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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 SUBSCRIPTION OF  
TOM TAILOR SHARES  
AND A VOLUNTARY PUBLIC TAKEOVER OFFER OF THE  
COMPANY TO THE SHAREHOLDERS OF TOM TAILOR**

**THE SUBSCRIPTION OF TOM TAILOR SHARES AND A VOLUNTARY PUBLIC  
TAKEOVER OFFER OF THE COMPANY TO THE SHAREHOLDERS OF TOM  
TAILOR**

The Board announces that on 19 February 2019, the Company, with Commerzbank acting as the authorized agent on behalf of the Company, has agreed to subscribe for a total of 3,849,526 New Tom Tailor Shares which will be issued through a capital increase from Tom Tailor's authorized share capital in 2018. Tom Tailor resolved to issue and allot 3,849,526 New Tom Tailor Shares exclusively to the Company for a total cash contribution of EUR 8,699,928.76, with exclusion of subscription rights for the existing shareholders of Tom Tailor. The Subscription Certificate has been executed by Commerzbank on behalf of the Company on 19 February 2019.

Upon the completion of the Subscription, the Group will hold 14,969,521 Tom Tailor Shares in total, representing approximately 35.35% of the total issued share capital and voting rights of Tom Tailor. If the Company controls 30% or more voting rights of Tom Tailor, it would be obliged to make a mandatory public takeover offer to all shareholders of Tom Tailor pursuant to Section 35(2) of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). However, the consummation of a voluntary public takeover offer dispenses the Company from the obligation to make a mandatory public takeover offer pursuant to Section 35(3) of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). Therefore, on 19 February 2019, the Company announced its intention to make a voluntary public takeover offer as an offeror

to all shareholders of Tom Tailor to acquire all Tom Tailor Shares not already directly held by 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.

### **THE SUBSCRIPTION OF TOM TAILOR SHARES**

The Board announces that on 19 February 2019, the Company, with Commerzbank acting as the authorized agent on behalf of the Company, has agreed to subscribe for a total of 3,849,526 New Tom Tailor Shares (the “**Subscription**”) which will be issued through a capital increase from Tom Tailor’s authorized share capital in 2018. Tom Tailor resolved to issue and allot 3,849,526 New Tom Tailor Shares exclusively to the Company for a total cash contribution of EUR 8,699,928.76, with exclusion of subscription rights for the existing shareholders of Tom Tailor. The Subscription Certificate has been executed by Commerzbank on behalf of the Company on 19 February 2019.

The details of the Subscription are as follows:

**Parties:**                      Subscriber:                      The Company  
As at the date of this announcement, the Group holds 11,119,995 Tom Tailor Shares, representing approximately 28.89% of the total issued share capital and voting rights of Tom Tailor.

Issuer:                              Tom Tailor

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, save as the aforementioned interest, Tom Tailor and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

**New Tom Tailor Shares:**                      Subject to the terms of the Subscription Certificate, 3,849,526 New Tom Tailor Shares, representing approximately 10% of the total issued share capital of Tom Tailor amounting to EUR 38,495,269.00 and voting rights

of Tom Tailor as at the date of this announcement.

**Contribution  
and Payment  
Terms:**

The total cash contribution for the New Tom Tailor Shares to be paid by the Company amounts to EUR 8,699,928.76 and the subscription price of each New Tom Tailor Share (the “**Subscription Price**”) is equivalent to EUR 2.26 per Tom Tailor Share. The Subscription Price is determined by the management board of Tom Tailor, with the consent of its supervisory board, taking into consideration the current stock exchange price of the Tom Tailor Shares on the Frankfurt Stock Exchange.

It is proposed that the total cash contribution shall be satisfied by the Company’s own funds before Closing.

The audited net profits (both before and after taxation) of Tom Tailor for the two financial years ended 31 December 2016 and 31 December 2017 respectively and the unaudited net profits for the six months ended 30 June 2018, under the International Financial Reporting Standards are as follows:

	For the six months ended 30 June 2018 (unaudited) <i>approximately</i> <i>EUR thousand</i>	2017 (audited) <i>approximately</i> <i>EUR thousand</i>	For the year ended 31 December 2016 (audited) <i>approximately</i> <i>EUR thousand</i>
Net profit/(loss) before tax	2,374	28,570	(89,203)
Net profit/(loss) after tax	2,026	17,055	(73,000)

The total assets and net assets of Tom Tailor in accordance with its unaudited financial statements were approximately EUR 664,583,000 and EUR 224,194,000, respectively, as at 30 June 2018.

**Closing:**

The Closing of the Subscription is expected to take place on 22 February 2019.

## **THE VOLUNTARY PUBLIC TAKEOVER OFFER OF THE COMPANY TO THE SHAREHOLDERS OF TOM TAILOR**

Upon the completion of the Subscription, the Group will hold 14,969,521 Tom Tailor Shares in total, representing approximately 35.35% of the total issued share capital and voting rights of Tom Tailor. If the Company controls 30% or more voting rights of Tom Tailor, it would be obliged to make a mandatory public takeover offer to all shareholders of Tom Tailor pursuant to Section 35(2) of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). However, the consummation of a voluntary public takeover offer dispenses the Company from the obligation to make a mandatory public takeover offer pursuant to Section 35(3) of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). Therefore, on 19 February 2019, the Company announced its intention to make a voluntary public takeover offer as an offeror to all shareholders of Tom Tailor to acquire all Tom Tailor Shares not already directly held by the Company (the “**Voluntary Public Takeover Offer**” and, together with the Subscription, the “**Transaction**”).

The Voluntary Public Takeover Offer will be made in the form of a cash offer and the offer price per Tom Tailor Share will amount to the higher of EUR 2.26 and the weighted average domestic stock market price of the Tom Tailor Shares during the last three months prior to the publication of the decision of the Company to launch the Voluntary Public Takeover Offer, as determined by BaFin.

The Voluntary Public Takeover Offer will be made on and subject to the terms to be set out in the Offer Document.

The Offer Document and further information with respect to the Voluntary Public Takeover Offer will be published on the internet at [www.fosuninternational-angebot.de](http://www.fosuninternational-angebot.de) after approval of the Offer Document by BaFin. Additionally, the publication of the Offer Document will be announced in the German Federal Gazette (*Bundesanzeiger*).

The Company reserves the right to instruct the settlement agent engaged for the settlement of the Voluntary Public Takeover Offer to transfer a number of up to 29.99% of the outstanding Tom Tailor Shares, for which the Voluntary Public Takeover Offer has been accepted, from the settlement agent directly to a subsidiary of the Company, which agrees to jointly participate in the settlement of the Voluntary Public Takeover Offer.

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

The Group has been a major shareholder of Tom Tailor and is interested in approximately 28.89% of the total issued share capital and voting rights of Tom Tailor prior to the completion of the Subscription. The Company is also a long-term and anchor investor of Tom Tailor and, to pursue its strategic goals, has supported decisions made by the management board and the supervisory board of Tom Tailor.

The Company, through increasing its shareholding interests in Tom Tailor pursuant to the Transaction, will benefit from the long-term growth potential of Tom Tailor. The Company considers the Transaction to be an attractive investment in its sector as it sees economic potential in Tom Tailor.

The Directors (including the independent non-executive Directors) are of the view that the Transaction is fair and reasonable and in the interests 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**

### **Tom Tailor**

Founded in 1962 and headquartered in Hamburg, Germany, Tom Tailor is an international, vertically integrated fashion company focusing on casual wear in the medium price segment through its brands Tom Tailor and Bonita, complemented by an extensive range of fashionable accessories and home textiles which is directed to all generations. The Tom Tailor brand encompasses in particular the product lines Tom Tailor men, Tom Tailor women and kids, minis & baby product lines which are also marketed under this umbrella brand. The Tom Tailor brand is represented in more than 30 countries with its core markets being Germany, Austria, Switzerland, Southern-Eastern Europe and Russia.

## **The Company**

The Company is principally engaged in creating customer-to-maker (C2M) ecosystems in health, happiness and wealth, providing high-quality products and services for families around the world.

The Group has three major ecosystems, namely Health Ecosystem, Happiness Ecosystem and Wealth Ecosystem. The Health Ecosystem includes three major parts: Pharmaceutical, Medical Services & Health Management and Health Products; the Happiness Ecosystem includes three major parts: Tourism & Leisure, Fashion and Consumer & Lifestyle while the Wealth Ecosystem includes three major segments: Insurance and Finance, Investment and Hive Property.

Further announcement will be made by the Company in respect of the Transaction as and when appropriate.

## **DEFINITIONS**

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

“BaFin”	Federal Financial Supervisory Authority of Germany ( <i>Bundesanstalt für Finanzdienstleistungsaufsicht</i> )
“Board”	The board of the Directors of the Company
“Closing”	The registration of the capital increase of Tom Tailor with the commercial register
“Commerzbank”	COMMERZBANK Aktiengesellschaft, located at Frankfurt am Main, Germany
“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
“EUR”	Euro, the lawful currency of European Union
“Germany”	Federal Republic of Germany
“Group”	The Company and its direct and indirect 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
“ISIN”	International Securities Identification Number
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“New Tom Tailor Shares”	Subject to the terms of the Subscription Certificate, 3,849,526 new Tom Tailor Shares, representing approximately 10% of the total issued share capital of Tom Tailor amounting to EUR 38,495,269.00 and voting rights of Tom Tailor as at the date of this announcement
“Offer Document”	An offer document containing the terms of the Voluntary Public Takeover Offer
“Subscription Certificate”	The subscription certificate executed by Commerzbank on behalf of the Company dated 19 February 2019 in relation to the Subscription
“Tom Tailor”	TOM TAILOR Holding SE, a European stock corporation ( <i>Societas Europaea</i> , in short “SE”) incorporated under the laws of Germany and registered with the commercial register of the local court (Amtsgericht) of Hamburg, Germany, under docket number HRB 146032
“Tom Tailor Share(s)”	No-par value registered share(s) of Tom Tailor with a notional par value of EUR 1.00 each, admitted to trading on the regulated market ( <i>Regulierter Markt</i> ) of the Frankfurt Stock Exchange ( <i>Frankfurter Wertpapierbörse</i> ) as well as the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) under ISIN DE000A0STST2 and stock code TTI
“%”	Per cent

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

19 February 2019

*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 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.*