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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)

(Stock Code: 02196)

ANNOUNCEMENT PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of the Securities on the Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company hereby announces that in order to further improve the corporate governance of the Company, the Board passed the resolution on 25 October 2016, agreed and submitted to the extraordinary general meeting of the Company to approve the proposed amendments (the “**Proposed Amendments**”) to the Articles of Association of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (the “**Articles of Association**”) as follows:

Before Amendment	After Amendment
<p>Article 10 The <u>other senior management members</u> mentioned herein refer to the vice-president, Secretary to the Board, financial controller of the Company, or other personnel employed by the Board whose duties are the same as or similar to the aforementioned members.</p>	<p>Article 10 The <u>senior management members</u> mentioned herein refer to the <u>chief executive officer, president</u>, vice-president, Secretary to the Board, financial controller of the Company, or other personnel employed by the Board whose duties are the same as or similar to the aforementioned members.</p>
<p>Article 37 If the directors, supervisors, senior management members, and shareholders holding more than five percent (5%) of the total shares of the Company sell the shares held thereby within six (6) months after buying the same or buy shares within 6 months after selling the same, the earnings arising therefrom shall belong to the Company and the Board of the Company will take back the said earnings. However, if a securities company comes to hold more than five percent (5%) of the shares by buying the shares remaining after an exclusive sale, the said six (6)-month limitation shall not apply to the selling of such shares.</p>	<p>Article 37 If the directors, supervisors, senior management members and shareholders holding more than five percent (5%) of the total shares of the Company sell the shares held thereby within six (6) months after buying the same or buy shares within 6 months after selling the same, the earnings arising therefrom shall belong to the Company and the Board of the Company will take back the said earnings. However, if a securities company comes to hold more than five percent (5%) of the shares by buying the shares remaining after an exclusive sale, the said six (6)-month limitation shall not apply to the selling of such shares, <u>except as otherwise required by the securities regulatory authorities of the State Council.</u></p>

* for identification purposes only

Before Amendment	After Amendment
<p>Article 42 Share certificates shall be signed by the Chairman. Where other senior management members of the Company are required to sign the shares by the stock exchange on which the Company's shares are listed, the share certificates shall be signed by the other relevant senior management personnel, and shall come into effect after affixing the seal or printing the seal of the Company on the share certificates. Affixing the seal of the Company on the share certificates shall be authorized by the Board. The signature of the Chairman or other relevant senior management members of the Company may also be printed on the share certificates.</p>	<p>Article 42 Share certificates shall be signed by the Chairman. Where senior management members of the Company are required to sign the shares by the stock exchange on which the Company's shares are listed, the share certificates shall be signed by the relevant senior management personnel, and shall come into effect after affixing the seal or printing the seal of the Company on the share certificates. Affixing the seal of the Company on the share certificates shall be authorized by the Board. The signature of the Chairman or relevant senior management members of the Company may also be printed on the share certificates.</p>
<p>Article 69 Independent Directors may propose to the Board the convening of an extraordinary general meeting. Regarding the proposal of the Independent Directors to convene an extraordinary general meeting, the Board shall, pursuant to relevant laws, administrative regulations and these Articles of Association, give a written reply on whether or not agreeing to convene the extraordinary general meeting within ten (10) days after receipt of the proposal.</p> <p>.....</p>	<p>Article 69 Independent Non-Executive Directors may propose to the Board the convening of an extraordinary general meeting. Regarding the proposal of the Independent Non-Executive Directors to convene an extraordinary general meeting, the Board shall, pursuant to relevant laws, administrative regulations and these Articles of Association, give a written reply on whether or not agreeing to convene the extraordinary general meeting within ten (10) days after receipt of the proposal.</p>
<p>Article 94 A general meeting shall be convened and presided over by the chairman of the Board; where the chairman is unable to attend the meeting, the general meeting shall be convened and presided over by the deputy chairman of the Board; if both the chairman and deputy chairman of the Board is unable to attend the meeting, the chairman of the Board may designate a director of the Company to convene and preside over the meeting; if the chairman of the general meeting has not been designated, shareholders attending the meeting may elect a member to act as the chairman of the meeting; if for any reason, the shareholders are unable to elect a chairman, the shareholder (or his/her proxy) holding the largest number of voting rights attending the meeting shall act as chairman of the meeting.</p>	<p>Article 94 A general meeting shall be convened by the Board and chaired and presided over by the chairman of the Board. If the chairman is unable to attend the meeting, the deputy chairman (co-chairman) shall preside over and take the chair of the meeting. If both the chairman and deputy chairman (co-chairman) of the Board is unable to attend the meeting, a Director elected by more than one half of the Directors present shall preside over the meeting; if the chairman of the general meeting has not been designated, a majority of the shareholders attending the meeting may elect a member to act as the chairman of the meeting; if for any reason, the shareholders are unable to elect a chairman, the shareholder (or his/her proxy) holding the largest number of voting rights attending the meeting shall act as chairman of the meeting.</p>
<p>Article 96 During the annual general meeting of shareholders, the Board and the Supervisory Committee shall respectively report on their work in the previous year to the general meeting, and each Independent Director shall also make his/her duty report correspondingly.</p>	<p>Article 96 During the annual general meeting of shareholders, the Board and the Supervisory Committee shall respectively report on their work in the previous year to the general meeting, and each Independent Non-Executive Director shall also make his/her duty report correspondingly.</p>
<p>Article 103 When a shareholder (including proxy) votes at a shareholder's general meeting by exercising his/her voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote.</p> <p>.....</p> <p>The Board, Independent Directors and shareholders who are qualified under the relevant conditions may canvass shareholders for votes.</p> <p>.....</p>	<p>Article 103 When a shareholder (including proxy) votes at a shareholder's general meeting by exercising his/her voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote.</p> <p>.....</p> <p>The Board, Independent Non-Executive Directors and shareholders who are qualified under the relevant conditions may canvass shareholders for votes.</p> <p>.....</p>

Before Amendment	After Amendment
<p>Article 110 When connected transactions are being considered at a general meeting, the related shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted toward the total number of valid votes. An announcement of the resolutions of the general meeting shall fully disclose the results of voting by shareholders who are not related to such transactions.</p> <p>.....</p> <p>(3) if the chairman of the Board attends the meeting as the proxies of the related shareholders, the chairman of the Board shall delegate the deputy chairman of the Board or another Director to preside over the meeting when such connected transaction is being considered and voted upon</p> <p>.....</p>	<p>Article 110 When connected transactions are being considered at a general meeting, the related shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted toward the total number of valid votes. An announcement of the resolutions of the general meeting shall fully disclose the results of voting by shareholders who are not related to such transactions.</p> <p>.....</p> <p>(3) if the Chairman of the Board attends the meeting as the proxies of the related shareholders, the chairman of the Board shall delegate the deputy chairman <u>(co-chairman)</u> of the Board or another Director to preside over the meeting when such connected transaction is being considered and voted upon.</p> <p>.....</p>
<p>Article 112 The lists of candidates for election of Directors and supervisors shall be submitted to the relevant general meetings in the form of motion for voting. Methods of and procedures for nominating a candidate for Director or supervisor shall be:(1) The Board and Supervisory Committee may submit a resolution to the Board for the nomination of candidates for Director and supervisors (not being staff representatives) respectively. One or more shareholders individually or jointly hold more than three percent (3%) of the outstanding shares issued by the Company may nominate candidates for Director or supervisor (not being staff representatives). Candidates for Independent Director can be nominated by the Board, Supervisory Committee or shareholders individually or jointly holds one percent (1%) of shares issued by the Company.</p> <p>.....</p> <p>(3) The manner and procedure for the nomination of Independent Directors shall be executed in compliance to the relevant requirements of the law, administrative regulations and departmental rules.</p> <p>.....</p>	<p>Article 112 The lists of candidates for election of Directors and supervisors shall be submitted to the relevant general meetings in the form of motion for voting. Methods of and procedures for nominating a candidate for Director or supervisor shall be:(1) The Board and Supervisory Committee may submit a resolution to the Board for the nomination of candidates for Director and supervisors (not being staff representatives) respectively. One or more shareholders individually or jointly hold more than three percent (3%) of the outstanding shares issued by the Company may nominate candidates for Director or supervisor (not being staff representatives). Candidates for Independent <u>Non-Executive</u> Director can be nominated by the Board, Supervisory Committee or shareholders individually or jointly holds one percent (1%) of shares issued by the Company.</p> <p>.....</p> <p>(3) The manner and procedure for the nomination of Independent <u>Non-Executive</u> Director shall be executed in compliance to the relevant requirements of the law, administrative regulations and departmental rules.</p> <p>.....</p>
<p>Article 117 Shareholders attending the general meeting shall express opinions on the motions for voting in the following ways: <u>“for”</u>, “against” or “abstain”.</p>	<p>Article 117 Shareholders attending the general meeting shall express opinions on the motions for voting in the following ways: <u>“for”</u>, “against” or “abstain”. <u>Being the nominal holders of shares subject to the Stock Connect, the securities registration and settlement institutions may express opinions according to the intentions of actual holders.</u></p>

Before Amendment	After Amendment
<p>Article 122 The resolutions of a general meeting shall be announced promptly, and shall indicate the number of shareholders and proxies attended the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of voting shares in the Company, the voting method, and the voting results in respect of each motion and the details of each resolution passed.</p>	<p>Article 122 The resolutions of a general meeting shall be announced promptly, and shall indicate the number of shareholders and proxies attended the meeting, the total number of voting shares held by them, the percentage of such voting shares in the total number of voting shares in the Company, the voting method, and the voting results in respect of each motion and the details of each resolution passed.</p> <p><u>Where material issues affecting the interests of small and medium investors are being considered in the shareholders' general meeting, the votes by small and medium investors shall be counted individually. The individual counting results shall be publicly disclosed in a timely manner.</u></p>
<p>Article 134.....</p> <p>(3) a person who is a former director, factory manager or president of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p> <p>.....</p>	<p>Article 134.....</p> <p>(3) a person who is a former director, factory manager or president of a company or enterprise <u>(has the same meaning of “manager” under the Company Law)</u> which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p> <p>.....</p>
<p>Article 143 Independent Directors shall act in compliance with the relevant provisions of the law, administrative regulations and departmental rules.</p>	<p>Article 143 Independent <u>Non-Executive</u> Directors shall act in compliance with the relevant provisions of the law, administrative regulations and departmental rules.</p>
<p>Article 145 The Board shall consist of eleven (11) Directors, of which: external Directors (referring to Directors which are not employed by the Company) shall account for one-half (1/2) or more of the number of Directors in the Board, Independent Directors (referring to Directors which are independent from the Company's shareholders and not employed within the Company) shall account for one-third (1/3) or more of the number of Directors in the Board, and at least one Independent Director shall be an accounting professional.</p>	<p>Article 145 The Board shall consist of eleven (11) Directors, of which: external Directors (referring to Directors which are not employed by the Company) shall account for one-half (1/2) or more of the number of Directors in the Board, Independent <u>Non-Executive</u> Directors (referring to Directors which are independent from the Company's shareholders and not employed within the Company) shall account for one-third (1/3) or more of the number of Directors in the Board, and at least one Independent <u>Non-Executive</u> Director shall be an accounting professional.</p>
<p>Article 146.....</p> <p>(10) to appoint or dismiss presidents of the Company and the Secretary to the Board; based on the nomination by the president, to appoint or dismiss other senior management members, including Vice President and financial controller of the Company, and to determine the remunerations, incentives and punishments of such members;</p> <p>.....</p> <p>(15) to hear the work report and inspect the work of the president of the Company;</p> <p>.....</p>	<p>Article 146.....</p> <p>(10) to appoint or dismiss <u>the chief executive officer,</u> presidents of the Company and the Secretary to the Board; based on the nomination by the president, to appoint or dismiss other senior management members, including Vice President and financial controller of the Company, and to determine the remunerations, incentives and punishments of such members;</p> <p>.....</p> <p>(15) to hear the work report and inspect the work of the <u>chief executive officer and the</u> president of the Company;</p> <p>.....</p>

Before Amendment	After Amendment
<p>Article 149 The Board may, pursuant to provisions of relevant laws and regulations and regulatory documents, establish strategic, auditing, remuneration and examination, nomination and other specialized committees. All members of specialized committees shall be Directors, of which auditing committee, nomination committee, remuneration and examination committee shall have Independent Directors accounting for the majority of the members and acting as the convener, and at least one Independent Director in the auditing committee shall be an accounting professional.</p>	<p>Article 149 The Board may, pursuant to provisions of relevant laws and regulations and regulatory documents, establish strategic, auditing, remuneration and examination, nomination and other specialized committees. All members of specialized committees shall be Directors, of which auditing committee, nomination committee, remuneration and examination committee shall have Independent <u>Non-Executive</u> Directors accounting for the majority of the members and acting as the convener, and at least one Independent <u>Non-Executive</u> Director in the auditing committee shall be an accounting professional.</p>
<p>Article 154 The Board consists of one (1) chairman of the Board, and may consist of one (1) deputy chairman of the Board. The chairman and deputy chairman shall be elected by the Board with the approval of more than half of the total number of Directors of the Board.</p>	<p>Article 154 The Board consists of one (1) chairman of the Board, and may consist of one (1) deputy chairman (<u>co-chairman</u>) of the Board. The chairman and deputy chairman (<u>co-chairman</u>) shall be elected by the Board with the approval of more than half of the total number of Directors of the Board.</p>
<p>Article 156 The deputy chairman of the Company shall assist the Chairman in performing his/her duties. If the Chairman is unable or fails to perform his/her duties, such duties shall be performed by the deputy chairman; if the deputy chairman is unable or fails to perform his duties, one (1) director shall be elected jointly by more than half of the directors to perform such duties.</p>	<p>Article 156 The deputy chairman (<u>co-chairman</u>) of the Company shall assist the Chairman in performing his/her duties. If the Chairman is unable or fails to perform his/her duties, such duties shall be performed by the deputy chairman (<u>co-chairman</u>); if the deputy chairman (<u>co-chairman</u>) is unable or fails to perform his duties, one (1) director shall be elected jointly by more than half of the directors to perform such duties.</p>
<p>Article 164 The Board shall keep minutes of the decisions on matters discussed at meetings. The minutes shall be signed by the Directors present at the meeting. Opinions expressed by Independent Directors shall be set forth in the resolutions of the Board. The minutes of Board meetings shall be kept in corporate archives for a period of ten (10) years.</p> <p>.....</p>	<p>Article 164 The Board shall keep minutes of the decisions on matters discussed at meetings. The minutes shall be signed by the Directors present at the meeting. Opinions expressed by Independent <u>Non-Executive</u> Directors shall be set forth in the resolutions of the Board. The minutes of Board meetings shall be kept in corporate archives for a period of ten (10) years.</p> <p>.....</p>
<p>Article 166 The Company shall have one (1) President, who shall be nominated by the Chairman of the Board, and appointed or dismissed by the Board.</p> <p>The Vice President and the Chief Financial Officer shall be nominated by the President, and appointed or dismissed by the Board.</p> <p>The Secretary to the Board shall be nominated by the Chairman of the Board, and appointed or dismissed by the Board.</p> <p><u>The President, Vice President, Secretary to the Board, Chief Financial Officer or other personnel who performs the same or similar duties of the aforesaid personnel, shall be senior management members of the Company.</u></p>	<p>Article 166 The Company shall have one (1) President, who shall be nominated by the Chairman of the Board, and appointed or dismissed by the Board.</p> <p>The Vice President and the Chief Financial Officer shall be nominated by the President, and appointed or dismissed by the Board.</p> <p><u>The appointment of chief executive officer is determined by the Board based on the practical situation of the Company.</u></p> <p>The <u>chief executive officer</u>, Secretary to the Board shall be nominated by the Chairman of the Board, and appointed or dismissed by the Board.</p> <p><i>Delete the last paragraph of this article.</i></p>
<p>Article 176 Directors or <u>other senior management members</u> of the Company may concurrently act as the Secretary to the Board of the Company. The accountant(s) of the certified public accountant appointed by the Company shall not concurrently act as the Secretary to the Board of the Company.</p>	<p>Article 176 Directors or <u>senior management members</u> of the Company may concurrently act as the Secretary to the Board of the Company. The accountant(s) of the certified public accountant appointed by the Company shall not concurrently act as the Secretary to the Board of the Company.</p>

Before Amendment	After Amendment
<p>Article 195 A person may not serve as a Director, supervisor, <u>President or any other senior management member</u> of the Company in the event of any of the following circumstances:</p> <p>.....</p> <p>(3) a person who is a former director, factory manager or president of a company or enterprise which is insolvent and under liquidation owing to mismanagement, and such person shall be personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p> <p>.....</p>	<p>Article 195 A person may not serve as a Director, supervisor <u>or senior management member</u> of the Company in the event of any of the following circumstances:</p> <p>.....</p> <p>(3) a person who is a former director, factory manager or president of a company or enterprise <u>(has the same meaning of “manager” under the Company Law)</u> which is insolvent and under liquidation owing to mismanagement, and such person shall be personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;</p> <p>.....</p>
<p>Article 228 The profit distribution policies, decision making procedures and mechanism of the Company are as follows:</p> <p>.....</p> <p>(5) Mechanism and procedures for decision making on profit distribution: The Board shall propose a reasonable dividend distribution proposal and plan based on profitability, capital needs, and the shareholders’ return plan of the Company. The proposal for profit distribution of the Company is formulated by the Board and, upon consideration and approval by the Board, shall be proposed at the general meeting for approval. Independent Directors shall express clearly independent opinions. The Board should fully consider the opinions of the Independent Directors, Supervisory Committee and public investors in formulating the proposal for profit distribution. Independent directors may collect the opinions of small and medium shareholders and prepare a dividend distribution proposal and submit it directly to the Board for consideration and approval.</p> <p>If the Company is able to pay cash dividends and the Board of the Company does not prepare a cash dividend proposal, the Board shall specify the reason for non-payment of cash dividends, the consistency between such reason and the actual circumstances and the use and proceeds of the funds retained by the Company not distributed as dividends. Independent Directors should express independent opinions in this regard.</p> <p>If the Company is able to pay dividends and the Board of the Company does not prepare a cash dividend proposal, the Company shall perform its information disclosure obligation in accordance with the procedure as mentioned above.</p>	<p>Article 228 The profit distribution policies, decision making procedures and mechanism of the Company are as follows:</p> <p>.....</p> <p>(5) Mechanism and procedures for decision making on profit distribution: The Board shall propose a reasonable dividend distribution proposal and plan based on profitability, capital needs, and the shareholders’ return plan of the Company. The proposal for profit distribution of the Company is formulated by the Board and, upon consideration and approval by the Board, shall be proposed at the general meeting for approval. Independent <u>Non-Executive</u> Directors shall express clearly independent opinions.</p> <p>The Board should fully consider the opinions of the Independent <u>Non-Executive</u> Directors, Supervisory Committee and public investors in formulating the proposal for profit distribution. Independent <u>Non-Executive</u> Directors may collect the opinions of small and medium shareholders and prepare a dividend distribution proposal and submit it directly to the Board for consideration and approval.</p> <p>If the Company is able to pay cash dividends and the Board of the Company does not prepare a cash dividend proposal, the Board shall specify the reason for non-payment of cash dividends, the consistency between such reason and the actual circumstances and the use and proceeds of the funds retained by the Company not distributed as dividends. Independent <u>Non-Executive</u> Directors should express independent opinions in this regard. If the Company is able to pay dividends and the Board of the Company does not prepare a cash dividend proposal, the Company shall perform its information disclosure obligation in accordance with the procedure as mentioned above.</p>

Before Amendment	After Amendment
<p>(6) Adjustments in and amendments to profit distribution policies: The Company shall strictly implement its cash dividend policy as required in the Articles of Association and the specific cash dividend proposal as considered and approved by the shareholders' general meeting.</p> <p>If the Company adjusts the profit distribution policies due to material changes in external business environment or its own operation conditions, it should justify the adjustments in detail which, upon consideration of the Board, shall be proposed at the general meeting for approvals by way of special resolutions, and the Independent Directors shall express their independent opinions on the modifications of the profit distribution policies.</p> <p>The resolution on adjustments in cash dividend policy is formulated by the Board. Independent Directors shall express clearly independent opinions. The adjusted cash dividend policy, upon consideration and approval by the Board, shall be proposed at the general meeting for approval and shall be implemented upon being passed by at least two-thirds (2/3) of the voting rights held by the shareholders attending the shareholders' general meeting.</p> <p>(7) Mechanism for dividend supervision: The Supervisory Committee shall supervise the implementation of the profit distribution policies and the shareholders' return plan of the Company by the Board and the management and their decision making procedures.</p> <p>The Board and the shareholders' general meeting of the Company should fully consider the opinions of Independent Directors and small and medium investors in making decision on and justifying the profit distribution policy. When the specific cash dividend proposal is considered at the shareholders' general meeting, the shareholders' general meeting should proactively communicate and exchange ideas through multiple channels, including but not limited to setting up hotlines and investor relations mail box, with shareholders, and the small and medium shareholders in particular, and fully listen to the demands of small and medium shareholders.</p> <p>.....</p>	<p>(6) Adjustments in and amendments to profit distribution policies: The Company shall strictly implement its cash dividend policy as required in the Articles of Association and the specific cash dividend proposal as considered and approved by the shareholders' general meeting. If the Company adjusts the profit distribution policies due to material changes in external business environment or its own operation conditions, it should justify the adjustments in detail which, upon consideration of the Board, shall be proposed at the general meeting for approvals by way of special resolutions, and the Independent <u>Non-Executive</u> Directors shall express their independent opinions on the modifications of the profit distribution policies.</p> <p>The resolution on adjustments in cash dividend policy is formulated by the Board. Independent <u>Non-Executive</u> Directors shall express clearly independent opinions. The adjusted cash dividend policy, upon consideration and approval by the Board, shall be proposed at the general meeting for approval and shall be implemented upon being passed by at least two-thirds (2/3) of the voting rights held by the shareholders attending the shareholders' general meeting.</p> <p>(7) Mechanism for dividend supervision: The Supervisory Committee shall supervise the implementation of the profit distribution policies and the shareholders' return plan of the Company by the Board and the management and their decision making procedures.</p> <p>The Board and the shareholders' general meeting of the Company should fully consider the opinions of Independent <u>Non-Executive</u> Directors and small and medium investors in making decision on and justifying the profit distribution policy. When the specific cash dividend proposal is considered at the shareholders' general meeting, the shareholders' general meeting should proactively communicate and exchange ideas through multiple channels, including but not limited to setting up hotlines and investor relations mail box, with shareholders, and the small and medium shareholders in particular, and fully listen to the demands of small and medium shareholders.</p> <p>.....</p>
<p>Article 247 Notices for the convening Board meetings by the Company shall be served by hand or by post.</p>	<p>Article 247 Notices for the convening Board meetings by the Company shall be served by hand or by post. <u>Notice of an extraordinary Board meeting may be served pursuant to the stipulation in Article 158.</u></p>

Before Amendment	After Amendment
<p>Article 276 Definitions</p> <p>.....</p> <p>(3) Connected Relationship, refers to the relationship between the controlling shareholders, de facto controller, Directors, supervisors, <u>President or other senior management members</u> of the Company and the enterprise directly or indirectly controlled thereby, <u>and</u> any other relationship that may lead to the transfer of any interests of the Company. However, enterprises controlled by the State do not have a connected relationship with each another although they are under the common control of the State.</p> <p>.....</p>	<p>Article 276 Definitions</p> <p>.....</p> <p>(3) Connected Relationship, refers to the relationship between the controlling shareholders, de facto controller, Directors, supervisors <u>and senior management members</u> of the Company and the enterprise directly or indirectly controlled thereby, any other relationship that may lead to the transfer of any interests of the Company <u>and relationship with the related party and connected person as defined under the relevant listing rules of places where the shares of the Company are listed on.</u> However, enterprises controlled by the State do not have a connected relationship with each another although they are under the common control of the State.</p> <p>.....</p>

CIRCULAR

The above Proposed Amendments to the Articles of Association are subject to approval by the shareholders of the Company by way of a special resolution at an extraordinary general meeting of the Company. A circular containing, among others, details of the Proposed Amendment together with notice of the extraordinary general meeting will be despatched to the shareholders of the Company in due course.

By order of the Board
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
Chen Qiyu
Chairman

Shanghai, the People's Republic of China
25 October 2016

As at the date of this announcement, the executive Directors are Mr. Chen Qiyu, Mr. Yao Fang and Mr. Wu Yifang; the non-executive Directors are Mr. Guo Guangchang, Mr. Wang Qunbin, Ms. Kang Lan and Mr. Wang Can, and the independent non-executive Directors are Mr. Cao Huimin, Mr. Jiang Xian, Dr. Wong Tin Yau Kelvin and Mr. Wai Shiu Kwan Danny.

* *for identification purposes only*