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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)

CONNECTED TRANSACTION
ACQUISITION OF EQUITY INTEREST IN CHUANGHONG FUND

Reference is made to the announcement of the Company dated 13 December 2011 in relation to the formation of Chuanghong Fund.

The Board announces that on 27 June 2016, Yadong Industrial Development, an indirectly wholly owned subsidiary of the Company and Tibet Xingye, entered into the Transfer Agreement in respect of transfer of certain equity interest in Chuanghong Fund. Pursuant to the Transfer Agreement, Yadong Industrial Development agreed to acquire and Tibet Xingye agreed to sell 35.21% equity interest in Chuanghong Fund at a total consideration of RMB582 million.

Tibet Xingye is an Associate of Mr. Guo Guangchang, a Director of the Company, and is therefore a connected person of the Company as defined under Chapter 14A of the Listing Rules. The transaction under the Transfer Agreement hence constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the percentage ratios (on an aggregation basis) exceed 0.1% but less than 5%, the transaction contemplated under the Transfer Agreement is only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirement under the Listing Rules.

A. THE TRANSFER AGREEMENT

The principal terms of the Transfer Agreement are set out below:

- Date: 27 June 2016
- Parties: Yadong Industrial Development and Tibet Xingye
- Tibet Xingye is ultimately controlled by Mr. Guo Guangchang, a Director of the Company. As such, Tibet Xingye is an Associate of Mr. Guo Guangchang and thus a connected person of the Company
- Transfer Interest: The equity interest held by Tibet Xingye as limited partner in Chuanghong Fund, which represents 35.21% of the equity interest of Chuanghong Fund
- Consideration: RMB582 million, the amount of consideration was determined after arm's length negotiation by the parties with reference to, among others, the net asset value of Chuanghong Fund and the relevant market data and transactions
- The capital contributed by Tibet Xingye in Chuanghong Fund was RMB520 million
- Conditions Precedent: The effectiveness of the Transfer Agreement is conditional upon (i) the obtaining of the approval for the transfer by Tibet Fosun—the general partner of the Chuanghong Fund; and (ii) the satisfaction of other requirements under the limited partnership agreement of Chuanghong Fund and the relevant rules and regulations
- Payment Terms: The consideration should be paid within 30 days following the satisfaction of all conditions precedent. The consideration will be satisfied by internal resources of the Group

B. REASONS FOR AND BENEFIT OF ENTERING INTO THE TRANSFER AGREEMENT

The investment portfolio of Chuanghong Fund is generally in line with the Group's investment philosophy of focusing on “wealth, health, happiness”, the invested industries cover, among others, Industry 4.0, environmental protection, food, healthcare etc.. Other than the two listed companies and two companies quoted on NEEQ, Chuanghong Fund had also invested in seven other companies which have already launched their initial public offering processes.

By entering into the Transfer Agreement, the Directors believe that it will provide a good opportunity for the Group to further diversify its investment and it may also help the Group to improve profitability in the foreseeable future. The terms of the Transfer Agreement were negotiated on an arm's length basis and were determined on normal commercial terms. The Directors, including the independent non-executive Directors, believe that the terms of the Transfer Agreement are fair, reasonable and in the best interests of the Company and the Shareholders as a whole.

C. GENERAL INFORMATION

The Company

The Group's principal businesses include integrated finance (wealth) and industrial operations. The integrated finance (wealth) business includes four major segments: insurance, investment, wealth management and internet finance; the industrial operations include five key segments: health, happiness, steel, property development and sales, and resources.

Chuanghong Fund

Chuanghong Fund is principally engaged in equity investment and investment consultation.

The net profits (both before and after taxation) of the Chuanghong Fund for the two fiscal years immediately preceding the transaction are as follows:

	For the year ended 31 December	
	2015	2014
	(audited)	(audited)
	<i>approximately</i>	<i>approximately</i>
	<i>RMB million</i>	<i>RMB million</i>
Net profit (loss) before tax	(15.83)	(21.75)
Net profit (loss) after tax	(15.83)	(21.75)

As at 31 December 2015, the audited total assets and net assets of Chuanghong Fund were approximately RMB1,441 million and RMB1,441 million, respectively.

Tibet Xingye

Tibet Xingye is principally engaged in investment management and investment consultation and is an indirectly wholly owned subsidiary of Yadong Guangxin.

Yadong Industrial Development

Yadong Industrial Development is principally engaged in investment holding.

D. LISTING RULES IMPLICATIONS

Tibet Xingye is an Associate of Mr. Guo Guangchang, a Director of the Company, and is therefore a connected person of the Company as defined under the Listing Rules. The transaction under the Transfer Agreement hence constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the percentage ratios exceed 0.1% but less than 5%, the transaction contemplated under Transfer Agreement is only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirement under the Listing Rules.

Since each of Mr. Guo Guangchang, Mr. Liang Xinjun and Mr. Wang Qunbin is indirectly interested in Tibet Xingye, they have abstained from voting on the board resolution for approving the Transfer Agreement. Save as disclosed aforesaid, none of the Directors (other than Mr. Guo Guangchang, Mr. Liang Xinjun and Mr. Wang Qunbin) has a material interest in the transaction under the Transfer Agreement.

E. DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Associate”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“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 Stock Exchange
“Director(s)”	the director(s) of the Company
“Chuanghong Fund”	Shanghai Fosun Chuanghong Equity Investment Fund Partnership (L.P.) (上海復星創泓股權投資基金合伙企業(有限合伙))
“Group”	the Company and its subsidiaries

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NEEQ”	National Equities Exchange and Quotations
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer Agreement”	The property share transfer agreement (財產份額轉讓合同), dated 27 June 2016 entered into between Tibet Xingye and Yadong Industrial Development
“Tibet Fosun”	Tibet Fosun Investment Management Co., Ltd. (西藏復星投資管理有限公司), an indirectly wholly owned subsidiary of the Company and a general partner of Chuanghong Fund
“Tibet Xingye”	Tibet Xingye Investment Management Co., Ltd. (西藏興業投資管理有限公司), a wholly owned subsidiary of Shanghai Xingye Investment Development Co., Ltd. (上海興業投資發展有限公司) which is wholly owned by Yadong Guangxin
“Yadong Guangxin”	Yadong Guangxin Science & Technology Development Co. Ltd. (亞東廣信科技發展有限公司), a limited liability company incorporated under the laws of PRC and owned as to 64.45%, 24.44% and 11.11% by Mr. Guo Guangchang, Mr. Liang Xinjun and Mr. Wang Qunbin, respectively, all of whom are the Directors
“Yadong Industrial Development”	Yadong Fosun Industrial Technology Development Co., Ltd. (亞東復星工業技術發展有限公司), a wholly owned subsidiary of Shanghai Fosun Industrial Technology Development Co., Ltd. (上海復星工業技術發展有限公司) which is indirectly wholly owned by the Company

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

Shanghai, the PRC, 27 June 2016

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.