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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)

**SECOND SUPPLEMENTAL AGREEMENT
FOR THE
DISCLOSEABLE TRANSACTIONS
IN RELATION TO
THE DISPOSAL OF THE TARGET COMPANIES
AND
THE ISSUANCE OF CONSIDERATION SHARES**

Reference is made to the announcements of the Company dated 20 November 2017, 27 December 2017 and 12 January 2018 in relation to, among other matters, the entering into of the Formal Sale and Purchase Agreement and the Supplemental Agreement. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

SECOND SUPPLEMENTAL AGREEMENT

In order to facilitate the transactions under the Formal Sale and Purchase Agreement and the Supplemental Agreement, on 18 January 2018, the Vendors and the Purchaser entered into the Second Supplemental Agreement to amend certain terms of the Formal Sale and Purchase Agreement and the Supplemental Agreement as follows:

- (a) the Purchaser will no longer acquire from the respective vendors the entire equity interest in Bocheng and Nanjing Forte and will instead acquire 67% equity interest in Bocheng and 68% equity interest in Nanjing Forte only;
- (b) due to the abovementioned amendment and in accordance to the Valuation of 24 Target Companies, the value of the Further Revised Sale Shares owned by the 24 Target Companies as at 30 June 2017 amounts to approximately RMB22.36 billion, and based on such valuation

and after certain negotiations between the Parties, the Further Revised Consideration amounts to approximately RMB22.36 billion (subject to certain adjustments (if any)); and

- (c) based on the Further Revised Consideration of approximately RMB22.36 billion, the number of the Revised Consideration Shares to be issued by the Purchaser to the 16 Vendors amounts to 2,240,693,262.

The Directors consider that the terms of the Second Supplemental Agreement are fair and reasonable and the entering into of the Second Supplemental Agreement is in the interests of the Company and its Shareholders as a whole. Save as disclosed above, all material terms and conditions of the Formal Sale and Purchase Agreement and the Supplemental Agreement remain unchanged.

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

DEFINITIONS

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

“Announcements”	the announcements of the Company dated 20 November 2017, 27 December 2017 and 12 January 2018 in relation to, among other matters, the entering into of the Formal Sale and Purchase Agreement and the Supplemental Agreement
“Closing”	the completion of the Transactions
“Further Revised Consideration”	the consideration of the Further Revised Sale Shares determined based on the Valuation of 24 Target Companies
“Further Revised Sale Shares”	the entire or part of the equity interest in the 24 Target Companies held by the 16 Vendors prior to the Closing to be acquired by the Purchaser
“Second Supplemental Agreement”	the second supplemental agreement dated 18 January 2018 entered into by the Vendors and the Purchaser to amend certain terms of the Formal Sale and Purchase Agreement and the Supplemental Agreement
“Transactions”	the transactions contemplated under the Formal Sale and Purchase Agreement, the Supplemental Agreement and the Second Supplemental Agreement

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

19 January 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.