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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

FOSUN INTERNATIONAL LIMITED

(a company incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

**JOINT ANNOUNCEMENT
DISCLOSEABLE TRANSACTION — ACQUISITION OF
EQUITY INTEREST IN ALMA LASERS**

SHARE PURCHASE AGREEMENT

The Boards of each of Fosun Pharma and Fosun International announce that on 26 April 2013, Sisram Medical entered into the Share Purchase Agreement with the Target Company (a medical technology company in the State of Israel), the Vendors and the Holder Representative, pursuant to which Sisram Medical agreed to purchase and the Vendors agreed to sell the equity interest in the Target Company of not less than 80% and not more than 95.6% for a total cash consideration of not exceeding US\$240 million. As at the date of this announcement, Sisram Medical is a wholly-owned subsidiary of CML, which in turn is a 51% owned subsidiary of Ample Up, a wholly-owned subsidiary of Fosun Pharma. Sisram Medical will satisfy the consideration by internal resources and/or bank borrowings.

As the applicable percentage ratios for the Acquisition exceed 5% but are less than 25% for both Fosun Pharma and Fosun International, the Acquisition contemplated under the Share Purchase Agreement constitutes a discloseable transaction for both Fosun Pharma and Fosun International under the Hong Kong Listing Rules and is subject to notification and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14 of the Hong Kong Listing Rules.

A. SHARE PURCHASE AGREEMENT

On 26 April 2013, Sisram Medical entered into the Share Purchase Agreement with the Target Company (a medical technology company in the State of Israel), the Vendors and the Holder Representative, pursuant to which Sisram Medical agreed to purchase and the Vendors agreed to sell the equity interest in the Target Company of not less than 80% and not more than 95.6% for a total cash consideration of not exceeding US\$240 million. As at the date of this announcement, Sisram Medical is a wholly-owned subsidiary of CML, which in turn is a 51% owned subsidiary of Ample Up, a wholly-owned subsidiary of Fosun Pharma. Sisram Medical will satisfy the consideration by internal resources and/or bank borrowings.

The principal terms of the Share Purchase Agreement are set out below:

1. Date

26 April 2013

2. Parties

Target Company : Alma Lasers

Purchaser : Sisram Medical

Holder
Representative : TA Associates

Vendors : certain selling shareholders of the Target Company identified in the Share Purchase Agreement

To the best of the directors of Fosun Pharma's knowledge, information and belief after having made all reasonable enquiries, each of the Vendors (and the respective ultimate beneficial owner of the Vendors) is a third party independent of Fosun Pharma, and not a connected person of Fosun Pharma.

To the best of the directors of Fosun International's knowledge, information and belief after having made all reasonable enquiries, each of the Vendors (and the respective ultimate beneficial owner of the Vendors) is a third party independent of Fosun International and not a connected person of Fosun International.

3. Assets to be transferred

Subject to the terms and conditions of the Share Purchase Agreement, Sisram Medical agreed to purchase and the Vendors agreed to sell the equity interest in the Target Company of not less than 80% and not more than 95.6%.

4. Consideration

The consideration for the Acquisition shall be not exceeding US\$240 million.

The consideration was determined at arm's length negotiations between Sisram Medical and the Vendors, and based on the enterprise value of US\$220 million calculated based on the audited EBITDA of the Target Company in 2012, plus an adjusted amount of the cash balance of the Target Company at the Closing. The final consideration payable by Sisram Medical is subject to the actual shareholdings transferred to Sisram Medical.

Save for US\$22 million (being 10% of the enterprise value of the Target Company) shall first be transferred to the relevant escrow accounts pursuant to the Share Purchase Agreement, the consideration shall be payable to the Vendors in cash at the Closing.

The net profits (both before and after taxation) attributable to equity holders of the Target Company for the two financial years immediately preceding the Acquisition are as follows:

	For the year ended 31 December 2012	For the year ended 31 December 2011
Net profits (before taxation)	US\$28.78 million	US\$27.39 million
Net profits (after taxation)	US\$23.23 million	US\$23.85 million

The total assets of Alma Lasers was US\$82.78 million as at 31 December 2012.

5. Other Major Terms

(a) *Guarantee*

Fosun Pharma and Pramerica-Fosun Fund have agreed to guarantee the Sisram Medical's obligations under the Share Purchase Agreement. The obligation of Pramerica-Fosun Fund is capped at US\$50,000,000 and the rest is borne by Fosun Pharma. The Sellers' Guarantors have agreed to guarantee the obligations of Aesthetic Acquisition B.V. (being one of the Vendors) under the Share Purchase Agreement.

(b) *Buy-out option*

Pursuant to the Share Purchase Agreement, management members who continue to hold shareholdings in the Target Company upon the Closing are entitled to transfer the shareholdings held by them in the Target Company to Sisram Medical (i.e., a buy-out option). The exercisable period of such buy-out option shall commence on the third anniversary of the date of the Share Purchase Agreement and cease on the earlier of:

- (i) the occurrence of a firm-commitment underwritten initial public offering of the securities of the Target Company, or the securities of Sisram Medical, to the public in a bona fide public offering;
- (ii) the occurrence of the exit events as stipulated in the Share Purchase Agreement (including but not limited to the changes in controlling rights of the Target Company); or
- (iii) the tenth anniversary of the date of the Share Purchase Agreement.

The abovementioned buy-out option shall be exercised as a one-off transfer of all the shares held by the relevant management members.

The consideration of the buy-out option is determined on the following basis:

- (i) If the buy-out option is exercised within third and fifth anniversary of the date of the Share Purchase Agreement, the consideration of the buy-out option shall be the lower of (a) the value of the Acquisition; or (b) the fair value of the Target Company; and
- (ii) If the buy-out option is exercised after the fifth anniversary of the date of the Share Purchase Agreement, the consideration of the buy-out option shall be the fair value of the Target Company.

(c) *Management share option scheme*

Sisram Medical will establish the management share option scheme, through which up to 100,000 share options will be granted by Sisram Medical to the existing and the newly joined management members of the Target Company.

(d) *Termination events*

If the termination events as stipulated in the Share Purchase Agreement do not occur within 54 months after the Closing, Pramerica-Fosun Fund (or any of its wholly-owned subsidiaries) is entitled to issue a notice to the Target Company and other shareholders of the Target Company to proceed with the preparation work of the proposed initial public offering of the Target Company.

(e) *Litigation*

The Vendors shall bear all liabilities arising from the on-going litigation between the Target Company and Lumenis Ltd.

6. Closing

The Closing shall be no later than the third business day after the satisfaction or waiver of all the conditions set forth in the Share Purchase Agreement and in any event not earlier than 30 days following the date of the Share Purchase Agreement, or at such other time as Sisram Medical, the Target Company and the Holder Representative agree in writing.

B. CHANGE IN SHARE CAPITAL OF CML

As at the date of this announcement, CML is owned as to 51% by Ample Up and 49% by Chindex. Ample Up shall subscribe for 9,500,000 new shares of CML at a consideration of US\$41.49 million. As a result, the shareholding of Ample Up in CML shall increase from 51% to 70%.

C. CHANGE IN SHARE CAPITAL OF SISRAM MEDICAL

Sisram Medical is a special purpose vehicle incorporated for the purposes of the Acquisition. As at the date of this announcement, Sisram Medical is owned as to 100% by CML.

On 26 April 2013, Ample Up, CML and Pramerica-Fosun Fund entered into a shareholders' agreement, pursuant to which Ample Up, CML and Pramerica-Fosun Fund shall contribute US\$44.42 million, US\$53.50 million and US\$50.00 million respectively to Sisram Medical. Upon completion of the said share subscription, Sisram Medical will be owned as to 30.03%, 36.17% and 33.80% by Ample Up, CML and Pramerica-Fosun Fund, respectively.

D. REASONS AND BENEFITS OF THE SHARE PURCHASE AGREEMENT

Alma Lasers is a global medical technology company that designs, develops, manufactures and markets medical and cosmetic, energy-based devices. It is one of the leading companies in an industry that enjoys growing market demands, both in China and overseas. Through the Acquisition, both the Boards of Fosun Pharma and Fosun International are of the view that, Fosun Pharma will gain access to the global leading medical equipment manufacturing business, which is conducive to strengthening Fosun Pharma's medical equipment manufacturing business, and to further enhance the international competitiveness of its medical equipment business.

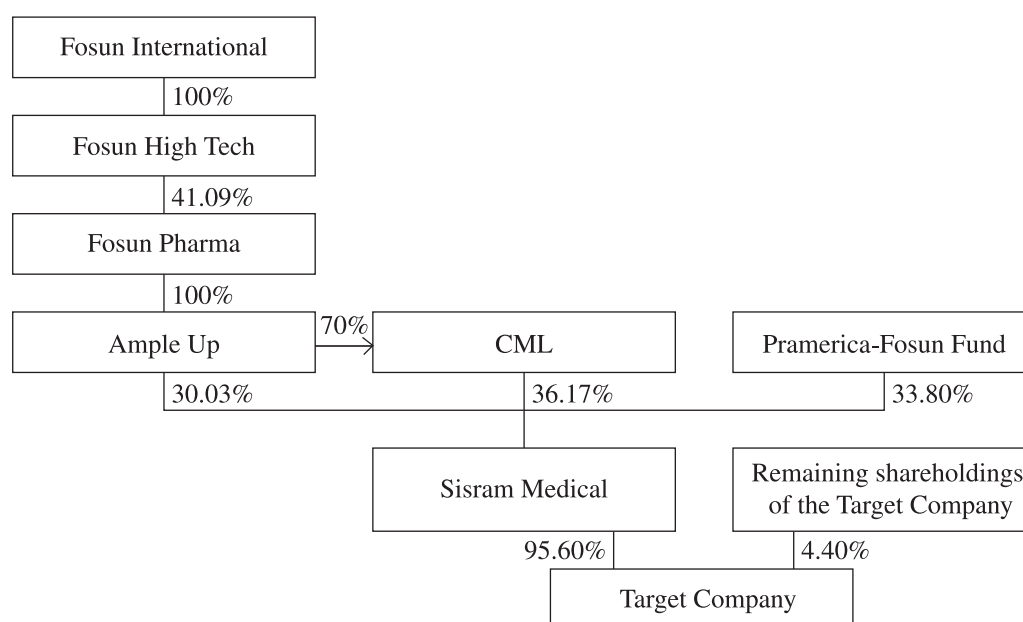
The terms of the Share Purchase Agreement have been agreed upon arm's length negotiations between the parties. The directors of Fosun Pharma and Fosun International are of view that the terms of the Share Purchase Agreement are normal commercial terms, fair and reasonable and in the interests of Fosun Pharma and Fosun International (as the case may be) and their respective shareholders as a whole.

None of the directors of Fosun Pharma and Fosun International is considered to have a conflict of interest in the transactions contemplated under the Share Purchase Agreement. Therefore, none of the directors of Fosun Pharma and Fosun International is required to abstain from voting at the resolutions in relation to the Share Purchase Agreement proposed to the Boards of Fosun Pharma and Fosun International.

E. HONG KONG LISTING RULES IMPLICATIONS

As the applicable percentage ratios for the Acquisition exceed 5% but are less than 25% for both Fosun Pharma and Fosun International, the Acquisition contemplated under the Share Purchase Agreement constitutes a discloseable transaction for both Fosun Pharma and Fosun International under the Hong Kong Listing Rules and is subject to notification and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14 of the Hong Kong Listing Rules.

Shareholding Structure of the Target Company Immediately After the Closing (assuming 95.60% of the equity interest in the Target Company has been acquired by Sisram Medical)



F. GENERAL

Fosun Pharma is a leading healthcare company in the PRC and primarily engaged in business segments including pharmaceutical manufacturing, pharmaceutical distribution and retail, healthcare services and medical diagnosis and medical devices.

Fosun International is principally engaged in the businesses of: (i) insurance; (ii) industrial operations; (iii) investment; and (iv) asset management.

Upon the Closing, Sisram Medical remains and the Target Company will become non-wholly-owned subsidiaries of Fosun Pharma.

Pramerica-Fosun Fund is a connected person of Fosun International by virtue of its holding 20% equity interest in, Nantong Xinghao Real Estate Development Co., Ltd. (南通星浩房地產發展有限公司), a subsidiary of Fosun International. Since the value of the relevant subsidiary's total assets, profits and revenue represents less than 5% under the relevant percentage ratios as defined under Rule 14.04(9) of the Hong Kong Listing Rules for the latest financial year, Fosun International treats the relevant subsidiary as an insignificant subsidiary and the subscription of shares in Sisram Medical by Pramerica-Fosun Fund constitutes a connected transaction that is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.31(9) of the Hong Kong Listing Rules.

Alma Lasers is a global medical technology company that designs, develops, manufactures and markets medical and cosmetic, energy-based devices.

Ample Up is principally engaged in investment management business.

CML is principally engaged in the production and sale of medical devices and consumables and the distribution of high-end medical equipment.

TA Associates is principally engaged in middle-market growth private equity investment of profitable growth companies in the technology, financial services, business services, healthcare and consumer industries.

G. DEFINITIONS

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

“Acquisition”	the acquisition of the equity interest in the Target Company of not less than 80% and not more than 95.6% by Sisram Medical from the Vendors pursuant to the Share Purchase Agreement
“Alma Lasers” or “Target Company”	Alma Lasers Ltd., a company incorporated in the State of Israel with limited liability
“Ample Up”	Ample Up Limited, a company incorporated in Hong Kong with limited liability, and a wholly-owned subsidiary of Fosun Pharma
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Board”	the board of directors
“Chindex”	Chindex Medical Holdings (BVI) Limited

“Closing”	the closing of the Share Purchase Agreement
“CML”	Chindex Medical Limited (美中互利醫療有限公司), a company incorporated in Hong Kong with limited liability, and a 51% owned subsidiary of Ample Up
“controlling shareholder(s)”	has the meaning given to it under the Hong Kong Listing Rules
“Fosun High Tech”	Shanghai Fosun High Technology (Group) Co., Ltd.* (上海復星高科技(集團)有限公司), a wholly owned subsidiary of Fosun International
“Fosun International”	Fosun International Limited (復星國際有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Hong Kong Stock Exchange, and is the controlling shareholder of Fosun Pharma
“Fosun Pharma”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a joint stock company established in the PRC with limited liability, the H shares and A shares of which are listed and traded on the main board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Holder Representative” or “TA Associates”	TA Associates Management L.P.. TA Associates was appointed by all the Vendors as a holder representative, and have the right, power and authority to perform all actions for and on behalf the Vendors in connection with the Acquisition pursuant to the terms of the Share Purchase Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Sellers’ Guarantors”	TA SUBORDINATED DEBT FUND, L.P., TA INVESTORS II L.P., TA IX L.P., TA ATLANTIC AND PACIFIC V, L.P., TA STRATEGIC PARTNERS FUND A, L.P., TA STRATEGIC PARTNERS FUND B, L.P. and TA INVESTORS II L.P., the guarantors who have agree to guarantee the obligations of Aesthetic Acquisition B.V. (being one of the Investors) under the Share Purchase Agreement
“Pramerica-Fosun Fund”	Pramerica-Fosun China Opportunity Fund, L.P. (復星－保德信中國機會基金(有限合伙))
“PRC” or “China”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong and the Macau Special Administrative Region of the PRC and Taiwan), and “Chinese” shall be construed accordingly
“Share Purchase Agreement”	the share purchase agreement dated 26 April 2013 entered into between the Target Company, Sisram Medical, the Holder Representative and the Vendors in relation to the Acquisition
“Sisram Medical”	Sisram Medical Ltd., a company incorporated in the State of Israel with limited liability, and a wholly-owned subsidiary of CML
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States

“Vendors” certain selling shareholders of the Target Company identified in the Share Purchase Agreement

“%” per cent

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

Shanghai, PRC

26 April 2013

As at the date of this announcement, the executive directors of Fosun Pharma are Mr. Chen Qiyu and Mr. Yao Fang; the non-executive directors of Fosun Pharma are Mr. Guo Guangchang, Mr. Wang Qunbin and Mr. Zhang Guozheng; and the independent non-executive directors of Fosun Pharma are Mr. Guan Yimin, Mr. Han Jiong, Dr. Zhang Weijiong and Mr. Li Man-kiu Adrian David.

As at the date of this announcement, the executive directors of Fosun International are Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin, Mr. Fan Wei, Mr. Ding Guoqi, Mr. Qin Xuetao and Mr. Wu Ping; and the independent non-executive directors of Fosun International are Mr. Zhang Shengman, Mr. Andrew Y. Yan, Mr. Zhang Huaqiao and Mr. David T. Zhang.

** for identification purposes only*