

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or an invitation or a solicitation of any offer to buy or subscribe for any securities in Hong Kong, the United States of America or elsewhere. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The securities described herein have not been and will not be registered under the U.S. Securities Act. There will be no public offering of securities in the United States of America, the State of Israel or any jurisdiction other than Hong Kong.*

*Not for release, publication or distribution, in whole or in part, directly or indirectly, in, into or from the United States of America or any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.*

## **FOSUN PHARMA** **复星医药**

上海復星醫藥（集團）股份有限公司

**Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 02196)

## **FOSUN 复星**

復星國際有限公司

**FOSUN INTERNATIONAL LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00656)

### **JOINT ANNOUNCEMENT**

### **THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF SISRAM MEDICAL LTD ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

### **FINAL OFFER PRICE**

The boards of directors of Fosun Pharma and Fosun International are pleased to announce that the final Offer Price in respect of the Sisram Shares to be issued under the Global Offering (the “**Sisram Offer Shares**”) is HK\$8.88 per Sisram Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

#### **1. Introduction**

Fosun Pharma refers to its announcements dated 29 June 2016, 31 August 2016, 6 June 2017, 20 August 2017, 30 August 2017 and 5 September 2017 (the “**Fosun Pharma Announcements**”) and the circular to its shareholders dated 15 July 2016 relating to the Proposed Spin-off and Listing. The Proposed Spin-off and Listing were approved by Fosun Pharma’s shareholders at the 2016 Second Extraordinary General Meeting held on 31 August 2016.

Fosun International refers to its announcements dated 6 June 2017, 17 August 2017, 20 August 2017, 30 August 2017 and 5 September 2017 (the “**Fosun International Announcements**”) relating to the Proposed Spin-off and Listing.

Unless the context otherwise requires, terms defined in the Fosun Pharma Announcements and the Fosun International Announcements shall have the same meanings as those used in this announcement.

## **2. Determination of the Final Offer Price**

The final Offer Price in respect of the Sisram Offer Shares is HK\$8.88 per Sisram Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

If the Global Offering proceeds at the final Offer Price of HK\$8.88 per Sisram Offer Share, the market capitalization of Sisram immediately following the completion of the Capitalization Issue and the Global Offering will be approximately HK\$3,907.20 million (assuming that the Over-allotment Option is not exercised). Immediately following the completion of the Capitalization Issue and the Global Offering, Fosun International (through its shareholding interest in Fosun Pharma) and Fosun Pharma (through its wholly-owned subsidiaries), will indirectly hold approximately 52.96% of the Sisram Shares (assuming the Over-allotment Option is not exercised) and approximately 51.05% of the Sisram Shares (assuming the Over-allotment Option is exercised in full).

## **3. International Underwriting Agreement**

On 11 September 2017 (Pacific Standard Time), the International Underwriting Agreement relating to the International Offering was entered into by, among others, Sisram and the underwriters of the International Offering (the “**International Underwriters**”).

Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for, or procure subscribers for, the Sisram Offer Shares being offered pursuant to the International Offering at the final Offer Price of HK\$8.88 per Sisram Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

In addition, under the International Underwriting Agreement, Sisram has granted to the International Underwriters the Over-allotment Option pursuant to which Sisram may be required to issue up to an aggregate of 16,500,000 Sisram Offer Shares, representing not more than 15% of the Sisram Offer Shares initially available under the Global Offering, at the final Offer Price, to, among other things, cover over-allocations in the International Offering, if any.

#### 4. Listing Date

Assuming completion of the Global Offering occurs in accordance with the current timetable, (i) Sisram is expected to be listed on the Main Board of the Hong Kong Stock Exchange on Tuesday, 19 September 2017 and (ii) the Sisram Shares are expected to commence dealing on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on Tuesday, 19 September 2017. The Sisram Shares will be traded in board lots of 400 Sisram Shares each and the stock code is 1696.

#### 5. General

The Global Offering (including the Preferential Offering) is subject to, among other things, the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

**Accordingly, shareholders and potential investors of Fosun Pharma and/or Fosun International should be aware that there is no assurance that the Proposed Spin-off and Listing (including the Preferential Offering) will proceed. Shareholders and potential investors of Fosun Pharma and/or Fosun International should exercise caution when dealing in or investing in the securities of Fosun Pharma and/or Fosun International. 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 Fosun Pharma and Fosun International in respect of the Proposed Spin-off and Listing as and when appropriate.

By order of the board  
**Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\***  
**Chen Qiyu**  
*Chairman*

By order of the board  
**Fosun International Limited**  
**Guo Guangchang**  
*Chairman*

12 September 2017

*As at the date of this announcement, the executive directors of Fosun Pharma are Mr. Chen Qiyu, Mr. Yao Fang and Mr. Wu Yifang; the non-executive directors are Mr. Guo Guangchang, Mr. Wang Qunbin, Ms. Kang Lan and Mr. Wang Can; and the independent non-executive directors are Mr. Cao Huimin, Mr. Jiang Xian, Dr. Wong Tin Yau Kelvin and Mr. Wai Shiu Kwan Danny.*

*As at the date of this announcement, the executive directors of Fosun International 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.*

\* For identification purposes only