shareholder of Sinopharm and an associated company of our Group

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“SIPO”	the State Intellectual Property Office of the PRC (中華人民共和國國家知識產權局)
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council of the PRC on 4 August 1994, as amended, supplemented or otherwise modified from time to time
“Stabilizing Manager”	CICC
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“substantial shareholder(s)”	has the meaning given to it under the Hong Kong Listing Rules
“Supervisors”	the members of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“Technology Innovation”	Shanghai Technology Innovation Company Limited (上海創新科技有限公司), a limited liability company established in the PRC on 5 February 1993, and an indirect wholly-owned subsidiary of CML
“Tianjin Pharma”	Tianjin Pharmaceuticals Group Company Limited (天津藥業集團有限公司), a limited liability company established in the PRC on 9 July 1988, and an associated company of our Group
“Track Record Period”	the period comprising the three years ended 31 December 2009, 2010 and 2011 and the six months ended 30 June 2012
“Trademark Office”	Trademark Office of the SAIC
“Transfusion Technology”	Shanghai Transfusion Technology Company Limited (上海輸血技術有限公司), a limited liability company established in the PRC on 28 August 1992, and a wholly-owned subsidiary of Technology Innovation
“UBS”	UBS AG, Hong Kong Branch
“UBSS HK”	UBS Securities Hong Kong Limited
“Underwriters”	the Hong Kong Underwriters and the International Purchasers
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement

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“Urban Resident Program”	the Urban Resident Basic Medical Insurance Program (城鎮居民基本醫療保險計劃)
“Urban Worker Program”	the Urban Worker Basic Medical Insurance Program (城鎮職工基本醫療保險計劃)
“U.S.” or “United States”	United States of America, its territories and possessions, any State of the United States and the District of Columbia
“US dollars”, “USD” or “US\$”	United States dollars, the lawful currency of the United States
“US Securities Act”	United States Securities Act of 1933, as amended from time to time
“Wanbang Business”	Jiangsu Wanbang Pharmaceutical Marketing & Distribution Company Limited (江蘇萬邦醫藥營銷有限公司), a limited liability company established in the PRC on 1 August 2008, and a wholly-owned subsidiary of Wanbang Pharma
“Wanbang Fulin”	Hebei Wanbang Fulin Pharmaceutical Company Limited (河北萬邦復臨藥業有限公司), a limited liability company established in the PRC on 24 April 2004, and an 85% owned subsidiary of Wanbang Pharma
“Wanbang Jinqiao”	Xuzhou Wanbang Jinqiao Pharmaceutical Company Limited (徐州萬邦金橋製藥有限公司), a limited liability company established in the PRC on 27 September 2006, and a 58.0% owned subsidiary of Wanbang Pharma
“Wanbang Pharma”	Jiangsu Wanbang Biopharmaceutical Company Limited (江蘇萬邦生化醫藥股份有限公司), a company limited by shares established in the PRC on 30 December 1998, and a 97.8% owned subsidiary of Fosun Pharmaceutical Industrial
“WHO”	the World Health Organization (世界衛生組織)
“Yaneng Bioscience”	Yaneng Bioscience (Shenzhen) Company Limited (亞能生物技術(深圳)有限公司), a limited liability company established in the PRC on 18 July 2001, and a 51% owned subsidiary of Fosun Long March
“Yao Pharma”	Chongqing Yao Pharmaceutical Company Limited (重慶藥友製藥有限責任公司), a limited liability company established in the PRC on 21 July 1997, and a 51% owned subsidiary of Fosun Pharmaceutical Industrial

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“Yicheng Management”	Shanghai Yicheng Hospital Investment Management Company Limited (上海醫誠醫院投資管理有限公司), a limited liability company established in the PRC on 28 December 2010, and a wholly-owned subsidiary of our Company
“Zhejiang Fosun”	Zhejiang Fosun Pharmaceutical Co., Ltd. (浙江復星醫藥有限公司), a limited liability company established in the PRC on 14 August 1978, and a 68.6% owned subsidiary of Pharmaceutical Investment, which was sold to Sinopharm in September 2011

In this prospectus, if there is any inconsistency between the Chinese names of the entities, authorities, organisations, institutions or enterprises established in China or the awards or certificates given in China and their English translations, the Chinese version shall prevail.