

# FOSUN 复星

## 復星國際有限公司 FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

Annual General Meeting

Form of Proxy

Form of proxy for use at the Annual General Meeting to be held on Wednesday, 6 June 2018

I/We, <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being registered holder(s) of \_\_\_\_\_ shares <sup>(note 2)</sup> of the issued shares of Fosun International Limited (the "Company"),  
**HEREBY APPOINT** <sup>(note 3)</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Grand Ballroom, 3/F, Wanda Reign on the Bund, 538 Zhong Shan Dong Er Road, Huangpu District, Shanghai, China and Grand Ballroom, Lower level I, Kowloon Shangri-la, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong concurrently by video conference at 10 a.m. on Wednesday, 6 June 2018 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s), in respect of the resolutions as hereunder indicated.

RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To receive and consider the audited consolidated financial statements and the reports of the board of directors of the Company and of Auditors for the year ended 31 December 2017.		
2.	To declare a final dividend for the year ended 31 December 2017.		
3.	(i) To re-elect Mr. Wang Qunbin as executive director of the Company	(i)	(i)
	(ii) To re-elect Mr. Chen Qiyu as executive director of the Company	(ii)	(ii)
	(iii) To re-elect Mr. Xu Xiaoliang as executive director of the Company	(iii)	(iii)
	(iv) To re-elect Mr. Qin Xuetao as executive director of the Company	(iv)	(iv)
	(v) To re-elect Mr. Zhang Shengman as independent non-executive director of the Company	(v)	(v)
	(vi) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.	(vi)	(vi)
4.	To reappoint Ernst & Young as Auditors and to authorize the board of directors of the Company to fix their remuneration.		
5.	To give a general mandate to the directors of the Company to repurchase the shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company by the total shares repurchased by the Company.		
8.	To grant an unconditional mandate to the directors of the Company (i) to exercise all the powers of the Company during the relevant period to grant options under the share option scheme; (ii) to issue and allot shares of the Company as and when any options granted under the share option scheme and the old share option scheme are exercised during the relevant period; and (iii) at any time after the relevant period, to issue and allot shares of the Company pursuant to the exercise of share options granted under the share option scheme and the old share option scheme.		
9.	(a) To approve, confirm and ratify the grant of specific mandate to the directors of the Company regarding the issue and allotment of an aggregate of 5,367,150 new shares ("New Award Shares") to Computershare Hong Kong Trustees Limited to hold on trust for selected participants who are selected by the board of directors of the Company (the "Selected Participants") for participation in the share award scheme adopted by the Company on 25 March 2015 (the "Share Award Scheme") (the "Award") and the transactions contemplated thereunder.	(a)	(a)
	(b) To approve and confirm the grant of 555,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu.	(b)	(b)
	(c) To approve and confirm the grant of 555,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang.	(c)	(c)
	(d) To approve and confirm the grant of 340,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetao.	(d)	(d)
	(e) To approve and confirm the grant of 310,000 award shares pursuant to the Share Award Scheme to Mr. Wang Can.	(e)	(e)
	(f) To approve and confirm the grant of 260,000 award shares pursuant to the Share Award Scheme to Ms. Kang Lan.	(f)	(f)
	(g) To approve and confirm the grant of 240,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping.	(g)	(g)
	(h) To approve and confirm the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman.	(h)	(h)
	(i) To approve and confirm the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao.	(i)	(i)
	(j) To approve and confirm the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang.	(j)	(j)
	(k) To approve and confirm the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Yang Chao.	(k)	(k)
	(l) To approve and confirm the grant of 25,000 award shares pursuant to the Share Award Scheme to Dr. Lee Kai-Fu.	(l)	(l)
	(m) To approve and confirm the grant of 260,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Houlin.	(m)	(m)
	(n) To approve and confirm the grant of 110,000 award shares pursuant to the Share Award Scheme to Mr. Li Tao.	(n)	(n)
	(o) To approve and confirm the grant of 80,000 award shares pursuant to the Share Award Scheme to Mr. Qian Jiannong.	(o)	(o)
	(p) To approve and confirm the grant of 75,000 award shares pursuant to the Share Award Scheme to Mr. Wang Jiping.	(p)	(p)
	(q) To approve and confirm the grant of 45,000 award shares pursuant to the Share Award Scheme to Mr. Li Jun.	(q)	(q)
	(r) To approve and confirm the grant of 40,000 award shares pursuant to the Share Award Scheme to Mr. Yu Xiaodong.	(r)	(r)
	(s) To approve and confirm the grant of 40,000 award shares pursuant to the Share Award Scheme to Mr. Wu Xiaoyong.	(s)	(s)
	(t) To approve and confirm the grant of 40,000 award shares pursuant to the Share Award Scheme to Ms. Chi Xiaolei.	(t)	(t)
	(u) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Xu Lingjiang.	(u)	(u)
	(v) To approve and confirm the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Pei Yu.	(v)	(v)
	(w) To approve and confirm the grant of 2,222,150 award shares pursuant to the Share Award Scheme to the Selected Participants, other than those persons named in resolutions 9(b) – 9(v) above.	(w)	(w)
	(x) To authorize any one or more of the directors of the Company to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder, including but not limited to the issue and allotment of the New Award Shares pursuant to the Share Award Scheme.	(x)	(x)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature: \_\_\_\_\_ <sup>(Note 5)</sup>

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. Any member of the Company may appoint one or more proxies to attend and vote on his/her behalf at the Meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. Voting by poll will be conducted at the Meeting. Every member of the Company present in person (in case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid-up share of which he is the holder.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company.
8. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 fixed for holding the Meeting or the adjourned Meeting.
9. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.