復星國際有限公司
FOSUN INTERNATIONAL LIMITED

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

(Stock Code: 00656)

MAJOR TRANSACTION

ACQUISITION OF EQUITY INTERESTS IN CERTAIN PORTUGUESE INSURANCE COMPANIES

THE ACQUISITION

Reference is made to the announcements of the Company dated 19 December 2013 and 9 January 2014 in relation to the submission of a binding proposal and the subsequent winning bid for certain Insurance Companies in Portugal.

On 7 February 2014 (after trading hours in Hong Kong), the Purchaser, being an indirect wholly owned subsidiary of the Company, and the Company entered into the Direct Reference Sale Agreement with CGD and the Vendor in Lisbon, Portugal, pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell shares, representing 80% of the share capital and voting rights of each of the Insurance Companies, namely Fidelidade, Multicare and Cares, for an aggregate consideration of Euro 1 billion (subject to adjustment). In addition, the Purchaser has agreed to purchase additional shares of Fidelidade representing up to 5% of the share capital and voting rights of Fidelidade at the same price, to the extent such shares are not purchased by employees of the Insurance Companies as part of Fidelidade's privatization process.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Acquisition exceeds 25% and is less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the approval by the Shareholders under the Listing Rules.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, no Shareholder or any of their respective associates have any material interest in the Direct Reference Sale Agreement and the Acquisition, thus no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Direct Reference Sale Agreement and the Acquisition. The Company has obtained a written shareholder approval from Fosun Holdings Limited, the controlling Shareholder holding approximately 79.03% of the total issued shares of the Company as at the date of this announcement, in lieu of holding a general meeting to approve the Direct Reference Sale Agreement and the Acquisition in accordance with Rule 14.44 of the Listing Rules.

GENERAL

A circular containing, among other things, further information relating to the Direct Reference Sale Agreement and the Acquisition will be dispatched to the Shareholders on or before 30 June 2014, so as to allow sufficient time for the Company to prepare, among other things, the accountants' report and the indebtedness statement for inclusion in the circular.

INTRODUCTION

Reference is made to the announcements of the Company dated 19 December 2013 and 9 January 2014 in relation to the submission of a binding proposal and the subsequent winning bid for certain Insurance Companies in Portugal.

In fulfilment of the obligations assumed by the Portuguese Republic within the context of the Economic and Financial Assistance Programme agreed with the European Union, the International Monetary Fund and the European Central Bank, the Portuguese Government approved, by means of Decree-Law 80/2013, of June 12, the privatization process of the shareholdings held by CGD, through CSS, in the Insurance Companies by means of, among other possible structures, (i) a direct sale by way of agreement of up to 100% of the share capital and voting rights of the three Insurance Companies (namely Fidelidade, Multicare and Cares) and (ii) an initial public offering of shares representing up to 5% of the share capital and voting rights of Fidelidade, addressed solely to employees of the Insurance Companies (the "**Employee IPO**").

The Company was one of the two final bidders selected by the Portuguese Government to provide a final proposal, and submitted on 16 December 2013 a binding proposal for the acquisition of shares representing 80% of the share capital and voting rights of each of the three Insurance Companies. The Company also proposed in the bid document to purchase additional shares representing up to 5% of the share capital and voting rights of Fidelidade, to the extent such shares are not purchased by employees of the Insurance Companies in the Employee IPO.

On 9 January 2014, the Company was selected by the Portuguese Government as the winner of the bid to purchase shares of the three Insurance Companies in the direct sale process and potentially to purchase additional shares of Fidelidade thereafter upon completion of the Employee IPO.

On 7 February 2014 (after trading hours in Hong Kong), the Company entered into a formal agreement in relation to the Acquisition with details set out as follows:

DIRECT REFERENCE SALE AGREEMENT

Date	7 February 2014
Parties	1. Millennium Gain Limited, an indirect wholly owned subsidiary of the Company, as the Purchaser; 2. the Company; 3. CSS, a direct wholly owned subsidiary of CGD, as the Vendor; and 4. CGD. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company, and are not themselves connected persons of the Company.
Assets to be acquired	Subject to the terms and conditions of the Direct Reference Sale Agreement, the Purchaser agrees to purchase shares representing 80% of the share capital and voting rights of each of Fidelidade, Multicare and Cares. In addition, the Purchaser agrees to purchase additional shares representing up to 5% of the share capital and voting rights of Fidelidade at the same consideration payable for each share of Fidelidade under the Direct Reference Sale Agreement, to the extent such shares are not acquired by employees of the Insurance Companies under the Employee IPO. The remainder of the share capital and voting rights of the Insurance Companies (not owned by the Company or employees of the Insurance Companies) will continue to be owned by CSS. The Insurance Companies form the largest insurance group in Portugal, with the largest market shares in both life and non-life insurance, and across most major individual products. They benefit from a diversified distribution platform (particularly exclusive access to CGD's more than 800 branches) and a portfolio of highly recognizable brands.
Consideration	The aggregate consideration for the acquisition of the Insurance

Companies under the Direct Reference Sale Agreement is Euro 1 billion subject to an adjustment equivalent to the difference between the final NAV at the end of the month prior to Completion and at 30 June 2013, if any.

The consideration payable for the further acquisition of up to 5% of the share capital of Fidelidade is approximately Euro 58.5 million, being calculated by multiplying 6,050,000 shares of Fidelidade (representing 5% of the share capital of Fidelidade) by approximately Euro 9.66352 per share of Fidelidade, subject to the same adjustment as stated above.

The consideration for the Acquisition was determined through arm's length negotiations among the parties to the Direct Reference Sale Agreement by reference to, among other matters:

(i) the value of the assets and business of the Insurance Companies; and

(ii) the factors set out in the section headed "Reasons for and Benefits of the Acquisition".

According to the Portuguese generally accepted accounting principles, the net profits (both before and after taxation) of the Insurance Companies (on an aggregate basis) for the two financial years immediately preceding the Acquisition are as follows:

	For the year ended 31 December	
	2013 (unaudited) *approximately Euro million*	**2012** (unaudited) *approximately Euro million*
Net profit before tax	155.7	163.8
Net profit after tax	113.5	105.8

The unaudited total assets value and net assets value of the Insurance Companies (on an aggregate basis) were approximately Euro 12,812.9 million and approximately Euro 1,278.0 million, respectively, as at 31 December 2013.

The consideration will be satisfied by a combination of the internal resources of the Group and of external financing, such as bank loans and/or other means as the Company may consider appropriate.

Payment and Completion	1. Euro 100 million has already been paid by the Purchaser as a prepayment to the Vendor pursuant to the Direct Reference Sale Agreement; in addition, bank guarantees in respect of the remaining consideration of Euro 900 million as well as the consideration for the potential additional shares of Fidelidade of approximately Euro 58.5 million have been provided; 2. the remaining consideration of Euro 900 million will be settled upon Completion; 3. any adjustment payment relating to changes in NAV will be made by the Purchaser or the Vendor (as appropriate) within 20 Business Days upon presentation of the price adjustment report (which shall be ready within 45 Business Days from the date of Completion) to the Purchaser and the Vendor; and 4. any consideration payable for the acquisition of shares of Fidelidade left over from the Employee IPO will be paid within 20 Business Days from the notice of the Vendor to the Purchaser of completion of the Employee IPO. Completion shall take place on the last Business Day of the month after CSS is satisfied all conditions precedent set out in the Direct Reference Sale Agreement have been met, except if otherwise agreed between the Parties. Further announcement(s) will be made in relation to any closing adjustment on consideration (if any) and further acquisition of the shares of Fidelidade upon the completion of the Employee IPO (if any), if and when appropriate, in compliance with the applicable requirements of the Listing Rules.
Conditions precedent	Completion is conditional upon the fulfilment of, *inter alia*, the following conditions precedent (except if waived by the Parties) on or before 9 months after the date of the Direct Reference Sale Agreement: (i) If legally required, the Purchaser obtaining, as soon as possible after the date of the Direct Reference Sale Agreement, a decision of non-opposition, expressed or implied, with or without being subject to conditions and obligations, by the competent competition authorities; and (ii) The Purchaser obtaining, as soon as possible after the date of the Direct Reference Sale Agreement, a decision of non-opposition by the Insurance Institute of Portugal, to the acquisition by the Purchaser of a qualifying holding in

	the Insurance Companies, without conditions or obligations or with conditions and obligations which do not have a relevant materially adverse impact on the current business of the Insurance Companies or of the Purchaser.
Other major terms	*Vendor's Right to Opt-out:* prior to the date of Completion, the Vendor will calculate the preliminary NAV as at the date of the end of the month prior to the Completion, and if the price resulting from the preliminary NAV is lower than the price that was calculated on the basis of the NAV as at 30 June 2013 by 10% or more, the Vendor has the option of (1) going ahead with the Completion, or (2) terminating the Direct Reference Sale Agreement, subject to the reimbursement of the Company and the Purchaser in respect of their transaction expenses incurred up to a maximum of Euro 7 million (on an aggregate basis), and returning the prepayment of Euro 100 million (together with any accrued interest) paid by the Purchaser and the bank guarantees, all within 20 Business Days upon the date of the termination.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Insurance Companies will become subsidiaries of the Company upon Completion and remain principally engaged in insurance business in Portugal, which is a core business, a key growth engine and a strategic priority for the Group. The Group regards the development of the insurance business as an attractive way to connect the Group's investment capability to high-quality long-term capital. The Acquisition is another milestone in the Group's path towards internationalization, will further expand the Group's insurance business, and will strengthen the Group's capability to access high-quality long-term capital.

In particular, the Company believes the following benefits can be achieved:

1. the unaudited total assets of the Insurance Companies as of 31 December 2013 amounted to approximately Euro 12.8 billion. The Company plans to apply its investment and asset allocation capabilities to enhance the Insurance Companies' performance;
2. synergies could be achieved between the investments of the insurance segment of the Group and the Insurance Companies; and
3. the Company will regard the Insurance Companies as part of the Group's platform for business development in the European Union and Portuguese-speaking countries, involving cooperation in both insurance and non-insurance projects.

The Directors (including the independent non-executive Directors) are of the view that the Acquisition is in the ordinary and usual course of business of the Group, and that the terms of the Direct Reference Sale Agreement are on normal commercial terms and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Acquisition exceeds 25% and is less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the approval by the Shareholders under the Listing Rules.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, no Shareholder or any of their respective associates have any material interest in the Direct Reference Sale Agreement and the Acquisition, thus no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Direct Reference Sale Agreement and the Acquisition. The Company has obtained a written shareholder approval from Fosun Holdings Limited, the controlling Shareholder holding approximately 79.03% of the total issued shares of the Company as at the date of this announcement, in lieu of holding a general meeting to approve the Direct Reference Sale Agreement and the Acquisition in accordance Rule 14.44 of the Listing Rules.

Despite that the consideration payable for the Acquisition is subject to adjustment as contemplated under the Direct Reference Sale Agreement, it is currently contemplated that any such adjustment will not result in a change in the classification of the Acquisition (i.e. the consideration ratio (as defined under Rule 14.04(9) of the Listing Rules) for the adjusted consideration of the Acquisition will, in any event, not exceed 100%). The Company will comply with the relevant requirements of the Listing Rules if there is an upward change in the classification of the transaction after the consideration is finalized.

GENERAL INFORMATION ON THE PARTIES

The Company

The principal businesses of the Company include (i) insurance; (ii) industrial operations; (iii) investment; and (iv) asset management.

CGD

CGD is the largest international bank in Portugal, with a nationwide distribution platform of more than 800 branches with more than 4 million customers in Portugal. As of September 2013, CGD’s market share was 21.6% by customer loans and 28.0% by deposits. CGD is also present in selected international markets including Spain, Mozambique, Angola, Macau and Brazil.

CSS

CSS is the largest insurance group in Portugal, contributing to approximately 30% of the nation’s insurance market. It has leading market shares in life and general insurance in Portugal, as per the report issued by Associação Portuguesa de Seguradores (Portuguese Insurers Association) in April 2013. Its position is supported by a diversified distribution platform – including exclusive access to CGD’s leading branch network – and a highly-recognized portfolio of brands.

GENERAL

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DEFINITIONS

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

"Acquisition"	the acquisition of 80% of the share capital and voting rights of each of Fidelidade, Multicare and Cares as contemplated under the Direct Reference Sale Agreement as well as the further acquisition of shares of Fidelidade (up to 5% of the share capital and voting rights of Fidelidade) not purchased by employees of the Insurance Companies under the Employee IPO
"Board"	the board of Directors of the Company
"Business Day"	a day other than a Saturday, Sunday or holiday in Portugal
"Cares"	Cares – Companhia de Seguros, S.A., a company incorporated under the laws of Portugal, being one of the Insurance Companies
"CGD"	Caixa Geral de Depósitos, S.A., a company incorporated under the laws of Portugal
"Company" or "Fosun"	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
"Completion"	completion of the acquisition of the 80% of the share capital and voting rights of each of the three Insurance Companies as contemplated under the Direct Reference Sale Agreement
"CSS" or "Vendor"	Caixa Seguros e Saúde, SGPS, S.A., the insurance arm of a state-owned bank CGD, and wholly owns the

	Insurance Companies and the vendor under the Direct Reference Sale Agreement
"Direct Reference Sale Agreement"	the Direct Reference Sale Agreement dated 7 February 2014 entered into between the Purchaser and the Vendor in relation to the Acquisition
"Directors"	the directors of the Company
"Euro"	Euro, the official currency of the Eurozone
"Fidelidade"	Fidelidade – Companhia de Seguros, S.A., a company incorporated under the laws of Portugal, being one of the Insurance Companies
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Insurance Companies"	collectively, Fidelidade, Multicare and Cares
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Multicare"	Multicare – Seguros de Saúde, S.A., a company incorporated under the laws of Portugal, being one of the Insurance Companies
"NAV"	the net asset value of the Insurance Companies to be determined in accordance with certain agreed principles pursuant to the terms of the Direct Reference Sale Agreement
"PRC"	the People's Republic of China
"Purchaser"	Millennium Gain Limited, an indirect wholly-owned subsidiary of the Company, the purchaser under the Direct Reference Sale Agreement
"Shareholder(s)"	holder(s) of the issued ordinary share(s) of HKD0.10 each in the issued share capital of the Company

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

Shanghai, the PRC, 7 February 2014

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 and Mr. Wu Ping; the non-executive director is Mr. Fan Wei; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Andrew Y. Yan, Mr. Zhang Huaqiao and Mr. David T. Zhang.