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FOSUN PHARMA **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

復星國際有限公司

FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

JOINT ANNOUNCEMENT

THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF SHANGHAI HENLIUS ON THE MAIN BOARD OF THE HONG KONG STOCK EXCHANGE

FINAL OFFER PRICE

The boards of directors of Fosun Pharma and Fosun International are pleased to announce that the final Offer Price in respect of the Shanghai Henlius H Shares to be issued under the Global Offering (the “**Shanghai Henlius Offer Shares**”) is HK\$49.60 per Shanghai Henlius Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

1. INTRODUCTION

Fosun Pharma refers to its announcements dated 27 September 2018, 13 December 2018, 5 July 2019, 21 August 2019, 25 August 2019, 10 September 2019 and 12 September 2019 (the “**Fosun Pharma Announcements**”) and the circular to its shareholders dated 11 October 2018 (the

“**Fosun Pharma Circular**”) relating to the Proposed Spin-off and Listing. The Proposed Spin-off and Listing were approved by Fosun Pharma’s shareholders at the 2018 First Extraordinary General Meeting held on 27 November 2018.

Fosun International refers to its announcements dated 27 September 2018, 13 December 2018, 5 July 2019, 21 August 2019, 25 August 2019, 10 September 2019 and 12 September 2019 (the “**Fosun International Announcements**”) relating to, among other things, the Proposed Spin-off and Listing.

Unless the context otherwise requires, terms defined in the Fosun Pharma Announcements, the Fosun Pharma Circular and the Fosun International Announcements shall have the same meanings as those used in this announcement.

2. DETERMINATION OF THE FINAL OFFER PRICE

The final Offer Price in respect of the Shanghai Henlius Offer Shares is HK\$49.60 per Shanghai Henlius Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

If the Global Offering proceeds at the final Offer Price of HK\$49.60 per Shanghai Henlius Offer Share, the market capitalisation of Shanghai Henlius immediately following the completion of the Global Offering will be approximately HK\$26,740.8 million (assuming that the Over-allotment Option is not exercised).

3. INTERNATIONAL UNDERWRITING AGREEMENT

On 17 September 2019, the International Underwriting Agreement relating to the International Offering was entered into by, among others, Shanghai Henlius and the underwriters of the International Offering (the “**International Underwriters**”).

Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for, or procure subscribers to subscribe for, the Shanghai Henlius Offer Shares being offered pursuant to the International Offering at the final Offer Price of HK\$49.60 per Shanghai Henlius Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

In addition, under the International Underwriting Agreement, Shanghai Henlius has granted to the International Underwriters the Over-allotment Option pursuant to which Shanghai Henlius may be required to issue up to an aggregate of 9,704,300 Shanghai Henlius Offer Shares, representing not more than 15% of the Shanghai Henlius Offer Shares initially available under the Global Offering, at the final Offer Price, to cover over-allocations in the International Offering, if any.

4. LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the current timetable, (i) Shanghai Henlius is expected to be listed on the Main Board of the Hong Kong Stock Exchange on Wednesday, 25 September 2019 and (ii) the Shanghai Henlius H Shares are expected to commence dealing on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on Wednesday, 25 September 2019. The Shanghai Henlius H Shares will be traded in board lots of 100 Shanghai Henlius H Shares each and the stock code is 2696.

5. GENERAL

The Global Offering (including the Preferential Offering) is subject to, among other things, the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

Accordingly, shareholders and potential investors of Fosun Pharma and/or Fosun International should be aware that there is no assurance that the Proposed Spin-off and Listing (including the Preferential Offering) will proceed. Shareholders and potential investors of Fosun Pharma and/or Fosun International should exercise caution when dealing in or investing in the securities of Fosun Pharma and/or Fosun International. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

Further announcements will be made by Fosun Pharma and Fosun International in respect of the Proposed Spin-off and Listing as and when appropriate.

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

18 September 2019

As at the date of this announcement, the executive directors of Fosun Pharma are Mr. Chen Qiyu, Mr. Yao Fang and Mr. Wu Yifang; the non-executive directors are Mr. Xu Xiaoliang, Mr. Wang Can, Ms. Mu Haining and Mr. Liang Jianfeng; and the independent non-executive directors are Mr. Jiang Xian, Dr. Wong Tin Yau Kelvin, Ms. Li Ling and Mr. Tang Guliang.

As at the date of this announcement, the executive directors of Fosun International are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Qin Xuetao, Mr. Wang Can and Mr. Gong Ping; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Mr. Yang Chao and Dr. Lee Kai-Fu.

* For identification purposes only