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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  
PROPOSED SPIN-OFF AND SEPARATE LISTING  
OF FOSUN TOURISM GROUP  
ON THE MAIN BOARD OF THE HONG KONG STOCK EXCHANGE**

**PROPOSED SPIN-OFF AND LISTING**

Fosun International Limited (the “**Company**”) was informed that on 31 August 2018, Fosun Tourism Group (formerly known as “Fosun Tourism and Culture Group (Cayman) Company Limited”) (“**FTG**”) submitted, through its joint sponsors, a listing application (Form A1) to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) to apply for the listing of, and permission to deal in, the shares of FTG (“**FTG Shares**”) on the Main Board of the Hong Kong Stock Exchange.

## **ASSURED ENTITLEMENT**

In accordance with the requirements of Practice Note 15 (the “**PN 15**”) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) on assured entitlement, the board of directors of the Company (the “**Board**”) proposes to give due regard to the interests of the existing shareholders of the Company (the “**Shareholders**”) by providing the qualifying Shareholders in accordance with their respective shareholdings in the Company with an assured entitlement to the FTG Shares (the “**Assured Entitlement**”) by way of a preferential application if the proposed spin-off and separate listing of FTG on the Main Board of the Hong Kong Stock Exchange (the “**Proposed Spin-off and Listing**”) proceeds.

## **LISTING RULES IMPLICATIONS**

As of the date of this announcement, FTG is a subsidiary of the Company. Following completion of the Proposed Spin-off and Listing, the Company will retain not more than 75% equity interest in FTG, and it is also expected that FTG will remain a subsidiary of the Company. The Proposed Spin-off and Listing, if materializes, will constitute a deemed disposal of the interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules. As one or more of the applicable percentage ratios in respect of the Proposed Spin-off and Listing is expected to be more than 5% but less than 25%, the Proposed Spin-off and Listing is expected to constitute a possible discloseable transaction of the Company under the Listing Rules, which will be subject to the notification and announcement requirements under Chapter 14 of the Listing Rules. The Company will comply with the applicable requirements of the Listing Rules as and when necessary.

**Shareholders and potential investors of the Company are advised to note that the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange, the final decisions of the Board and the board of directors of FTG, market conditions and other factors. Accordingly, 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 it may take place. Shareholders and potential investors of the Company should exercise caution when dealing 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.

## **1. INTRODUCTION**

This announcement is made by the Company pursuant to the PN 15. Reference is made to the Company's announcement dated 4 July 2018 relating to the Proposed Spin-off and Listing.

## **2. LISTING APPLICATION AND APPLICATION PROOF**

The Company was informed that on 31 August 2018, FTG submitted, through its joint sponsors, a listing application (Form A1) to the Hong Kong Stock Exchange to apply for the listing of, and permission to deal in, the FTG Shares on the Main Board of the Hong Kong Stock Exchange.

A redacted form of the application proof of FTG's prospectus (the "**Application Proof**") will be available for viewing and downloading on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). The Application Proof contains, among other things, certain business and financial information relating to FTG. Shareholders and potential investors of the Company should be aware that the Application Proof is in draft form and the information contained therein is subject to change which may be material. The Company shall not have any obligation or liability whatsoever in relation to the contents of the Application Proof.

It is expected that upon the Proposed Spin-off and Listing, there will be a public float of no less than 25%. It is proposed that the underwriter(s) will be granted an over-allotment option of no more than 15% of the number of FTG Shares to be initially offered. Following the Proposed Spin-off and Listing, FTG will remain a subsidiary of the Company.

## **3. GENERAL**

Pursuant to the requirements under the PN 15, the Company is required to have due regard to the interests of its existing Shareholders by providing them with the Assured Entitlement if the Proposed Spin-off and Listing proceeds.

It is intended that if the Proposed Spin-off and Listing proceeds, an Assured Entitlement by way of a preferential application will be offered to the qualifying Shareholders. The terms of such Assured Entitlement have not been finalized but in any event all the qualifying Shareholders will be treated equally. The Company will make further announcements in this regard as and when appropriate.

In connection with the proposed offering of FTG Shares, 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) will be

contained in FTG's prospectus, which will be issued in Hong Kong in connection with the public offering of the FTG Shares, if the Proposed Spin-off and Listing proceeds.

#### **4. LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the Proposed Spin-off and Listing is expected to be more than 5% but less than 25%, the Proposed Spin-off and Listing is expected to constitute a possible discloseable transaction of the Company under the Listing Rules, which will be subject to the notification and announcement requirements under Chapter 14 of the Listing Rules. The Company will comply with the applicable requirements of the Listing Rules as and when necessary.

**Shareholders and potential investors of the Company are advised to note that the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange, the final decisions of the Board and the board of directors of FTG, market conditions and other factors. Accordingly, 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 it may take place. Shareholders and potential investors of the Company should exercise caution when dealing 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.

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

31 August 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, 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.*