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FOSUN 复星
FOSUN INTERNATIONAL LIMITED
*(Incorporated in Hong Kong with limited liability
under the Companies Ordinance)*
(Stock Code: 00656)

FORTE 复地
復地（集團）股份有限公司
SHANGHAI FORTE LAND CO., LTD.*
*(a sino-foreign joint stock limited company incorporated in the
People's Republic of China with limited liability)*
(Stock Code: 02337)

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL OFFER
BY STANDARD CHARTERED BANK (HONG KONG) LIMITED
ON BEHALF OF
FOSUN INTERNATIONAL LIMITED
FOR ALL THE ISSUED H SHARES IN
SHANGHAI FORTE LAND CO., LTD. (OTHER THAN THOSE ALREADY HELD BY
FOSUN INTERNATIONAL LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

**VOLUNTARY CONDITIONAL OFFER
BY FOSUN INTERNATIONAL LIMITED
FOR ALL THE ISSUED DOMESTIC SHARES IN
SHANGHAI FORTE LAND CO., LTD. (OTHER THAN THOSE ALREADY HELD BY
FOSUN INTERNATIONAL LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

**PROPOSED WITHDRAWAL OF LISTING OF
SHANGHAI FORTE LAND CO., LTD.**

ANNOUNCEMENT OF POLL RESULTS OF THE H SHARE CLASS MEETING

**Financial adviser to
Fosun International Limited**



Standard Chartered Bank (Hong Kong) Limited

**Independent Financial Adviser to the Independent Board Committee of
Shanghai Forte Land Co., Ltd.**

 **SOMERLEY LIMITED**

* For identification purpose only

The boards of the Offeror and Forte are pleased to announce that the H Share Class Meeting was duly held on 11 April 2011, during which the Delisting Resolutions were duly passed by way of poll.

Forte H Shareholders are advised that apart from the passing of the Delisting Resolutions by the Independent H Shareholders at the H Share Class Meeting, the H Share Offer is conditional on, amongst others, valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) such that, following acquisition of such H Shares, the Offeror would hold not less than 90% in nominal value of the H Shares carrying voting rights then exercisable at a general meeting of the Forte H Shareholders.

Forte H Shareholders are further advised that unless the H Share Offer becomes or is declared unconditional before Thursday, 21 April 2011, or is revised or extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. (Hong Kong time) on Thursday, 21 April 2011.

INTRODUCTION

References are made to (i) the announcement jointly issued by the Offeror and Forte dated 20 January 2011; (ii) the Composite Document jointly issued by the Offeror and Forte dated 25 February 2011; and (iii) the announcement jointly issued by the Offeror and Forte in relation to the despatch of the Composite Document dated 25 February 2011.

Unless the context requires otherwise, terms defined in the Composite Document have the same meanings when used in this announcement.

RESULTS OF THE H SHARE CLASS MEETING

The boards of the Offeror and Forte are pleased to announce that the H Share Class Meeting was duly held on 11 April 2011, during which the special resolutions proposed in relation to, among other things, the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange (the “Delisting Resolutions”) were duly passed by way of poll.

The H Share Class Meeting was held at 10:00 a.m. (Hong Kong time) on 11 April 2011 at the conference room of Forte, Fuxing Business Building, 2 Fuxing Road East, Shanghai, the PRC. A poll was demanded by the chairman of the H Share Class Meeting for voting on the Delisting Resolutions. The poll results in respect of the Delisting Resolutions were as follows:

Special resolutions	Number of votes	
	For	Against
(1) To approve the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange (the “ Delisting Resolution 1 ”); and	312,294,847 H Shares (96.0001%) ^{Note 1}	13,012,000 H Shares (1.7829%) ^{Note 2}
(2) To authorise any director of Forte to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal (the “ Delisting Resolution 2 ”).	312,270,847 H Shares (95.9998%) ^{Note 1}	13,012,000 H Shares (1.7829%) ^{Note 2}

Notes:

1. Based on total number of the votes attaching to the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting;
2. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.

The holding of the H Share Class Meeting was in compliance with the requirements of the Company Law of the PRC and the articles of association of Forte. The H Share Class Meeting was chaired by Mr. Zhang Hua, chairman of Forte.

The holders of 729,828,122 H Shares (being the number of the H Shares held by the Independent H Shareholders) were entitled to attend and vote on the Delisting Resolutions at the H Share Class Meeting.

There was no H Share entitling the holder to attend and vote only against the Delisting Resolutions at the H Share Class Meeting.

The Offeror and parties acting in concert with it were required to, and did, abstain from voting in respect of the Delisting Resolutions in accordance with the Takeovers Code.

The number of H Shares held by the Independent H Shareholders in attendance either in person or by proxy at the H Share Class Meeting represented 720,586,020 H Shares entitled to attend and vote on the Delisting Resolutions, or approximately 98.73% of the total number of H Shares entitled to attend and vote on the Delisting Resolutions.

The number of H Shares held by the Independent H Shareholders in attendance either in person or by proxy at the H Share Class Meeting which voted for or against the Delisting Resolution 1 represented 325,306,847 H Shares entitled to attend and vote on the Delisting Resolutions, or approximately 44.57% of the total number of H Shares entitled to attend and vote on the Delisting Resolutions. The number of H Shares held by the Independent H Shareholders in attendance either in person or by proxy at the H Share Class Meeting which voted for or against the Delisting Resolution 2 represented 325,282,847 H Shares entitled to attend and vote on the Delisting Resolutions, or approximately 44.57% of the total number of H Shares entitled to attend and vote on the Delisting Resolutions.

Computershare Hong Kong Investor Services Limited, the H share registrar, together with Chen & Co. Law Firm, the Forte's PRC's legal counsel, acted as the scrutineers for vote-taking at the H Share Class Meeting.

More than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of the Delisting Resolutions. In addition, the number of votes cast against the Delisting Resolutions at the H Share Class Meeting amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders.

As such, the Delisting Resolutions were duly passed pursuant to Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code.

MINIMUM CONDITION AND THE FIRST CLOSING DATE

Forte H Shareholders are advised that apart from the passing of the Delisting Resolutions by the Independent H Shareholders at the H Share Class Meeting, the H Share Offer is conditional on, amongst others, valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) such that, following acquisition of such H Shares, the Offeror would hold not less than 90% in nominal value of the H Shares carrying voting rights then exercisable at a general meeting of the Forte H Shareholders (the "**Minimum Condition**").

Forte H Shareholders are further advised that unless the H Share Offer becomes or is declared unconditional before Thursday, 21 April 2011, or is revised or extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. (Hong Kong time) on Thursday, 21 April 2011 (the "**First Closing Date**").

WITHDRAWAL OF LISTING

Accordingly, Forte will apply to the Hong Kong Stock Exchange for the withdrawal of the listing of the H Shares on the Hong Kong Stock Exchange with effect from 9:00 a.m. (Hong

Kong time) on Friday, 13 May 2011. Subject to the satisfaction of any condition for delisting the H Shares from the Hong Kong Stock Exchange and the receipt of any regulatory approvals required, the H Shares will be delisted from the Hong Kong Stock Exchange from 9:00 a.m. (Hong Kong time) on Friday, 13 May 2011.

SUBSEQUENT OFFER PERIOD

Forte H Shareholders should note that if the H Share Offer becomes or is declared unconditional on the First Closing Date, the H Share Offer will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Thursday, 19 May 2011 (unless it is extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).

If the H Share Offer is extended, the Offeror and Forte will jointly release an announcement to that effect.

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

By Order of the Board
Shanghai Forte Land Co., Ltd.
Zhang Hua
Chairman

Shanghai, the PRC, 11 April 2011

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to Forte, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by Forte, have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of Forte jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Forte, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by the Offeror, have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the executive directors of the Offeror are Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin, Mr. Fan Wei, Mr. Ding Guoqi, Mr. Qin Xuetao and Mr. Wu Ping; the non-executive director is Mr. Liu Benren; and the independent non-executive directors are Dr. Chen Kaixian, Mr. Zhang Shengman and Mr. Andrew Y. Yan.

As at the date of this announcement, the executive directors of Forte are Mr. Fan Wei, Mr. Zhang Hua and Mr. Wang Zhe; the non-executive directors are Mr. Guo Guangchang, Mr. Feng Xiekun and Mr. Chen Qiyu; and the independent non-executive directors are Mr. Charles Nicholas Brooke, Mr. Chen Yingjie, Mr. Zhang Hongming and Ms. Wang Meijuan.