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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)**

**PROGRESS UPDATE ON  
DISCLOSEABLE TRANSACTIONS  
IN RELATION TO  
THE DISPOSAL OF THE TARGET COMPANIES  
AND  
THE ISSUANCE OF CONSIDERATION SHARES**

**THE REORGANIZATION**

Reference is made to the announcement of the Company dated 20 November 2017 (the “**Announcement**”) in respect of, among others, the entering into the Formal Sale and Purchase Agreement in respect of the Reorganization. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to Practice Note 15 of the Listing Rules (the “**PN 15**”), the Reorganization is deemed as a spin-off of the Target Companies. As such, the Company has submitted an application to the Hong Kong Stock Exchange in relation to the Reorganization under the PN 15. The Board is pleased to announce that the Hong Kong Stock Exchange has confirmed that the Company may proceed with the Reorganization.

**WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(F) OF THE PN 15**

Paragraph 3(f) of the PN 15 requires listed issuers contemplating a spin-off to provide existing shareholders with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares in the spun-off entity or by way of preferred application in any offering of existing or new shares in the spun-off entity.

As advised by the PRC legal advisers of the Company, foreign natural persons, legal persons or institutions cannot invest in the shares listed on the Shanghai Stock Exchange unless they are (i)

existing foreign shareholders; (ii) qualified foreign institutional investors; (iii) Renminbi qualified foreign institutional investors; (iv) strategic investors that are approved by the relevant PRC authorities; or (v) foreign natural persons who are permanent residents in the PRC or residents of Hong Kong, Macau Special Administrative Region and Taiwan working and living in Mainland China. Due to such legal restrictions in providing the Shareholders with assured entitlements to shares in Yuyuan under the PRC laws and regulations, it is not feasible to comply with paragraph 3(f) of the PN 15 in relation to the spin-off through the Reorganization. The Company, accordingly, has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements of Paragraph 3(f) of the PN 15.

Having considered that (i) no shares will be issued for public subscription by Yuyuan in any part of the Reorganization; (ii) no separate listing of the Target Companies will be sought on the Hong Kong Stock Exchange or elsewhere; (iii) Yuyuan will become a subsidiary of the Company upon completion of the Reorganization; and (iv) all existing Shareholders, including the controlling Shareholder, would be in the same position and are being treated equally by not having any assured entitlement to shares in the Target Companies and/or Yuyuan, the Directors are of the view that the spin-off through the Reorganization and the waiver in respect of the assured entitlement requirement pursuant to paragraph 3(f) of the PN 15 are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

## **GENERAL**

**As the Reorganization is subject to, among other things, approval from certain PRC authorities, the Reorganization may or may not materialize. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Fosun International Limited**  
**Guo Guangchang**  
*Chairman*

27 December 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Qin Xuetao, Mr. Wang Can, Ms. Kang Lan and Mr. Gong Ping; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Mr. Yang Chao and Dr. Lee Kai-Fu.*