

FOSUN INTERNATIONAL LIMITED

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Section I Constitution

1. The Board of directors (the “**Board**”) of Fosun International Limited (the “**Company**”) established a committee known as the Nomination Committee (the “**Committee**”) at the meeting held on 14 December 2010.

Section II Membership

2. The Committee shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors.
3. The Board shall appoint one independent non-executive director or chairman of the board as the chairman of the Committee.
4. Only members of the Committee have the right to attend the Committee meetings. However, any director, executive or other person may be invited to attend the meetings when the Committee considers that their attendance can assist it to discharge its duties.

Section III Frequency and Proceedings of Meetings

5. The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall require.
6. The quorum for meetings of the Committee shall be of such a number that the independent non-executive directors shall form the majority in the meeting. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Committee.

Section IV Secretary

7. The company secretary of the Company or his/her nominee shall act as the secretary of the Committee.

Section V Notice of Meetings

8. Meetings of the Committee shall be convened by the chairman of the Committee.
9. Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the Committee

and any other person required to attend at least 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.

Section VI Minutes of the Meetings

10. Minutes of the Committee meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. The minutes shall be circulated as soon as practicable after the meetings to all members of the Committee.
11. The secretary of the Committee shall keep the minutes and resolutions passed at the Committee meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

Section VII Annual General Meeting

12. The chairman of the Committee or in the absence of him, another member of the Committee or failing this his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions at this meeting.

Section VIII Duties

13. The Committee shall:
 - (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors;
 - (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
 - (e) make recommendations to the Board on the membership of board committees e.g. Audit Committee and Remuneration Committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;
 - (f) make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the law and their service contracts;
 - (g) keep under review the leadership needs of the Company, both executive and non-executive directors, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;

- (h) keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- (i) review annually the time required from directors. Performance evaluation should be used to assess whether the directors are spending enough time to fulfill their duties; and
- (j) ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

Section IX Reporting Responsibilities

- 14. The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 15. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its responsibility where action or improvement is needed.
- 16. The Committee shall provide to the Board all the information set out in Paragraph L of Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to enable the Company to prepare the Corporate Governance Report in its Annual Report in compliance with the said Appendix 14.

Section X Authority

- 17. The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties.
- 18. The Committee may obtain, at the expense of the Company, legal or other independent professional advice on any matters within its terms of reference.

Section XI Supplementary

- 19. The Committee shall review annually its terms of reference and recommend any changes it considers necessary to the Board for approval.
- 20. The Board is responsible for formulating, revising and explaining the terms of reference.
- 21. The terms of reference is adopted by the Board and became effective on 14 December 2010, as revised by the resolutions passed by the Board on 27 March 2012.