復星國際有限公司
FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF 100% OF THE OUTSTANDING ORDINARY SHARES OF IRONSHORE INC.

Reference is hereby made to the Acquisition Announcements in relation to the acquisitions of the 100% of the outstanding ordinary shares of Ironshore by the Group, and the IPO Announcements in relation to the possible IPO of Ironshore.

THE SPA

The Board is pleased to announce that the Sellers, both of which are indirect wholly-owned subsidiaries of the Company, Ironshore and the Company have entered into the SPA dated 5 December 2016 (New York time) with the Purchaser, pursuant to which the Sellers have agreed to sell and the Purchaser has agreed to purchase the Target Shares, which are 100% of the outstanding ordinary shares of Ironshore for consideration of approximately USD3 billion in cash (subject to price adjustments).

Upon consummation of the Disposal, the Group will cease to hold any interest in Ironshore and accordingly, Ironshore will cease to be a subsidiary of the Company.

LISTING RULES IMPLICATIONS

As more than one of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Disposal exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction of the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

Reference is hereby made to the Acquisition Announcements in relation to the acquisitions of the 100% of the outstanding ordinary shares of Ironshore by the Group, and the IPO Announcements in relation to the possible IPO of Ironshore.

The Board is pleased to announce that the Sellers, both of which are indirect wholly-owned subsidiaries of the Company, Ironshore and the Company have entered into the SPA dated 5 December 2016 (New York time) with the Purchaser, pursuant to which the Sellers have agreed to sell and the Purchaser has agreed to purchase the Target Shares, which are 100% of the outstanding ordinary shares of Ironshore for consideration of approximately USD3 billion in cash (subject to price adjustments).

The details of the SPA are as follows:

THE SPA

Date:	5 December 2016 (New York time)
Parties:	(1) Sellers: (i) Mettlesome Investments (HK); and (ii) Mettlesome Investments (Cayman) (2) Purchaser : Liberty Mutual (3) The Company (4) Ironshore To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.
Disposal:	Subject to the terms and conditions of the SPA, sale by the Sellers and purchase by the Purchaser of the Target Shares, representing 100% of the outstanding ordinary shares of Ironshore.
Consideration and Payment Terms:	The Consideration of the Disposal shall be equal to the product of the actual tangible book value of Ironshore as of 31 December 2016 and 1.45 plus adjustments, which is estimated to be approximately USD3 billion (subject to price adjustments) payable at Closing in cash.

Consideration and Payment Terms (continued):	The Consideration was determined through arm's length negotiations among the parties to the SPA with reference to, among other matters: (i) the value of the assets and business of Ironshore; and (ii) the unique specialty insurance franchise and capabilities of Ironshore management team.

The audited net profits (both before and after taxation) (prepared in accordance with U.S. GAAP) attributable to equity holders of Ironshore for the two fiscal years immediately preceding the Disposal are as follows:

	For the year ended 31 December	
	2015	2014
	(audited)	(audited)
	approximately	approximately
	USD million	*USD million*
Net profit before tax	**42.86**	87.37
Net profit after tax	**57.80**	84.47

The unaudited total assets and net assets of Ironshore were approximately USD7,910.58 million and USD2,122.65 million, respectively, as at 30 September 2016.

Conditions to Closing:	The obligations under the SPA to consummate the Disposal are subject to the satisfaction (or waiver) at or prior to the Closing of the closing conditions contemplated by the SPA, *inter alia*, the following:

1. the waiting period (and any extension of such period) under the *Hart-Scott-Rodino Antitrust Improvements Act of 1976* (as amended) applicable to the consummation of the transactions contemplated by the SPA shall have expired or shall have been terminated. All consents, approvals, or authorizations of, declarations or filings with, or notices to any governmental entity in connection with the transactions contemplated thereby set forth in the SPA, in each case, that are required to be obtained or made at or prior to the Closing, shall have been so obtained or made and shall be in full force and effect, and all waiting periods required under applicable law with respect thereto shall have expired or been terminated;

2. no temporary restraining order, preliminary or permanent injunction, or other order issued by any court or other governmental entity of

Conditions to Closing (continued):	competent jurisdiction and no statute, rule or regulation of any such governmental entity preventing the consummation of the purchase and sale of the Target Shares or any other material transaction contemplated by the SPA shall be in effect; provided that the party asserting the failure of this condition shall have used its reasonable best efforts to have any such order or injunction vacated in accordance with the SPA; 3. each party shall have performed and complied in all material respects with all agreements, obligations and covenants required to be performed or complied with by it under the SPA on or prior to the Closing Date (as defined below); and 4. the Purchaser and the Sellers shall have delivered or caused to have delivered each of the documents required to be delivered pursuant to the SPA.
Closing:	The Closing shall take place on the fifth Business Day following the satisfaction or waiver, as applicable, of all the conditions set forth in the SPA or on such other date as may be mutually agreed in writing by the Sellers and the Purchaser (such date, the "**Closing Date**"). The Closing is expected to take place in the first half of 2017.

FINANCIAL IMPLICATIONS OF THE DISPOSAL

Upon consummation of the Disposal, the Group will cease to hold any interest in Ironshore and accordingly, Ironshore will cease to be a subsidiary of the Company.

Based on the Consideration of approximately USD3 billion for the Disposal and the Group's book value of Ironshore, it is presently expected that, for illustrative purposes only, an unaudited after tax gain of approximately USD310 million will be recognized by the Sellers from the Disposal. The shareholders of the Company should note that the aforementioned figures are for illustrative purposes only and the actual after tax gain recognized from the Disposal is subject to review by the auditors of the Group of the consolidated financial statements of the Group.

The Group intends to use the proceeds from the Disposal for repayment of existing loans as well as for general corporate fund purposes, including but not limited to working capital and new investments.

REASONS FOR AND BENEFITS OF THE DISPOSAL

On 22 July 2016, Ironshore made an initial filing with the SEC related to a potential IPO of Ironshore which upon its completion would provide Ironshore with access to the public equity markets as well as enhanced liquidity for the Group, among other benefits.

Subsequent to Ironshore's IPO filing, the Group received expressions of interest from a number of third-parties with regard to pursuing a 100% acquisition of Ironshore. The Group believes the Disposal confirms the unique specialty insurance franchise and capabilities of Ironshore management team which were key considerations in the Group's initial 20% minority stake investment and subsequent control transaction. The Disposal demonstrates the ongoing commitment and focus of the Group on maximizing value for the shareholders of the Company as well as providing opportunities for its operating and invested companies to take advantage of strategic transactions which enhance overall competitiveness and positioning for long-term success of both the Group and the investees.

The Group remains strongly committed to its stated focus on insurance-oriented integrated financial capabilities and developing insurance as one of the key growth engines of the Group and the Disposal does not change the commitment of the Group to its remaining insurance and investment businesses. The Group expects the completion of the Disposal to further enhance the financial flexibility and capabilities of the Group in pursuing acquisitions consistent with its overall operating strategy and with its objective of increasing the value of the Company for shareholders.

The Directors (including the independent non-executive Directors) are of the view that the Disposal and the terms of the SPA are on normal commercial terms, fair and reasonable and in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As more than one of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Disposal exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

GENERAL INFORMATION OF THE PARTIES

The Company

The principal businesses of the Company include integrated finance (wealth) (insurance, investment, wealth management and innovative finance) and industrial operations (health, happiness, property development and sales and resources).

The Purchaser

Liberty Mutual is a diversified insurer with operations in 29 countries and economies around the world, ranked 73rd on the *Fortune* 100 list of largest corporations in the U.S. based on 2015 revenue. Liberty Mutual employs more than 50,000 people in over 800 offices throughout the world, and offers a wide range of insurance products and services.

The Sellers

Mettlesome Investments (HK) and Mettlesome Investments (Cayman), both are indirect wholly-owned subsidiaries of the Company, and are principally engaged in investment holding activities.

Ironshore

Ironshore, a holding company that, through its subsidiaries, provides broker-sourced specialty commercial property and casualty coverages for varying risks on a global basis through its multiple international platforms.

POSSIBLE IPO OF IRONSHORE

Reference is made to the IPO Announcements in relation to the possible IPO of Ironshore. Pursuant to the SPA, the Sellers have agreed, among other things, that prior to the Closing, the Sellers shall not, and shall cause their representatives not to, make any filing with the SEC with respect to Ironshore's registration statement currently on file with the SEC, including submitting any correspondence with respect thereto to the SEC and requesting that the registration statement (or the prospectus contained therein) be declared effective by the SEC. The Company will make further announcement(s) in connection with the possible IPO of Ironshore as and when appropriate or required under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings as set out below:

"Acquisition Announcements"	the announcements of the Company dated 18 August 2014, 12 February 2015, 3 May 2015 and 23 November 2015 in relation to the acquisitions of 100% of the outstanding ordinary shares of Ironshore by stages
"Board"	the board of Directors of the Company
"Business Day"	any day, other than a Saturday, Sunday, or any other date on which banks located in New York, New York are closed for business as a result of federal, state or local holiday
"Closing"	the closing of the transactions contemplated by the SPA
"Company"	Fosun International Limited (復星國際有限公司), a company incorporated under the laws of Hong Kong and whose shares are listed and traded on the main board of the Hong Kong Stock Exchange
"Consideration"	the aggregate consideration for the Disposal payable by the Purchaser under the SPA
"Directors"	the directors of the Company
"Disposal"	the sale of the Target Shares by the Sellers
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"IPO Announcements"	the announcements of the Company dated 22 March 2016, 23 June 2016 and 24 July 2016 in relation to the possible IPO of Ironshore
"Ironshore"	Ironshore Inc., an exempted company incorporated with limited liability under the laws of the Cayman Islands and an indirect wholly-owned subsidiary of the Company as at the date of this announcement
"Liberty Mutual" or "Purchaser"	Liberty Mutual Group Inc., a Massachusetts corporation
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock

	Exchange
"Mettlesome Investments (Cayman)"	Mettlesome Investments (Cayman) III Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands and an indirect wholly-owned subsidiary of the Company as at the date of this announcement, being one of the Sellers under the SPA
"Mettlesome Investments (HK)"	Mettlesome Investments Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company as at the date of this announcement, being one of the Sellers under the SPA
"SEC"	U.S. Securities and Exchange Commission
"Sellers"	Mettlesome Investments (Cayman) and Mettlesome Investments (HK)
"SPA"	the stock purchase agreement entered into among the Sellers, the Purchaser, the Company and Ironshore dated 5 December 2016 in relation to the Disposal
"Target Shares"	all of the issued and outstanding ordinary shares of Ironshore
"U.S. "	the United States of America
"USD"	United States dollars, the lawful currency of the U.S.
"U.S. GAAP"	Generally Accepted Accounting Principles in the U.S.
"%"	per cent

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

5 December 2016

As at the date of this announcement, the executive directors of the Company are Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin, Mr. Ding Guoqi, Mr. Qin Xuetang, 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.