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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)

**POSSIBLE DISCLOSEABLE TRANSACTION
IN RELATION TO
THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF
FOSUN TOURISM GROUP ON THE MAIN BOARD OF
THE HONG KONG STOCK EXCHANGE**

**BASIS OF THE ASSURED ENTITLEMENT OF
QUALIFYING FOSUN INTERNATIONAL SHAREHOLDERS
TO FTG SHARES IN THE PREFERENTIAL OFFERING**

**PUBLICATION OF THE PROSPECTUS ISSUED BY
FOSUN TOURISM GROUP
AND
EXPECTED SIZE OF THE GLOBAL OFFERING AND
OFFER PRICE RANGE**

**Basis of the Assured Entitlement of Qualifying Fosun International Shareholders to
FTG Shares in the Preferential Offering**

The Board is pleased to announce that it has determined the basis of the Assured Entitlement of the Qualifying Fosun International Shareholders to the FTG Shares in the Preferential

Offering, if and when made. The basis of the Assured Entitlement is one (1) FTG Share for every 400 Shares held by Qualifying Fosun International Shareholders on Thursday, 22 November 2018, being the Record Date.

Publication of the Prospectus

In connection with the Proposed Spin-off and Listing, FTG published its Prospectus on 30 November 2018. The Prospectus is available for viewing and downloading from the websites of FTG at www.fosunholiday.com and the Hong Kong Stock Exchange at www.hkexnews.hk from 30 November 2018. Printed copies of the Prospectus may be obtained, free of charge, at designated locations during normal business hours from 9:00 a.m. on Friday, 30 November 2018 until 12:00 noon on Thursday, 6 December 2018.

Expected Size of the Global Offering and Offer Price Range

As disclosed in the Prospectus, the total number of the FTG Shares to be offered under the Global Offering is expected to be 214,200,000 (assuming that the Over-allotment Option (as defined in the Prospectus) is not exercised), representing approximately 17.51% of the number of the FTG Shares in issue immediately following the completion of the Global Offering (assuming the minimum Offer Price (as defined in the Prospectus)), and 246,330,000 (assuming the Over-allotment Option is exercised in full), representing approximately 19.62% of the number of the FTG Shares in issue immediately following the completion of the Global Offering (assuming the minimum Offer Price). The Offer Price for the FTG Shares in the Global Offering is expected to be not less than HK\$15.60 per FTG Share and not more than HK\$20.00 per FTG Share (exclusive of brokerage, SFC (as defined in the Prospectus) transaction levy and Hong Kong Stock Exchange trading fee).

The implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange and the final decisions of the Board and of the board of directors of FTG as to whether to proceed with the Proposed Spin-off and Listing which are subject to market conditions and pricing. Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.

1. Introduction

Reference is made to the Company's announcements dated 4 July 2018, 31 August 2018, 8 November 2018, 13 November 2018 and 28 November 2018 (the "Announcements") relating to the Proposed Spin-off and Listing. Unless the context otherwise requires, terms

defined in the Announcements shall have the same meanings as those used in this announcement.

2. Basis of the Assured Entitlement of Qualifying Fosun International Shareholders to the FTG Shares in the Preferential Offering

The Board is pleased to announce that it has determined the basis of the Assured Entitlement of the Qualifying Fosun International Shareholders to the FTG Shares in the Preferential Offering, if and when made.

The basis of the Assured Entitlement is one (1) FTG Share for every 400 Shares held by Qualifying Fosun International Shareholders on Thursday, 22 November 2018, being the Record Date.

The Assured Entitlement of Qualifying Fosun International Shareholders to the FTG Shares is not transferable and there will be no trading in nil-paid entitlements on the Hong Kong Stock Exchange.

Qualifying Fosun International Shareholders who hold at least 400 Shares on the Record Date and therefore have an Assured Entitlement to the FTG Shares may apply for a number of FTG Shares which is greater than, less than or equal to their Assured Entitlement under the Preferential Offering. A valid application for a number of FTG Shares which is less than or equal to a Qualifying Fosun International Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions of the Preferential Offering.

Qualifying Fosun International Shareholders who hold less than 400 Shares on the Record Date and therefore will not have an Assured Entitlement to the FTG Shares will still be entitled to participate in the Preferential Offering by applying for excess FTG Shares only.

Applications for excess FTG Shares will only be satisfied to the extent that FTG Shares made available to and not taken up by Qualifying Fosun International Shareholders as their Assured Entitlement under the Preferential Offering are sufficient to satisfy such excess applications.

Qualifying Fosun International Shareholders should note that their Assured Entitlement to the FTG Shares may not represent a full board lot of FTG Shares. No odd lot matching services will be provided and dealings in odd lots of 200 FTG Shares may be at a price below the prevailing market price for full board lots. If the Preferential Offering proceeds,

details of the Preferential Offering, including the terms and conditions for applications (including excess applications) for FTG Shares under the Preferential Offering, are set out in the Prospectus and the accompanying blue application form.

As at the date of this announcement, the Company and FTG have been advised by their PRC legal advisors that pursuant to Article 23 of the Implementing Rules for Registration, Depository and Clearing Services under Mainland-Hong Kong Stock Connect (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》) of China Securities Depository and Clearing Corporation Limited (“ChinaClear”, 中國證券登記結算有限責任公司), ChinaClear does not provide services relating to the subscription of newly issued shares. Accordingly, the beneficial holders of Shares who hold Shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect cannot participate in the Preferential Offering and will not be able to take up their respective Assured Entitlement to the FTG Shares under the Preferential Offering through the trading mechanism of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

3. Publication of the Prospectus

In connection with the Proposed Spin-off and Listing, FTG published the Prospectus on 30 November 2018. The Prospectus contains, among other things, (a) details of the number of FTG Shares to be offered in the Global Offering, the Offer Price range and other details of the Global Offering and (b) certain business and financial information in relation to FTG and its subsidiaries. The Prospectus is available for viewing and downloading from the websites of FTG at www.fosunholiday.com and the Hong Kong Stock Exchange at www.hkexnews.hk from 30 November 2018. Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by FTG on 30 November 2018 and (b) the Prospectus, during normal business hours from 9:00 a.m. on Friday, 30 November 2018 until 12:00 noon on Thursday, 6 December 2018.

4. Preferential Offering

In connection with the Preferential Offering, a blue application form has been despatched on 30 November 2018 to each Qualifying Fosun International Shareholder. In addition, Qualifying Fosun International Shareholders will receive a copy of the Prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under the corporate communications policy of the Company. The procedures for applying for FTG Shares pursuant to the Preferential Offering are set out in the Prospectus.

5. Expected Size of the Global Offering and Offer Price Range

As disclosed in the Prospectus, the total number of the FTG Shares to be offered pursuant to the Global Offering will be 214,200,000 (assuming the Over-allotment Option is not exercised), representing approximately 17.51% of the number of the FTG Shares in issue immediately following the completion of the Global Offering (assuming the minimum Offer Price), and 246,330,000 (assuming the Over-allotment Option is exercised in full), representing approximately 19.62% of the number of the FTG Shares in issue immediately following the completion of the Global Offering (assuming the minimum Offer Price).

The Offer Price for the FTG Shares in the Global Offering is expected to be not less than HK\$15.60 per FTG Share and not more than HK\$20.00 per FTG Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

On the basis of the number of the FTG Shares to be offered pursuant to the Global Offering and the expected Offer Price range as stated above, if the Global Offering proceeds:

- (a) the market capitalization of FTG will be between approximately HK\$19,081 million and approximately HK\$24,462 million (assuming the Over-allotment Option is not exercised) and between approximately HK\$19,582 million and approximately HK\$25,105 million (assuming the Over-allotment Option is exercised in full);
- (b) the size of the Global Offering will be between approximately HK\$3,341.5 million and approximately HK\$4,284.0 million (assuming the Over-allotment Option is not exercised) and between approximately HK\$3,842.7 million and approximately HK\$4,926.6 million (assuming the Over-allotment Option is exercised in full); and
- (c) the Company will hold approximately 81.76% of the FTG Shares (assuming before any exercise of the Over-allotment Option) and approximately 79.67% of the FTG Shares (assuming the full exercise of the Over-allotment Option) immediately following the completion of the Global Offering.

6. General

In connection with the Global Offering, the price of the FTG Shares may be stabilized in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are contained in the Prospectus.

The Board wishes to emphasize that, notwithstanding this announcement of the basis of Assured Entitlement of Qualifying Fosun International Shareholders to the FTG Shares in the Preferential Offering, the publication of the Prospectus, and the expected size of the Global Offering and offer price range, the implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange and the final decisions of the Board and of the board of directors of FTG as to whether to proceed with the Proposed Spin-off and Listing, which are subject to market conditions and pricing. The Board will only proceed with the Proposed Spin-off and Listing if the Board considers that the price of the FTG Shares which can be obtained in the Global Offering, which is subject to market conditions, is such that proceeding with the Proposed Spin-off and Listing on those terms would be in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and Listing will take place or as to when they may take place. If the Proposed Spin-off and Listing do not proceed for any reason, the Preferential Offering will not proceed. If the Proposed Spin-off and Listing proceed, the timetable for the Global Offering, including the Preferential Offering, will be set out in the Prospectus.

Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

Further announcements will be made by the Company in respect of the Proposed Spin-off and Listing as and when appropriate.

7. Definitions

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

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| “PRC” | the People’s Republic of China which, for the purpose of this announcement, excludes the Hong Kong Special Administrative Region, the Macao Special Administrative Region, and Taiwan |
| “Shanghai-Hong Kong Stock Connect” | a securities trading and clearing platform between Shanghai and Hong Kong under which PRC domestic investors may trade in the Hong Kong Stock Exchange via ChinaClear |
| “Shenzhen-Hong Kong Stock Connect” | a securities trading and clearing platform between Shenzhen and Hong Kong under which PRC domestic investors may trade in the Hong Kong Stock Exchange via ChinaClear |

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

30 November 2018

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 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.