
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fosun International Limited, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

FOSUN 复星

FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock code: 0656)

**DISCLOSEABLE TRANSACTION
ACQUISITION OF SHARES IN FORTE**

A letter from the Board is set out on pages 2 to 4 of this circular.

7 November 2008

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Appendix — General Information	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the purchase of an aggregate of 278,820,000 Forte Shares conducted on the open market in Hong Kong during the period from 8 January 2008 to 20 October 2008 for an aggregate consideration of approximately HK\$632.49 million;
“Board”	the board of Directors;
“Company”	復星國際有限公司 (Fosun International Limited), a company incorporated in Hong Kong with its shares listed and traded on the main board of the Stock Exchange;
“Directors”	the director(s) of the Company;
“Forte”	復地 (集團) 股份有限公司 (Shanghai Forte Land Co., Ltd.), a limited liability company established in the PRC with its H shares listed and traded on the main board of the Stock Exchange and a subsidiary of the Company;
“Forte Shares”	existing H share(s) in the share capital of Forte;
“Group”	the Company and its subsidiaries;
“Latest Practicable Date”	3 November 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi yuan, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	the shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.

LETTER FROM THE BOARD

FOSUN 复星

FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock code: 0656)

Directors:

Executive Directors:

Mr. Guo Guangchang (*Chairman*)

Mr. Liang Xinjun (*Vice Chairman*)

Mr. Wang Qunbin

Mr. Fan Wei

Mr. Ding Guoqi

Mr. Qin Xuetao

Mr. Wu Ping

Non-Executive Director:

Mr. Liu Benren

Independent Non-Executive Directors:

Dr. Chen Kaixian

Mr. Zhang Shengman

Mr. Andrew Y. Yan

Registered office:

Room 808

ICBC Tower

3 Garden Road

Central

Hong Kong

Principle Office in PRC:

Fosun Business Building

2 East Fuxing Road

Shanghai, PRC

7 November 2008

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
ACQUISITION OF SHARES IN FORTE**

1. INTRODUCTION

Reference is made to the Company's announcement dated 20 October 2008, in which the Board announced that the Company acquired on the open market in Hong Kong an aggregate of 278,820,000 Forte Shares during the period from 8 January 2008 to 20 October 2008 (both dates inclusive) at a total consideration of approximately HK\$632.49 million.

Since one or more of the applicable percentage ratios determined as at 17 October 2008 exceeded 5% but below 25%, the Acquisition constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. The disclosure obligation of the Company under the Listing Rules in relation to the Acquisition was triggered on 17 October 2008.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information relating to, among others, details of the Acquisition.

2. ACQUISITION OF SHARES IN FORTE

The Board announced that the Company acquired on the open market in Hong Kong an aggregate of 278,820,000 Forte Shares during the period from 8 January 2008 to 20 October 2008 (both dates inclusive) at a total consideration of approximately HK\$632.49 million.

The Directors are not aware of the identity(ies) of the counterparty(ies) of the Acquisition but to the best of their knowledge, information and belief and after having made all reasonable enquiry, the counterparty(ies) is/are third party(ies) independent of the Company and is/are not connected persons (as defined in the Listing Rules) of the Company. Details of the transactions comprising the Acquisition are set out below.

Transaction dates	Total number of Forte Shares purchased	Purchase price per share (HK\$)
From 8 January 2008 to 20 October 2008	278,820,000	1.00-4.25

The Company acquired on the open market in Hong Kong from 8 January 2008 to 20 October 2008 an aggregate of 278,820,000 Forte Shares, representing approximately 11.02% of the total issued share capital of Forte and approximately 26.41% of the total issued H share capital of Forte as at the Latest Practicable Date. The Group holds approximately 70.06% of the total issued share capital of Forte as at the Latest Practicable Date.

3. INFORMATION ON FORTE

Forte is principally engaged in the development and sales of high quality residential and commercial properties in the PRC.

Based on the latest audited consolidated financial statements of Forte for the year ended 31 December 2007, the consolidated net profit before taxation and extraordinary items of Forte for the two financial years ended 31 December 2006 and 2007 were RMB959.60 million and RMB1,312.47 million respectively, and the consolidated net profit after taxation and extraordinary items of Forte for the two financial years ended 31 December 2006 and 2007 were RMB498.39 million and RMB760.98 million respectively. The unaudited book value of total assets of Forte as at 30 June 2008 was approximately RMB20.37 billion.

LETTER FROM THE BOARD

4. REASONS AND BENEFITS OF THE ACQUISITION

The Board (including independent non-executive Directors) is of the view that the stock market conditions over the past 12 months present a good opportunity for acquisition of Forte Shares to increase the Company's ownership in Forte and the Board is optimistic on the long term potential growth of the property development industry in the PRC in the future. The Board (including independent non-executive Directors) is of the view that the terms of the Acquisition, which were all conducted on the open market in Hong Kong, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

5. EFFECT OF ACQUISITION ON EARNINGS, ASSETS AND LIABILITIES OF THE GROUP

The Acquisition will increase the consolidated earnings of the Group by the increase in the Company's sharing of the profits attributable to equity holders of Forte. The Acquisition has no financial impact on the assets and liabilities of the Group and the Directors are of the view that the Acquisition will have positive effect on the profits attributable to equity holders of the Company.

6. INFORMATION ON THE GROUP

The principal activities of the Group are (i) pharmaceuticals; (ii) property development; (iii) steel; (iv) mining; (v) retail; and (vi) financial services and strategic investments.

Since one or more of the applicable percentage ratios determined as at 17 October 2008 exceeded 5% but below 25%, the Acquisition constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. The disclosure obligation of the Company under the Listing Rules in relation to the Acquisition was triggered on 17 October 2008.

7. GENERAL

Your attention is also drawn to the further information contained in the Appendix to this circular.

Yours faithfully,
By Order of the Board
Guo Guangchang
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

(A) Directors' interests in securities

As at the Latest Practicable Date, the interests or short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers had been notified to the Company and the Stock Exchange, were as follows:

(1) Long positions in the Shares, underlying Shares and debentures of the Company

Name of Director/ chief executive	Class of Shares	Number of Shares	Type of interests	Approximate percentage of Share in issue
Guo Guangchang	Ordinary	5,023,554,500 ⁽¹⁾	Corporate	78.23%
Ding Guoqi	Ordinary	12,940,000	Individual	0.20%
Qin Xuetao	Ordinary	3,880,000	Individual	0.06%
Wu Ping	Ordinary	7,760,000	Individual	0.12%

(2) Long position in the shares, underlying Shares and debenture of the Company's associated corporations (within the meaning of Part XV of the SFO):

Name of Director/ chief executive	Name of associated corporation	Class of Shares	Number of Shares	Type of interests	Approximate percentage of Share in issue
Guo Guangchang	Fosun Holdings Limited	Ordinary	1	Corporation	100%
	Fosun International Holdings Ltd.	Ordinary	29,000	Individual	58%
	Shanghai Fosun Pharmaceutical (Group) Company Limited	Ordinary	76,050	Individual	0.01%
Liang Xinjun	Fosun International Holdings Ltd.	Ordinary	11,000	Individual	22%
Wang Qunbin	Fosun International Holdings Ltd.	Ordinary	5,000	Individual	10%
	Shanghai Fosun Pharmaceutical (Group) Company Limited	Ordinary	76,050	Individual	0.01%
Fan Wei	Fosun International Holdings Ltd.	Ordinary	5,000	Individual	10%
Qin Xuetao	Shanghai Fosun Pharmaceutical (Group) Company Limited	Ordinary	76,050	Individual	0.01%

Notes:

- (1) 5,023,554,500 shares are deemed corporate interests through Fosun Holdings Limited (“**Fosun Holdings**”) and Fosun International Holdings Ltd. (“**Fosun International Holdings**”) pursuant to Division 7 of Part XV of the SFO.

(B) Substantial shareholders' interests in securities

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as was known to the Directors or chief executive, the persons or entities, other than a Director or chief executive of the Company, who had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a subsidiary of the Company, or in any options in respect of such share capital were as follows:

Name	Number of shares directly or indirectly held	Approximate percentage of Share in issue
Fosun Holdings	5,023,554,500	78.23%
Fosun International Holdings ⁽¹⁾	5,023,554,500 ⁽²⁾	78.23%
Guo Guangchang ⁽³⁾	5,023,554,500 ⁽²⁾	78.23%

Notes:

- (1) Fosun International Holdings is held by Messrs. Guo Guangchang, Liang Xinjun, Wang Qunbin and Fan Wei with 58.0%, 22.0%, 10.0% and 10.0% equity interests, respectively.
- (2) Fosun International Holdings is the beneficial owner of all the issued shares in Fosun Holdings and, therefore, Fosun International Holdings is deemed, or taken to be, interested in the shares owned by Fosun Holdings for the purposes of the SFO.
- (3) Such shares represent the deemed interest of Mr. Guo Guangchang by virtue of his 58.0% shareholding in Fosun International Holdings.
- (4) Mr. Guo Guangchang is the sole director of Fosun Holdings and Fosun International Holdings.

Save as disclosed herein so far as is known to the Directors or chief executive, as at the Latest Practicable Date, no person (not being a Director) had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a subsidiary of the Company, or in any options in respect of such share capital.

3. DIRECTORS' SERVICE CONTRACT

Each of the Directors has entered into a service contract with the Company for a term of not more than three years, which can be terminated by either party by giving a prior written notice of three months to the other party.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or proposed Directors had any existing or proposed service contract with the Company or any member of the Group (excluding contracts expiring or determinable by the relevant employer within one year without payment of compensation other than statutory compensation).

4. INTEREST IN COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or their respective associates has any interest in other business which competes or is likely to compete with the business of the Group.

5. LITIGATION

As at the Latest Practicable Date, neither the Company nor any other members of the Group was engaged in any litigation or arbitration of material importance and, as far as the Directors are aware, no litigation or claim of material importance is pending or threatened against the Company or any other members of the Group.

6. MISCELLANEOUS

- (A) The registered office of the Company is situated at Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong. The share registrar of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (B) The qualified accountant of the Company is Mr. Tse Man Kit, Keith, who is a member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants.
- (C) The company secretary of the Company is Ms. Kam Mei Ha, Wendy, who is an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.
- (D) The English text of this document shall prevail over the Chinese text in the case of inconsistency.