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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.**

**IRREVOCABLE UNDERTAKING
IN FAVOUR OF THE H SHARE OFFER**

DESPATCH OF COMPOSITE DOCUMENT

**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.**



* For identification purpose only

The Composite Document jointly issued by the Offeror and Forte, together with the accompanying Form of Acceptance will be despatched by the Offeror and Forte jointly to the Forte H Shareholders on 25 February 2011.

The Forte H Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the H Share Offer and the withdrawal of listing of the H Shares, before deciding whether to accept the H Share Offer or not.

Reference is made to the announcements jointly issued by the Offeror and Forte on 20 January 2011 announcing the Offers and on 10 February 2011 in relation to the delay in despatch of the Composite Document. Terms defined in the Composite Document shall have the same meanings herein unless the context requires otherwise.

On 20 January 2011, the Offeror and Forte jointly announced that (i) Standard Chartered Bank, on behalf of Fosun, will make a voluntary conditional offer to acquire all of the issued H Shares (other than those already held by Fosun and parties acting in concert with it); and (ii) subject to the H Share Offer becoming unconditional in all respects, Fosun will make a voluntary conditional offer to acquire all of the issued Domestic Shares (other than those already held by Fosun and parties acting in concert with it but including the Domestic Shares held by Dahua (Group) Company Limited).

IRREVOCABLE UNDERTAKING IN FAVOUR OF THE H SHARE OFFER

On 23 February 2011, Mr. Wong Sung Kau (“**Mr. Wong**”) executed an Irrevocable Undertaking in favour of Fosun, pursuant to which Mr. Wong undertook to, within five Business Days following the despatch of the Composite Document, accept or procure the acceptance of the H Share Offer, in respect of all the H Shares owned by him as at the date of the Irrevocable Undertaking, and within five Business Days in respect of any H Shares of which he becomes the legal or beneficial owner thereafter. Mr. Wong has also undertaken to, within five Business Days following the despatch of the Composite Document, to complete and return or procure the completion and return of, relevant proxy form, in respect of all the H Shares owned by him as at the date of the Irrevocable Undertaking, and within five Business Days in respect of any H Shares of which he becomes the legal or beneficial owner thereafter and to vote in favour of any resolution proposed by Forte to approve the withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange at any shareholder meeting. As at the Latest Practicable Date, Mr. Wong holds 79,372,000 H Shares (excluding the interest of his spouse), representing approximately 10.88% of the H Shares held by the Independent H Shareholders, approximately 7.52% of the total H Shares and approximately 3.14% of the total Forte Shares.

The Irrevocable Undertaking does not restrict Mr. Wong from selling, transferring or otherwise disposing of all or any of the H Shares owned by him as at the date of the Irrevocable Undertaking or any H Shares of which he becomes the legal or beneficial owner thereafter.

The Irrevocable Undertaking shall terminate if the H Share Offer lapses or is withdrawn or Mr. Wong ceases to hold any H Shares.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, details of the Offers, a letter from Standard Chartered Bank, a letter from the board of Forte, a letter of advice from the Independent Board Committee and a letter of advice from Somerley, the Independent Financial Adviser in relation to the H Share Offer and the withdrawal of listing of the H Shares, together with the accompanying Form of Acceptance in respect of the H Share Offer, will be despatched to the Forte H Shareholders on 25 February 2011.

The Forte H Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the H Share Offer and the withdrawal of listing of the H Shares, before deciding whether to accept the H Share Offer or not.

EXPECTED TIMETABLE

The H Share Offer will commence on 25 February 2011 and the latest time and date for acceptance of the H Share Offer is at 4:00 p.m. on 21 April 2011, unless the Offeror extends the H Share Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the H Share Offer, which will state the next closing date or, if the H Share Offer has become or is declared at that time unconditional, that the H Share Offer will remain open until further notice.

The expected timetable for the H Share Offer set out below is indicative and any changes to the timetable will be jointly announced by the Offeror and Forte. All time references contained in the expected timetable refer to Hong Kong time.

Despatch date of the Composite DocumentFriday, 25 February 2011

Opening date of the H Share Offer (Note 1)Friday, 25 February 2011

Latest time for lodging transfers
of the H Shares in order to be
entitled to attend and vote at the
H Share Class Meeting4:30 p.m. on Friday, 11 March 2011

Closure of the register of
Forte for the determination
of entitlements of the Independent
H Shareholders to attend
and vote at the H Share Class Meeting.....Saturday, 12 March 2011 to
Monday, 11 April 2011
(both days inclusive)

Last day for return of reply slip
for the H Share Class Meeting (Note 2).....Monday, 21 March 2011

Latest time for lodging proxy
form in respect of the H Share
Class Meeting (Note 3)10:00 a.m. on Sunday, 10 April 2011

Record date for the H Share Class Meeting.....Monday, 11 April 2011

H Share Class Meeting.....10:00 a.m. on Monday, 11 April 2011

Announcement of the results of
the H Share Class Meeting on the
website of the Hong Kong Stock ExchangeMonday, 11 April 2011

Latest time for acceptance of
the H Share Offer on the
First Closing Date (Note 4).....4:00 p.m. on Thursday, 21 April 2011

First Closing Date (Note 5)Thursday, 21 April 2011

Announcement of the results of
the H Share Offer as at the
First Closing Date on the website
of the Hong Kong Stock Exchange.....by 7:00 p.m. on Thursday, 21 April 2011

Latest date for posting of remittances
for the amounts due under the H Share
Offer in respect of valid acceptances
received at or before the latest time for
acceptances of the H Share Offer on the
First Closing Date (assuming the H Share
Offer becomes or is declared unconditional
on the First Closing Date) (Note 6)Friday, 29 April 2011

Last day of trading the H Shares on
the Hong Kong Stock ExchangeFriday, 6 May 2011

Withdrawal of the listing of the H Shares
from the Hong Kong Stock Exchange (Note 7) . . .9:00 a.m. on Friday, 13 May 2011

Latest time and date for the H Share Offer remaining
open for acceptance (assuming the H Share Offer
becomes or is declared unconditional on the
First Closing Date) and closing of the
H Share Offer (Note 8)4:00 p.m. on Thursday, 19 May 2011

Latest time and date for posting of remittances for the
amounts due under the H Share Offer in respect of
valid acceptances received at or before the latest time
for acceptances of the H Share Offer on 19 May 2011
(being the latest date which the H Share Offer remains
open for acceptance assuming the H Share Offer
becomes or is declared unconditional on the
First Closing Date) (Note 6)Friday, 27 May 2011

Notes:

- (1) The H Share Offer is made on Friday, 25 February 2011, the date of posting of the Composite Document, and is capable of being accepted on and from that date.
- (2) Reply slip should be duly completed and returned to Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Monday, 21 March 2011 (i.e. 20 clear days prior to the date of convening of the H Share Class Meeting). Failure to return the reply slip will not affect Forte H Shareholders' right to attend the H Share Class Meeting.
- (3) Proxy form should be deposited with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event by the time stated above, in order to be valid. Completion and return of a proxy form for the H Share Class Meeting will not preclude an Independent H Shareholder from attending the H Share Class Meeting, or from attending the H Share Class Meeting and voting in person if he/she/it so wishes and if such Independent H Shareholder has notified Forte not less than 24 hours in writing before the time appointed for any adjournment of the H Share Class Meeting. In such event, the returned proxy form will be deemed to have been revoked.
- (4) Unless the H Share Offer has previously become or been declared unconditional, revised or extended, the latest time and date for acceptance of the H Share Offer is 4:00 p.m. on the First Closing Date. Please refer to Appendix I to the Composite Document for additional information on how to accept the H Share Offer.
- (5) Fosun reserves the right to extend the H Share Offer until such time and/or date as it may determine and in accordance with the Takeovers Code. Fosun will issue an announcement, stating whether the H Share Offer has been revised or extended, has expired or has become or been declared unconditional (as to acceptances or in all respects).

- (6) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 10 days of the later of the Unconditional Date and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid.
- (7) It is currently expected that the withdrawal of listing of the H Shares from the Hong Kong Stock Exchange would happen at 9:00 a.m. on 13 May 2011, subject to the satisfaction of any conditions for delisting such securities from the Hong Kong Stock Exchange, and receipt of any regulatory approvals required for such delisting.
- (8) In accordance with Rule 15.3 of the Takeovers Code, where the H Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the H Share Offer is closed to the Independent H Shareholders who have not accepted the H Share Offer if the announcement to extend the H Share Offer does not state the next closing date. Fosun will extend the 14-day period under Rule 15.3 of the Takeovers Code to 28 calendar days.

WARNING

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 Shares Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects, 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.

Once all of the conditions of the H Share Offer have been either satisfied or, waived by the Offeror, the H Share Offer will be declared unconditional and the H Share Offer will be extended for a subsequent period of 28 calendar days.

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, 25 February 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.