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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 ACQUISITION OF 100% EQUITY INTEREST  
IN SHANGHAI BUND REAL ESTATE**

Reference is made to the announcements of the Company dated 27 April 2010, 28 June 2010 and 2 November 2011 in relation to the formation of and investment in Haizhimen. Capitalized terms used in this announcement have the same meanings as defined in the above mentioned announcements, unless the context requires otherwise.

**PURCHASE OF 100% EQUITY INTEREST IN SHANGHAI BUND REAL ESTATE**

The Board is pleased to announce that the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Seller entered into the Equity Transfer Agreement on 23 September 2015, pursuant to which, the Seller agreed to sell and transfer and the Purchaser agreed to purchase and receive the 100% equity interest held by the Seller in the Project Company at a consideration of RMB8,493,000,000. Upon the completion of the Acquisition, the Project Company will become a wholly-owned subsidiary of the Purchaser and an indirect wholly-owned subsidiary of the Company.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in relation to the Acquisition exceed 5% and are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements under the Listing Rules.

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terms used in this announcement have the same meanings as defined in the above mentioned announcements, unless the context requires otherwise.

## **HAIZHIMEN SHAREHOLDERS RESOLUTIONS**

Pursuant to the Haizhimen Shareholders Resolutions dated 23 September 2015, the Haizhimen Shareholders have agreed, among others that (1) the 100% equity interest in the Project Company held by the Seller will be transferred entirely to the Purchaser at the price of RMB8,493,000,000; and (2) the Seller will repay to Chang Sheng the loan and accrued interest in the amount of RMB3,105,372,556 and RMB1,479,861,274, respectively, totalling RMB4,585,233,830 and the Seller will repay to the Purchaser the shareholder's loan and part of the interest in the amount of RMB4,019,333,333 and RMB17,645,916, respectively, totalling RMB4,036,979,249.

## **PURCHASE OF 100% EQUITY INTEREST IN SHANGHAI BUND REAL ESTATE**

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## **THE EQUITY TRANSFER AGREEMENT**

**Date:** 23 September 2015

**Parties:** (i) Zhejiang Fosun Commerce Development Limited, as the Purchaser; and  
(ii) Shanghai Haizhimen Property Investment Management Co., Ltd., as the Seller

As at the date of this announcement, the Purchaser is interested in 50% of the issued shares of the Seller. Save for the above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, the Seller and its other ultimate beneficial owners are third parties independent of the Company and connected persons of the Company, and are not themselves connected persons of the Company.

**Consideration and Payment Terms:**

Pursuant to the Equity Transfer Agreement, the Seller agreed to sell and transfer and the Purchaser agreed to purchase and receive the Target Equity at a consideration of RMB8,493,000,000, i.e. the Transfer Price.

The Transfer Price shall be paid on the date of the execution of the Equity Transfer Agreement.

The Transfer Price was determined through arm's length negotiations among the Seller and the Purchaser by reference to, among other factors: (i) the book value of the net assets of the Project Company as of 31 July 2015; and (ii) the factors set out in the section headed "Reasons for and Benefits of the Acquisition" below.

The Transfer Price will be financed by the internal resources of the Purchaser.

The net profits (both before and after taxation) of the Project Company for the two fiscal years immediately preceding the Acquisition are as follows:

	For the year ended 31 December	
	2014	2013
	(audited)	(audited)
	<i>approximately</i>	<i>approximately</i>
	<i>RMB million</i>	<i>RMB million</i>
Net profit (loss) before tax	-43	-40
Net profit (loss) after tax	-43	-40

As at 31 December 2014, the audited total assets and net assets of the Project Company were approximately RMB12,491 million and RMB6,875 million, respectively.

**Conditions to Closing:**

The transfer of the Target Equity will be deemed to be completed when all of the conditions below are satisfied:

1. The Equity Transfer Agreement has been signed by both parties; and
2. The Purchaser has paid off the Transfer Price in accordance with the provisions of the Equity Transfer Agreement.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

Upon the completion of the Acquisition, based on the initial plans for the development of the Bund 8-1 Land and relying on the “Hive-city” growth strategy, the Group will continue to make efforts to develop the Bund Financial Center being constructed on the Bund 8-1 Land as the first “International Living Room of the City” on the financial agglomeration on the Bund in Shanghai.

The Group has been dedicated all along to building the Bund Financial Center as the first complex financial center on the Bund in Shanghai. The project is located at the heart of the financial agglomeration on the Bund, with outstanding landscape resources in Shanghai, next to the Bund’s multi-national buildings group, and facing Pudong Lujiazui CBD financial district across the river. Currently, the project has completed the cap structure and is expected to be completed by 2016. The completion of the Acquisition is expected to be beneficial towards the on-time opening and future operational management of the project.

The Directors (including the independent non-executive Directors) are of the view that the Acquisition is in the ordinary and usual course of business of the Group, and that the terms of the Equity 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 14.07 of the Listing Rules) in relation to the Acquisition exceed 5% and are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements under the Listing Rules.

## **GENERAL INFORMATION OF THE PARTIES**

### **The Purchaser**

Zhejiang Fosun Commerce Development Limited, an indirect wholly-owned subsidiary of the Company, is principally engaged in investment business.

## **The Company**

The principal businesses of the Company include integrated finance (insurance, investment, asset management and banking and other financial business) and industrial operations (health, happy lifestyle, steel, property development and sales and resources).

## **The Seller**

Shanghai Haizhimen Property Investment Management Co., Ltd., a limited liability company established under the laws of the PRC, is principally engaged in investment management and property consultancy. The Company is indirectly interested in 50% of the issued share capital of the Seller. The Seller is a joint venture, but not a subsidiary of the Company.

## **The Project Company**

Shanghai Zendai Bund International Finance Services Centre Real Estate Company Limited, a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Seller with its main assets of Bund 8-1 Land in Shanghai. Its main business activities include development of Bund 8-1 Land in Shanghai.

## **UPDATES ON PROGRESS OF LITIGATION IN RELATION TO THE BUND 8-1 LAND IN SHANGHAI**

Reference is made to the announcements dated 29 December 2011, 30 May 2012 and 24 April 2013 in relation to the litigation of the Bund 8-1 Land in Shanghai, in respect of the progress update on the litigation in relation to the Bund 8-1 Land in Shanghai, the Company will make further announcement(s) as and when appropriate.

## **DEFINITIONS**

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

“Acquisition”	the acquisition of 100% equity interest in the Project Company by the Purchaser from the Seller pursuant to the Equity Transfer Agreement
“Bund 8-1 Land”	Lots 574 and 578 of Xiaodongmen Jiedao, Huangpu District, Shanghai, the PRC

“Company”	Fosun International Limited (復星國際有限公司), a company incorporated under the laws of Hong Kong Special Administrative Region of the PRC and whose shares are listed and traded on the main board of the Hong Kong Stock Exchange
“Chang Sheng”	Shanghai Chang Sheng Investment Management Consulting Co., Ltd. (上海長昇投資管理諮詢有限公司), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of SOHO China Limited (SOHO 中國有限公司)
“Directors”	the directors of the Company
“Equity Transfer Agreement”	the equity transfer agreement entered into between the Purchaser and the Seller on 23 September 2015 in relation to the selling and transfer of the 100% equity interest held by the Seller in the Project Company to the Purchaser
“Group”	the Company and its subsidiaries
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Haizhimen Shareholders”	the shareholders collectively holding 75% equity interest in Haizhimen
“Haizhimen Shareholders Resolutions”	the written shareholders’ resolutions made on 23 September 2015 by the Haizhimen Shareholders
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Purchaser”	Zhejiang Fosun Commerce Development Limited (浙江復星商業發展有限公司), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“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), a limited liability company established under the laws of the PRC
“PRC”	the People’s Republic of China, excluding Hong Kong Special Administrative Region of the PRC, Macao Special Administrative Region of the PRC and Taiwan for the purpose of this announcement

“RMB”	Renminbi, the lawful currency of the PRC
“Seller” or “Haizhimen”	Shanghai Haizhimen Property Investment Management Co., Ltd. (上海海之門房地產投資管理有限公司), a limited liability company established under the laws of the PRC
“Target Equity”	the 100% equity interest held by the Seller in the Project Company
“Transfer Price”	a consideration of RMB8,493,000,000 payable by the Purchaser to the Seller in respect of the Target Equity

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

Shanghai, the PRC, 23 September 2015

*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 Xuetang, 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.*