

*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.*

**FOSUNPHARMA**  
**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**

### **IN RELATION TO POTENTIAL QUOTATION OF SHANGHAI HENLIUS BIOTECH CO., LTD. ON THE NATIONAL EQUITIES EXCHANGE AND QUOTATIONS SYSTEM**

Reference is made to the announcement (the “**Announcement**”) of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\* (“**Fosun Pharma**”) dated 10 August 2016 in relation to the potential quotation (the “**Potential Quotation**”) of Shanghai Henlius Biotech Co., Ltd.\* 上海復宏漢霖生物技術股份有限公司 (formerly known as Shanghai Henlius Biotech Co., Ltd.\* 上海復宏漢霖生物技術有限公司) (“**Shanghai Henlius**”) on the National Equities Exchange and Quotations System (the “**NEEQ**”) in the People’s Republic of China (the “**PRC**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings ascribed to them in the Announcement.

#### **APPLICATION FOR THE QUOTATION ON THE NEEQ**

The board of directors of Fosun Pharma and Fosun International Limited (“**Fosun International**”), the controlling shareholder of Fosun Pharma, are pleased to announce that Shanghai Henlius has filed an application for the quotation of its shares on the NEEQ and a letter of acceptance issued by the NEEQ was received on 28 December 2016.

Fosun Pharma and Fosun International have submitted an application to the Stock Exchange in relation to the Potential Quotation under Practice Note 15 of the Hong Kong Listing Rules, and the Stock Exchange has given its approval that Fosun Pharma and Fosun International may proceed with the Potential Quotation.

Shanghai Henlius was established on 24 February 2010 in the PRC, and as at the date of this announcement is a subsidiary indirectly held as to approximately 71.34% by Fosun Pharma and Fosun International, mainly engaged in, among others, research and development of monoclonal antibody drugs.

## **HONG KONG LISTING RULES IMPLICATIONS**

As at the date of this announcement, as Fosun Pharma and Fosun International do not intend to effect any sale of their existing interests in shares in, and there will not be any issuance of new shares by, Shanghai Henlius in connection with the Potential Quotation, the Potential Quotation will not constitute a deemed disposal under Chapter 14 of the Hong Kong Listing Rules. After the completion of the Potential Quotation, Shanghai Henlius is expected to remain as a subsidiary of Fosun Pharma and Fosun International, and its financial results will continue to be consolidated into the financial statements of Fosun Pharma and Fosun International. The Potential Quotation will have no material financial effect on the consolidated financial statements of Fosun Pharma and Fosun International.

## **WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(F) OF PRACTICE NOTE 15 OF THE HONG KONG LISTING RULES**

Paragraph 3(f) of Practice Note 15 of the Hong Kong Listing Rules requires listed issuers carrying out spin-offs to provide existing shareholders with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares in the spun-off entity or by way of preferred application in any offering of existing or new shares in the spun-off entity.

However, according to the advice of the PRC legal agency of Shanghai Henlius in connection with the application for the quotation on the NEEQ, foreign natural persons, legal persons or institutions cannot invest in shares quoted on the NEEQ unless they are (i) qualified foreign institutional investors; (ii) Renminbi qualified foreign institutional investors; (iii) strategic investors that are approved by the relevant authority in the PRC; or (iv) foreign natural persons who are permanent residents in the PRC or residents of Hong Kong, Macao or Taiwan who work and live in the PRC, and have more than RMB5 million worth of securities assets and more than two years of experience in securities investment. In addition, since there is no disposal or deemed disposal in connection with the Potential Quotation, it does not constitute a notifiable transaction under the Hong Kong Listing Rules, thus no shareholder approval is needed. Accordingly, it would be burdensome for Fosun Pharma and Fosun International to propose a resolution in general meeting to waive the assured entitlement as the above mentioned legal impediment could not be overridden by the voting results of their respective shareholders.

Therefore, compliance with paragraph 3(f) of Practice Note 15 of the Hong Kong Listing Rules in relation to the Potential Quotation will not be feasible. Fosun Pharma and Fosun International have therefore applied to the Stock Exchange for, and the Stock Exchange has granted Fosun Pharma and Fosun International, a waiver from strict compliance with paragraph 3(f) of Practice Note 15 of the Hong Kong Listing Rules.

Having considered the need to comply with the requirements under PRC law by Shanghai Henlius, Fosun Pharma and Fosun International, as well as the fact that Shanghai Henlius will remain as a subsidiary of Fosun Pharma and Fosun International after completion of the Potential Quotation, the board of directors of Fosun Pharma and Fosun International are of the view that the Potential Quotation

and the non-provision of assured entitlements in connection with the Potential Quotation are fair and reasonable and in the interests of Fosun Pharma and Fosun International and their respective shareholders as a whole.

**The Potential Quotation will be subject to the approval of the NEEQ Co., Ltd., and shareholders and potential investors of Fosun Pharma and Fosun International shall be aware that there is no assurance that the Potential Quotation will take place or if it does, the timing thereof. Shareholders and potential investors of Fosun Pharma and Fosun International are advised to exercise caution when dealing in the securities of Fosun Pharma and Fosun International.**

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*

28 December 2016

*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 of Fosun Pharma are Mr. Guo Guangchang, Mr. Wang Qunbin, Ms. Kang Lan and Mr. Wang Can; and the independent non-executive directors of Fosun Pharma 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. Liang Xinjun, Mr. Wang Qunbin, Mr. Ding Guoqi, Mr. Qin Xuetao, Mr. Chen Qiyu and Mr. Xu Xiaoliang; and the independent non-executive directors of Fosun International are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang and Mr. Yang Chao.*

\* *for identification purposes only*