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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)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE TRANSFER OF 50% EQUITY
INTERESTS IN SHANGHAI BUND REAL ESTATE**

Reference is hereby made to the announcements of the Company dated 27 April 2010, 28 June 2010, 2 November 2011 and 23 September 2015 in relation to the purchase of the 100% equity interests in Shanghai Bund Real Estate. Capitalized terms used in this announcement shall have the same meanings as defined in the above mentioned announcements, unless the context requires otherwise.

THE SHARE TRANSFER AGREEMENT

The Board is pleased to announce that the Seller (an indirect wholly-owned subsidiary of the Company) and the Purchaser have entered into the Share Transfer Agreement dated 12 December 2016, pursuant to which the Seller has agreed to sell and transfer and the Purchaser has agreed to purchase and receive the 50% equity interests held by the Seller in the Project Company at a consideration of RMB5,330 million. Upon consummation of the Transaction, the Project Company will cease to be a subsidiary of the Company.

LISTING RULES IMPLICATIONS

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

INTRODUCTION

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The details of the Share Transfer Agreement are as follows:

THE SHARE TRANSFER AGREEMENT

Date: 12 December 2016

- Parties: (1) Seller: Zhejiang Fosun
- (2) Purchaser: Jiaxing Shengshi Shenzhou Wenli Investment Partnership (Limited Partnership) (嘉興盛世神州穩利投資合伙企業 (有限合伙))
- (3) the Project Company

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.

Transaction: Subject to the terms and conditions of the Share Transfer Agreement, the Seller has agreed to sell and transfer and the Purchaser has agreed to purchase and receive the 50% equity interests held by the Seller in the Project Company.

Consideration and Payment Terms: The consideration of the Transaction shall be RMB5,330 million, payable in cash, upon the satisfaction or waiver of the conditions to Closing.

Consideration and Payment Terms (continued): The consideration was determined through arm’s length negotiations among the parties to the Share Transfer Agreement with reference to the book value of the net assets of the Project Company.

The audited net profits (both before and after taxation) attributable to equity holders of the Project Company, in accordance with the China accounting standards, for the two financial years immediately preceding the Transaction are as follows:

	For the year ended 31 December	
	2015	2014
	(audited)	(audited)
	approximately	approximately
	<i>RMB million</i>	<i>RMB million</i>
Net profit before tax	(46)	(43)
Net profit after tax	(46)	(43)

The unaudited total assets and net assets of the Project Company were approximately RMB14,066 million and RMB6,804 million respectively, as at 30 June 2016.

Conditions to Closing: The Closing shall take place following the satisfaction or waiver, as applicable, of all the conditions set forth in the Share Transfer Agreement, including but not limited to the completion of the share transfer registration with the local administration for industry and commerce.

FINANCIAL IMPLICATIONS OF THE TRANSACTION

Upon consummation of the Transaction, the Project Company will cease to be a subsidiary of the Company. Based on the consideration of RMB5,330 million against the cost of RMB4,247 million for the Transaction, it is presently expected that, for illustrative purposes only, an unaudited realized gain before tax of approximately RMB1,083 million will be recognized from the Transaction under the Share Transfer Agreement. The shareholders of the Company should note that the aforementioned figures are for illustrative purposes only and the actual realized gain before tax recognized from the Transaction are subject to review by the auditors of the Group.

The Group intends to use the proceeds from the Transaction for repayment of existing loans as well as for general corporate operating purposes.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Company believes that the Transaction will increase the liquidity of the Group's assets and improve the financial flexibility of the Group. The Directors (including the independent non-executive Directors) are of the view that the Transaction and the terms of the Share Transfer Agreement 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 one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Transaction exceeds 5% but is less than 25%, the Transaction constitutes a discloseable transaction of 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

Jiaxing Shengshi Shenzhou Wenli Investment Partnership (Limited Partnership) (嘉興盛世神州穩利投資合伙企業(有限合伙)) is mainly engaged in real estate investment.

The Seller

Zhejiang Fosun, an indirect wholly-owned subsidiary of the Company.

The Project Company

Shanghai Bund Real Estate, its principal businesses are development, construction, operating, property management and leasing of the real estate on Bund 8-1 Land in Shanghai.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“China”	the People’s Republic of China
“Closing”	the closing of the transaction contemplated by the Share Transfer Agreement
“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
“Directors”	the directors of the Company
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Project Company” or “Shanghai Bund Real Estate”	Shanghai Zendai Bund International Finance Services Centre Real Estate Company Limited (上海証大外灘國際金融服務中心置業有限公司), an indirect wholly-owned subsidiary of the Company
“Purchaser”	Jiaxing Shengshi Shenzhou Wenli Investment Partnership (Limited Partnership) (嘉興盛世神州穩利投資合作企業(有限合夥))
“RMB”	Renminbi, the lawful currency of China
“Seller” or “Zhejiang Fosun”	Zhejiang Fosun Commerce Development Limited (浙江復星商業發展有限公司), an indirect wholly-owned subsidiary of the Company
“Share Transfer Agreement”	the share transfer agreement entered into between the Seller and the Purchaser dated 12 December 2016 in relation to the Transaction
“Transaction”	the transfer of the 50% equity interests in Shanghai Bund Real Estate by the Seller to the Purchaser pursuant to the Share Transfer Agreement
“%”	per cent

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

12 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 Xuetao, 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.