

## **FOSUN INTERNATIONAL LIMITED**

### **TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**

#### **Section I Constitution**

1. The Board of directors (the “**Board**”) of Fosun International Limited (the “**Company**”) established a committee known as the Remuneration Committee (the “**Committee**”) at the meeting on 17 September 2007.

#### **Section II Membership**

2. All members of the Committee shall be appointed and removed by the Board.
3. The Committee shall consist of at least three members, the majority of which shall be independent non-executive directors. The Board shall appoint one independent non-executive director as the Chairman of the Committee.
4. A majority of the members of the Committee should be independent non-executive directors.

#### **Section III Quorum**

5. The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee.

#### **Section IV Frequency of Meetings**

6. The Committee shall meet not less than once a year.

#### **Section V Authority**

7. The Committee is authorized to seek any information it requires from any employee or director of the Company in order to perform its duties.
8. The Committee should consult the chairman and/or chief executive officer about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.

#### **Section VI Duties**

9. The Committee shall:

- 1) make recommendations to the Board on the Company's policy and structure for all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 2) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 3) make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 4) make recommendations to the Board on the remuneration of non-executive directors;
- 5) consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the group;
- 6) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and otherwise fair and not excessive;
- 7) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate; and
- 8) ensure that no director or any of his associates is involved in deciding his own remuneration.

## **Section VII Supplementary**

10. The Board is responsible for formulating, revising and explaining the terms of reference.
11. The terms of reference is adopted by the Board and became effective on 17 September 2007, as revised by the resolutions passed by the Board on 25 March 2008 and 27 March 2012.