

**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)**

**NOTICE OF THE 2016 FIRST CLASS MEETING OF H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2016 first class meeting of H shareholders of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\* (the “**Company**”) (the “**H Shareholders’ Class Meeting**”) will be held immediately after the conclusion of the 2016 second extraordinary general meeting of the Company and the 2016 first class meeting of A shareholders of the Company or any adjournment thereof, on Wednesday, 31 August 2016 at Shanghai Film Art Centre, No. 160 Xinhua Road, Shanghai, the People’s Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 15 July 2016 (the “**Circular**”).

**SPECIAL RESOLUTION**

To consider and approve the resolution in relation to the provision of assured entitlements to H Shareholders of the Company only in connection with the spin-off of Sisram Medical Ltd. (or a subsidiary to be established by the Company as a holding company for the purpose of the spin-off and overseas listing of Sisram Medical Ltd.).

By order of the Board

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

**Chen Qiyu**

*Chairman*

Shanghai, PRC, 15 July 2016

*As at the date of this notice, the executive Directors are Mr. Chen Qiyu and Mr. Yao Fang; 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*

*Notes:*

1. A holder of H Share of the Company entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint one or more proxies to attend and vote by poll instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of H shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 24 hours before the time appointed for the holding of the H Shareholders' Class Meeting or any adjournment thereof. Return of the form of proxy will not preclude any member of H Shares of the Company from attending the H Shareholders' Class Meeting and voting in person if such member so wishes and, in such event, the form of proxy will be deemed to be revoked.
3. For the purpose of determining the entitlement of Shareholders to attend and vote at the H Shareholders' Class Meeting, the register of members of H Shares of the Company will be closed from Saturday, 30 July 2016 to Wednesday, 31 August 2016 (both days inclusive). In order to qualify for attending and voting at the H Shareholders' Class Meeting, all transfer documents together with the relevant share certificates for H Shares should be lodged for registration with the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 29 July 2016.
4. A holder of H Share of the Company entitled to attend the H Shareholders' Class Meeting shall lodge the reply slip for the attendance of the H Shareholders' Class Meeting at the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than twenty (20) days before the holding of the H Shareholders' Class Meeting (i.e., Thursday, 11 August 2016) by hand, by post or by fax.
5. Shareholders who attend the H Shareholders' Class Meeting in person or by proxy shall bear their own travelling and accommodation expenses.
6. This notice of H Shareholders' Class Meeting is despatched to the holders of H Shares of the Company only.