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FOSUN 复星
復星國際有限公司
FOSUN INTERNATIONAL LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00656)

**CONNECTED TRANSACTION
ISSUE OF NEW SHARES UNDER
THE SHARE AWARD SCHEME**

On 1 April 2016, the Board has resolved to award an aggregate of 5,410,000 Award Shares to 69 Selected Participants by way of issue and allotment of new Shares pursuant to the Specific Mandate.

As at the date of this announcement, the Trust is an employee's share scheme of the Company, in which the aggregate of the Company's connected persons' interest in the scheme is approximately 46.54%. As such, pursuant to Rule 14A.12(1)(b) of the Listing Rules, the Trustee is an associate of a connected person of the Company and the issue of the New Award Shares to the Trustee shall constitute a connected transaction on the part of the Company under Chapter 14A of the Listing Rules and shall be subject to, among others, the approval by the Independent Shareholders other than the Trustee, the Selected Participants under 2016 Award and their respective associates at the AGM.

Reference is made to the announcements of the Company dated 25 March 2015 and 26 March 2015 respectively, in relation to the adoption of the Share Award Scheme and allotment of an aggregate of 4,620,000 Award Shares to 71 Selected Participants under the Share Award Scheme (“**2015 Award**”) (collectively, the “**Announcements**”). Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as defined in the Announcements.

DETAILS OF AWARD OF THE AWARD SHARES

On 1 April 2016, the Board has resolved to award an aggregate of 5,410,000 Award Shares to 69 Selected Participants under the Share Award Scheme. The Award Shares will be settled by way of: (i) issue and allotment of 5,150,000 new Shares (the “**New Award Shares**”) (“**2016 Award**”) pursuant to a specific mandate (the “**Specific Mandate**”) to be obtained in the forthcoming annual general meeting (the “**AGM**”); and (ii) 260,000 Award Shares which were lapsed before vesting under the 2015 Award.

Upon issuance and allotment of the New Award Shares, the Trustee will hold the New Award Shares in trust for the Selected Participants and such New Award Shares shall be transferred to the Selected Participants upon satisfaction of the vesting conditions. The number of New Award Shares granted to each of the Selected Participants is in accordance with their respective contributions to the Group.

Among the Award Shares above, 2,385,000 Award Shares were granted to the following connected persons of the Company with details as follows:

	Number of Award Shares
Directors	
Ding Guoqi	385,000
Qin Xuetao	350,000
Chen Qiyu	330,000
Xu Xiaoliang	330,000
Zhang Shengman	35,000
Zhang Huaqiao	35,000
David T. Zhang	35,000
Yang Chao	35,000
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<i>Subtotal</i>	<i>1,535,000</i>

Directors of the significant subsidiaries of the Company	Number of Award Shares
Kang Lan	220,000
Qian Jiannong	165,000
John Changzheng Ma	145,000
Gong Ping	110,000
Michael Lee	110,000
Wu Xiaoyong	50,000
Chi Xiaolei	50,000
<i>Subtotal</i>	<u>850,000</u>
Total	<u><u>2,385,000</u></u>

Mr. Ding Guoqi, Mr. Qin Xuetao, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang and Mr. Yang Chao have abstained from approving the board resolution on the award of the Award Shares to them.

The aggregate of 5,150,000 New Award Shares to be issued and allotted by the Company to the Selected Participants represent approximately 0.05983% of the total number of Shares in issue as at the date of this announcement and approximately 0.05980% of the total number of Shares in issue as enlarged by the issue and allotment of the New Award Shares.

Based on the closing price of HK\$11.04 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value of the 5,410,000 Award Shares will be HK\$59,726,400.

The New Award Shares, when issued and fully paid, shall rank pari passu among themselves and with those Shares in issue, with the right to receive all dividends and other distributions declared, made or paid on or after the date of allotment.

Application will be made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the aggregate 5,150,000 New Award Shares.

CONDITIONS

The grant of the Award Shares to the Selected Participants shall be subject to the following conditions:

- (a) the grant of the listing approval by the Stock Exchange in respect of the New Award Shares; and
- (b) the approval by the Independent Shareholders at the AGM in respect of the issue and allotment of the New Award Shares and the Specific Mandate.

FURTHER DETAILS OF THE AWARD SHARES

The information in relation to the issue and allotment of the 5,410,000 Award Shares to the Selected Participants is set out below:

Securities to be issued: 5,150,000 New Award Shares

Funds to be raised: No fund will be raised by the Company as a result of the issue and allotment of the New Award Shares

Identity of the allottee(s): The Trustee, which will hold the Award Shares in trust in accordance with the trust deed for the 69 Selected Participants, who are (i) Directors; (ii) the Group's business and functional department heads and backbone employees; (iii) outstanding young talents; and (iv) senior management of the Group's core affiliated enterprises

All the Selected Participants have already been with the Group for more than one year as at 31 December 2015 and each of them have met their respective performance evaluation results for the year ended 31 December 2015

Market price of the Shares: The closing price of the Shares on 1 April 2016 as quoted on the Stock Exchange is HK\$11.04 per Share

The average closing price of the Shares for the five consecutive trading days immediately preceding 1 April 2016 as quoted on the Stock Exchange is HK\$11.01 per Share

Vesting:

Subject to the satisfaction of the vesting criteria and conditions of the Award, the Award Shares shall be transferred to the Selected Participants upon expiry of the following vesting period:

Percentage of Award Shares to be vested	Vesting Date
33%	31 March 2017
33%	31 March 2018
34%	31 March 2019

On each of the above vesting dates, the Company is entitled to adjust the actual amount of Award Shares that can be vested to the respective Selected Participants according to their performance at its sole discretion.

**Fund raising activities in
the past 12 months:**

On 12 May 2015, Fosun Holdings Limited (the “**Vendor**”), the Company on the one hand, and Morgan Stanley & Co. International plc, UBS AG, Hong Kong Branch, Goldman Sachs (Asia) L.L.C., Citigroup Global Markets Limited, CMB International Capital Limited, Fosun Hani Securities Limited (formerly known as “Hani Securities (H.K.) Limited”) and CLSA Limited (中信里昂證券有限公司) (the “**Placing Agents**”) on the other hand, entered into the placing and subscription agreement, pursuant to which (i) each of the Placing Agents has agreed to act as a placing agent to procure purchasers for (or failing which, to purchase itself (other than with respect to Fosun Hani Securities Limited)) an aggregate of 465,000,000 placing shares owned by the Vendor at the placing price of HK\$20.00 per placing share; and (ii) the Company has conditionally agreed to issue and allot to the Vendor, and the Vendor has conditionally agreed to subscribe for, 465,000,000 subscription shares at the subscription price of HK\$20.00 per subscription share (the “**Placing**”).

On 10 September 2015, the Company proposed to raise not less than approximately HK\$11,637,586,104 (before expenses), and not more than approximately HK\$11,693,048,280 (before expenses), by way of the rights issue of not less than 867,182,273 rights shares and not more than 871,315,073 rights shares on the basis of 56 rights shares for every 500 Shares held by each qualifying shareholder on the record date at the subscription price of HK\$13.42 per rights share payable in full on acceptance (the “**Rights Issue**”).

Save for the Placing and Rights Issue, which were completed on 20 May 2015 with 465,000,000 subscription shares and on 28 October 2015 with 867,182,273 rights shares being issued respectively, the Company has not engaged in any fund raising exercises in the 12 months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Trust is an employee's share scheme of the Company, in which the aggregate of the Company's connected persons' interest in the scheme is approximately 46.54%. As such, pursuant to Rule 14A.12(1)(b) of the Listing Rules, the Trustee is an associate of a connected person of the Company and the issue of the New Award Shares to the Trustee shall constitute a connected transaction on the part of the Company under Chapter 14A of the Listing Rules and shall be subject to, among others, the approval by the Independent Shareholders other than the Trustee, the Selected Participants under 2016 Award and their respective associates at the AGM.

Pursuant to Chapter 14A of the Listing Rules, the Trustee, the Selected Participants under 2016 Award and their respective associates are required to abstain from voting on the resolution at the AGM to approve the Award.

REASONS FOR THE AWARD OF THE AWARD SHARES

The Group's principal businesses include integrated finance (wealth) and industrial operations. The integrated finance (wealth) business includes the four major segments: insurance, investment, wealth management and Internet finance while the industrial operations include five key segments: health, happiness, steel, property development and sales, and resources.

The Share Award Scheme forms part of the incentive schemes of the Group. The Board considers that the award of the Award Shares to the Selected Participants provides incentives to the Selected Participants and will allow the Group to attract, retain and motivate talents for the continual operation and development of the Group. The award of the Award Shares to the Selected Participants recognizes their continual support to the Group and their effort will promote the Group's future development.

In addition to the grant of the first tranche of Award Shares to its core personnel under the Share Award Scheme on 26 March 2015, the Group has resolved to grant Award Shares to 69 core personnel which are Selected Participants under 2016 Award, with a view to further motivate employees to maximise the Company's long-term interests, highlight the principle of performance-based awards and stimulate the rapid growth of young talents so as to create more value for the Group. The Selected Participants under 2016 Award include Directors and the Group's business and functional department heads, backbone employees, outstanding young talents and senior management of the Group's core affiliated enterprises who have delivered excellent performance.

Furthermore, there will not be any actual cash outflow by the Group under the award of the Award Shares to provide incentives to the Selected Participants. In this regard, the Directors consider that the terms and conditions of the Award are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

GENERAL

An independent financial adviser will be appointed to advise the Shareholders in relation to the issue of the New Award Shares to the Trustee.

A circular including, among others, details of the issue and allotment of the New Award Shares with the advice of the independent financial adviser will be despatched to the Shareholders as soon as possible on or before 30 April 2016, as additional time is required for obtaining the letter of advice from the independent financial adviser.

By Order of the Board
Fosun International Limited
Chairman
Guo Guangchang

Shanghai, the PRC, 1 April 2016

As at the date of this announcement, the executive directors are Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin, Mr. Ding Guoqi, Mr. Qin Xuetao, Mr. Chen Qiyu and Mr. Xu Xiaoliang; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang and Mr. Yang Chao.