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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.**

**RESULTS IN RESPECT OF THE H SHARE OFFER AND THE H SHARE OFFER
BEING DECLARED UNCONDITIONAL IN ALL RESPECTS**

**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

As at 4:00 p.m. on Thursday, 21 April 2011, being the latest time for acceptance of the H Share Offer to be lodged on the First Closing Date, valid acceptances under the H Share Offer had been received in respect of 663,161,079 H Shares, representing approximately 62.83% of the issued H Shares and the voting rights of Forte as at the date of this announcement.

The boards of the Offeror and Forte are pleased to announce that all the H Share Conditions have been satisfied and the H Share Offer has been declared unconditional in all respects. The H Share Offer will remain open for acceptance until 4:00 p.m. on Thursday, 19 May 2011 (unless extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).

Forte has applied to the Hong Kong Stock Exchange for the withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange with effect from 9:00 a.m. on Friday, 13 May 2011. Subject to the satisfaction of any conditions for delisting the H Shares from the Hong Kong Stock Exchange and the receipt of any regulatory approvals required for such delisting, the H Shares will be delisted from the Hong Kong Stock Exchange from 9:00 a.m. on Friday, 13 May 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; (iii) the announcement jointly issued by the Offeror and Forte dated 25 February 2011 in relation to the despatch of the Composite Document; and (iv) the announcement jointly issued by the Offeror and Forte dated 11 April 2011 in relation to the poll results of the H Share Class Meeting.

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

LEVEL OF ACCEPTANCES AND THE H SHARE OFFER BEING DECLARED UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on Thursday, 21 April 2011, being the latest time for acceptance of the H Share Offer to be lodged on the First Closing Date, valid acceptances under the H Share Offer had been received in respect of 663,161,079 H Shares, representing approximately 62.83% of the issued H Shares and the voting rights of Forte as at the date of this announcement. Together with the H Shares already owned by the Offeror and parties acting in concert with it, this results in the Offeror and parties acting in concert with it holding approximately 93.68% in nominal value of the H Shares which is 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 as at the date of this announcement. As set out in the Composite Document, the H Share Offer is conditional on, amongst others, minimum 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 rules of the Takeovers

Code, decide) such that, following acquisition of such H Shares, Fosun 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**”). The Offeror announces that the Minimum Condition has been satisfied.

The boards of the Offeror and Forte are pleased to announce that all the H Share Conditions have been satisfied and the H Share Offer has been declared unconditional in all respects.

INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE FORTE SHARES

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with it (not including Dahua (Group) Company Limited) held, controlled or directed 1,458,963,765 Domestic Shares (representing approximately 99.00% of the total issued Domestic Shares and the rights over the Domestic Shares) and 325,710,000 H Shares (representing approximately 30.86% of the total issued H Shares and the rights over the H Shares), representing in aggregate approximately 70.56% of the issued share capital of Forte.

Immediately before the commencement of the Offer Period, Dahua (Group) Company Limited (which is presumed, for the purpose of the Takeovers Code, to be a party acting in concert with the Offeror) held, controlled or directed 7,402,150 Domestic Shares (representing approximately 0.50% of the total issued Domestic Shares and the rights over the Domestic Shares), representing in aggregate approximately 0.29% of the issued share capital of Forte.

The Offeror and parties acting in concert with it have not acquired or agreed to acquire any Forte Shares or rights over Forte Shares during the Offer Period up to the date of this announcement. Neither the Offeror nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Forte during the Offer Period up to the date of this announcement.

LAST DAY OF TRADING

Dealings in the H Shares on the Hong Kong Stock Exchange will be terminated with effect on Friday 6 May 2011.

WITHDRAWAL OF LISTING

Forte has applied to the Hong Kong Stock Exchange for the withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange with effect from 9:00 a.m. on Friday, 13 May 2011. Subject to the satisfaction of any conditions for delisting the H Shares from the Hong Kong Stock Exchange and the receipt of any regulatory approvals required for such delisting, the H Shares will be delisted from the Hong Kong Stock Exchange from 9:00 a.m. on Friday, 13 May 2011.

SUBSEQUENT OFFER PERIOD

Forte H Shareholders should note that the H Share Offer will remain open for acceptance until 4:00 p.m. 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.

NO RIGHT OF COMPULSORY ACQUISITION

The Offeror has no rights under the laws of the PRC and the Articles of Association of Forte to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Hong Kong Stock Exchange. In addition, Forte may not continue to be subject to the Takeovers Code after the completion of the Offers.

IMPORTANT NOTICE TO NOMINEES

If you act as a nominee for other persons who are the beneficial shareholders of the H Shares, please inform the relevant beneficial owners of the terms of the H Share Offer and the implications of not accepting the H Share Offer as set out above.

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, 21 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.