FOSUN 复星

復星國際有限公司
FOSUN INTERNATIONAL LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00656)

MAJOR TRANSACTION IN RELATION TO DEEMED DISPOSAL OF EQUITY INTEREST IN JEWELRY FASHION GROUP

BACKGROUND

Yuyuan (a subsidiary of the Company) planned to introduce investors to its subsidiary Jewelry Fashion Group through capital increase and equity expansion. The planned financing amount did not exceed RMB2 billion, and the total number of investors did not exceed 40.

THE CAPITAL INCREASE

On 13 June 2025, Yuyuan, Shanghai Yuyijin, Heze Zhuying, BOCOM Investment (the existing shareholders of the Target Company), BOC Investment (as an investor) and the Target Company entered into the Capital Increase Agreement, pursuant to which, the parties agreed BOC Investment would subscribe for the Target Company's newly increased registered capital of RMB96,352,578 with RMB400 million, representing 3.5596% of the enlarged total share capital of the Target Company after the Capital Increase. Upon completion of the Capital Increase, the Company will indirectly hold 91.03% of the enlarged total share capital of the Target Company through Yuyuan, and the Target Company will remain a subsidiary of the Company.

THE PREVIOUS CAPITAL INCREASES

On 20 November 2024, Yuyuan, Shanghai Yuyijin, Heze Zhuying (the then shareholders of the Target Company) and the Target Company entered into several Investment Agreements with 36 External Investors, pursuant to which, the parties agreed that the 36 External Investors each would make capital contributions in cash to Heze Zhuying and subsequently obtain indirect equity interest in the Target Company through Heze Zhuying's capital increase in the Target

Company. The External Investors made an aggregate capital contribution of RMB770 million in Heze Zhuying, representing 78.5714% of its partnership interest, and became limited partners of Heze Zhuying; Senche Business Consulting (a wholly-owned subsidiary of Yuyuan), as the general partner of Heze Zhuying, made a capital contribution of RMB10 million in Heze Zhuying, representing 1.0204% of its partnership interests; Star Select Data Technology (a wholly-owned subsidiary of Yuyuan), as a limited partner of Heze Zhuying, made a capital contribution of RMB200 million, representing 20.4082% of its partnership interest. Subsequent to the capital contributions, Heze Zhuying remains consolidated in the financial statements of Yuyuan. Heze Zhuying subscribed for the Target Company's newly increased registered capital of RMB241,972,889 with a total consideration of RMB980 million in cash, representing 9.8196% of the enlarged total share capital of the Target Company after such investment.

On 20 December 2024, Yuyuan, Shanghai Yuyijin, Heze Zhuying (the then shareholders of the Target Company), BOCOM Investment (as an investor) and the Target Company entered into the BOCOM Capital Increase Agreement, pursuant to which, the parties agreed BOCOM Investment would subscribe for the Target Company's newly increased registered capital of RMB146,328,846 with RMB600 million, representing 5.6054% of the enlarged total share capital of the Target Company after such capital increase.

Before and upon completion of the Aggregate Capital Increases, the Company indirectly held 100% and will hold 91.03% of the total equity interest in the Target Company through Yuyuan respectively (assuming that there will be no change in the total share capital of the Target Company from the date of this announcement to the date of completion of the Aggregate Capital Increases).

LISTING RULES IMPLICATIONS

The Aggregate Capital Increases shall constitute a deemed disposal of the equity interest in the Target Company held by the Company through Yuyuan under Rule 14.29 of the Listing Rules. As the Aggregate Capital Increases were entered into within a 12-month period, the Aggregate Capital Increases are required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Aggregate Capital Increases exceed 25% but all such percentage ratios are less than 75%, the Aggregate Capital Increases constitutes a major transaction of the Company and are therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The relevant agreements for the Aggregate Capital Increases include Put Options of Investors, and the exercise of Put Options of Investors is not subject to the discretion of the Target Company, the Company or Yuyuan. Pursuant to Rule 14.74(1) of the Listing Rules, the grant of

Put Options of Investors under the relevant agreements for the Aggregate Capital Increases shall be classified as if the Put Options of Investors had been exercised. As the grant of Put Options of Investors under the Aggregate Capital Increases were entered into within a 12-month period, they are required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. Having considered the maximum Put Options Consideration of External Investors payable to the 36 External Investors, the exercise periods of the Put Options of Institutional Investors, the discretionary power of Yuyuan in determining the Put Options Consideration of Institutional Investors, and the negotiations among the relevant parties, it is expected that one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the full exercise of the Put Options of Investors granted under the Aggregate Capital Increases exceed 25% but all such percentage ratios are less than 75%, the granting of Put Options of Investors is expected to constitute a major transaction of the Company and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Under the relevant agreements in respect of the Aggregate Capital Increases, the Yuyuan Parties were granted the Yuyuan Repurchase of External Investors' Interests and the Yuyuan Equity Purchase Right, which are exercisable at the discretion of the Yuyuan Parties. Pursuant to Rule 14.75(1) of the Listing Rules, only the premium (which is zero) will be considered in calculating the applicable percentage ratios in respect of the grant of such rights. The Company will comply with the applicable requirements under the Listing Rules upon the exercise of such rights.

To the best of the knowledge, information and belief of the Directors, and after having made all reasonable enquiries, no shareholders or any of their respective associates (as defined under the Listing Rules) has any material interest in the Capital Increase, thus no shareholder is required to abstain from voting if the Company was to convene a general meeting for the approval of the Capital Increase. The Company has obtained a written shareholder's approval from Fosun Holdings Limited (the controlling shareholder of the Company, being the beneficial owner of 5,953,772,843 shares of the Company as at the date of this announcement, representing approximately 73.04% of the total issued shares of the Company) in lieu of holding a general meeting to approve the Capital Increase and the grant of the put option right under the Shareholders' Agreement as required under Rule 14.44 of the Listing Rules. Pursuant to Rule 14.41(a) of the Listing Rules, a circular, which will include, among other things, further details in respect of the Capital Increase, must be despatched to the shareholders of the Company within 15 business days (as defined under the Listing Rules) after the publication of this announcement. As additional time is required to prepare and finalize the information contained in the circular, the Company will apply to the Hong Kong Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules and for an extension of time for the despatch of the circular to the shareholders of the Company.

THE CAPITAL INCREASE

On 13 June 2025, Yuyuan, Shanghai Yuyijin, Heze Zhuying, BOCOM Investment (the existing shareholders of the Target Company), BOC Investment (as an investor) and the Target Company entered into the Capital Increase Agreement, pursuant to which, the parties agreed BOC Investment would subscribe for the Target Company's newly increased registered capital of RMB96,352,578 with RMB400 million, representing 3.5596% of the enlarged total share capital of the Target Company after the Capital Increase. Upon completion of the Capital Increase, the Company will indirectly hold 91.03% of the enlarged total share capital of the Target Company through Yuyuan, and the Target Company will remain a subsidiary of the Company. On the same day, the above-mentioned parties also entered into the Shareholder Agreement, which stipulated certain shareholders' rights.

THE CAPITAL INCREASE AGGREMENT

The principal terms of the Capital Increase Agreement are set out below:

Date	13 June 2025
Parties	The investor: BOC Investment The existing shareholders of the Target Company: Yuyuan, Shanghai Yuyijin, Heze Zhuying, BOCOM Investment The Target Company: Jewelry Fashion Group To the best of the Directors' knowledge, information and belief, and after having made all reasonable enquiries, the parties to the Capital Increase Agreement and their ultimate beneficial owners (save as disclosed below) are third parties independent of the Company and its connected persons.
The Capital Increase	BOC Investment would subscribe for the Target Company's newly increased registered capital of RMB96,352,578 with RMB400 million, representing 3.5596% of the enlarged total share capital of the Target Company after the Capital Increase.
Consideration and Payment Arrangement	The amount of the Capital Increase is RMB400 million (the "**Capital Increase Price**"). Within 10 Business Days after all the conditions precedent specified in the Capital Increase Agreement are satisfied, BOC Investment shall pay the entire Capital Increase Price in a single installment to the capital supervision account (the "**Fund Account**") opened by the Target

Company at a bank designated by BOC Investment. The date on which BOC Investment pays the full Capital Increase Price shall be the payment date of the Capital Increase Price (the “**Capital Increase Price Payment Date**”).

Basis for Consideration

Pursuant to the Valuation Report, the net assets of the Target Company as of the Valuation Benchmark Date were valued at RMB9,016 million. The parties to the Capital Increase mutually agreed considering the following factors: (i) the net assets valuation of the Target Company as at the Valuation Benchmark Date; and (ii) the audited consolidated net profit of the Target Company for the second half of 2024 (RMB241.2886 million). The parties to the Capital Increase confirmed that the overall valuation of the Target Company before the Capital Increase (the “**Pre-Capital Increase Valuation**”) shall be the sum of the aforementioned items (i) and (ii). All parties agreed to use the Pre-Capital Increase Valuation as the basis for the consideration of the Capital Increase in the Target Company by BOC Investment.

The shareholding percentage of BOC Investment after the Capital Increase, i.e. 3.5596%, is calculated based on the following formula:

the Capital Increase amount of RMB400 million / (the Capital Increase amount of RMB400 million + the Pre-Capital Increase Valuation + Heze Zhuying’s investment amount of RMB980 million + BOCOM Investment’s investment amount of RMB600 million)

Completion

From the Capital Increase Price Payment Date, BOC Investment will become a shareholder of the Target Company, and shall, by virtue of its shareholdings in the Target Company, enjoy shareholders’ rights and undertake shareholders’ obligations. The Target Company and Yuyuan shall complete the application documents for commercial registration amendments in relation to the Capital Increase and submit the application for the commercial registration amendments within 30 Business Days from the Capital Increase Price Payment Date, and complete the commercial registration amendments in relation to the Capital Increase within 6 months from the Capital Increase Price Payment Date. The documents agreed in the Capital Increase Agreement shall also be delivered to BOC Investment.

Following the completion of the Capital Increase, the shareholding structure of the Target Company is as follows:

Shareholder Name	Shareholding Percentage
Yuyuan	81.2752%
Shanghai Yuyiin	0.8202%
Heze Zhuying	8.9392%
BOCOM Investment	5.4059%
BOC Investment	3.5596%
Total	**100%**

Conditions Precedent

The conditions precedent to the performance of the payment obligations for the Capital Increase by BOC Investment represent that before the Capital Increase Price Payment Date, certain conditions precedent specified in the Capital Increase Agreement have all been fulfilled or waived by BOC Investment, and Yuyuan and the Target Company have provided BOC Investment with written confirmation letters signed by their respective legal representatives or authorized representatives and affixed with their respective official seals confirming the fulfilment of all conditions precedent as well as relevant supporting documents. Such conditions precedent include:

(i) the transaction documents relating to the Capital Increase have been duly signed; and the revised contents of the constitution of the Target Company involved in the Capital Increase have been agreed;

(ii) except for matters disclosed in writing to BOC Investment, the representations and warranties set out in the Capital Increase Agreement are, as at the date of entering into the Capital Increase Agreement and the Capital Increase Price Payment Date, true, accurate, complete and not misleading in all material respects;

(iii) neither Yuyuan nor the Target Company has, prior to the Capital Increase Price Payment Date, committed any material breach of its obligations under the Capital Increase Agreement;

(iv) as at the Capital Increase Price Payment Date, no event or circumstance has occurred in respect of Yuyuan and the relevant companies of the Target Company that would have a material adverse effect;

(v) Yuyuan and the Target Company have obtained all necessary internal and external approvals for the Capital Increase;

(vi) the Target Company has opened the Fund Account in accordance with the provisions of the Capital Increase Agreement and has provided the relevant Fund Account details to BOC Investment; and

(vii) the Capital Increase has been duly approved and authorized by all necessary internal and external parties of BOC Investment.

If any of the conditions precedent set out in the Capital Increase Agreement have not been fulfilled within 30 Business Days from the date of entering into the Capital Increase Agreement, BOC Investment shall have the right to either extend the said period or terminate the Capital Increase Agreement by written notice.

Use of Capital Contribution	Unless otherwise approved in writing by BOC Investment in advance, the Target Company shall, and only shall, use all the Capital Increase Price exclusively for the repayment of its own and/or Yuyuan's debts to qualified financial institutions.

THE PREVIOUS CAPITAL INCREASES

CAPITAL INCREASE BY EXTERNAL INVESTORS

On 20 November 2024, Yuyuan, Shanghai Yuyijin, Heze Zhuying (the then shareholders of the Target Company) and the Target Company entered into several Investment Agreements with 36 External Investors, pursuant to which, the parties agreed that the 36 External Investors each would make capital contributions in cash to Heze Zhuying, and subsequently obtain indirect equity interest in the Target Company through Heze Zhuying's capital increase in the Target Company.

The External Investors made an aggregate capital contribution of RMB770 million in Heze Zhuying, representing 78.5714% of its partnership interest, and became limited partners of Heze Zhuying; Senche Business Consulting (a wholly-owned subsidiary of Yuyuan), as the general partner of Heze Zhuying, made a capital contribution of RMB10 million in Heze Zhuying, representing 1.0204% of its partnership interest; Star Select Data Technology (a wholly-owned subsidiary of Yuyuan), as a limited partner of Heze Zhuying, made a capital contribution of RMB200 million, representing 20.4082% of its partnership interest. Subsequent to the capital contributions, Heze Zhuying remains consolidated in the financial statements of Yuyuan. Details of the interests of Heze Zhuying are as follows:

Name of the Partner	Type	Subscribed Capital Contribution (RMB million)	Contribution Percentage
Senche Business Consulting	general partner	10	1.0204%
Star Select Data Technology	limited partner	200	20.4082%
Shui Bo	limited partner	90	9.1837%
Chen Xi	limited partner	70	7.1429%
Cheng Yu	limited partner	40	4.0816%
Chen Bin	limited partner	50	5.1020%
Mei Jiawang	limited partner	50	5.1020%
Lin Ruizhu	limited partner	30	3.0612%
Feng Zheng	limited partner	30	3.0612%
Henan Chaomeifu E-Commerce Co., Ltd.* (河南潮美福電子商務有限公司)	limited partner	30	3.0612%
Hangzhou Fucheng Jewelry Co., Ltd.* (杭州福誠珠寶首飾有限公司)	limited partner	30	3.0612%
Weng Guanghong	limited partner	20	2.0408%
Xi'an Tianshiyuan Industrial Development Co., Ltd.* (西安市天世源實業發展有限公司)	limited partner	20	2.0408%
Weng Lili	limited partner	20	2.0408%
Pan Ruopeng	limited partner	20	2.0408%
Chengdu Furuihang Jewelry Co., Ltd.* (成都福瑞航珠寶有限公司)	limited partner	20	2.0408%
Weng Tingting	limited partner	20	2.0408%
Niu Hailiang	limited partner	20	2.0408%
Wan Jiahui	limited partner	20	2.0408%
Inner Mongolia Laifu Jewelry Co., Ltd.* (內蒙古萊福珠寶有限公司)	limited partner	15	1.5306%
Mingdao Investment (Hainan) Co., Ltd.* (明道投資（海南）有限公司)	limited partner	15	1.5306%
Ding Jieli	limited partner	10	1.0204%
Heilongjiang Yechenghuihe E-commerce Co., Ltd.* (黑龍江省業成匯合電子商務有限公司)	limited partner	10	1.0204%
Dai Xiaoling	limited partner	10	1.0204%
Wang Xin	limited partner	5	0.5102%
Li Dengli	limited partner	5	0.5102%
Weng Donglai	limited partner	10	1.0204%
Chen Jiajie	limited partner	10	1.0204%
Huang Weixiong	limited partner	10	1.0204%
Zhang Jianqing	limited partner	10	1.0204%
Zou Xiaohan	limited partner	10	1.0204%
Weng Qingrong	limited partner	10	1.0204%
Zhou Jingwei	limited partner	10	1.0204%
Zheng Chunyu	limited partner	10	1.0204%

Name of the Partner	Type	Subscribed Capital Contribution (RMB million)	Contribution Percentage
Cai Congjie	limited partner	10	1.0204%
Yao Peng	limited partner	10	1.0204%
Shanghai Juerui Network Technology Co., Ltd.* (上海爵爾瑞網絡科技有限公司)	limited partner	10	1.0204%
Liu Qingfeng	limited partner	10	1.0204%
Total		**980**	**100%**

Heze Zhuying subscribed for the Target Company's newly increased registered capital of RMB241,972,889 with a total consideration of RMB980 million in cash, representing 9.8196% of the enlarged total share capital of the Target Company after such investments. The parties to the Investment Agreements mutually agreed, based on the following factors: (i) the net assets valuation of the Target Company as at the Valuation Benchmark Date; and (ii) the financial condition and operational performance of the Target Company, that Heze Zhuying used a pre-investment valuation of RMB9,000 million of the Target Company as the basis for the consideration of the capital contribution to subscribe for the newly increased registered capital of the Target Company at a price of RMB4.05 per RMB1 of registered capital under the Investment Agreements. The Target Company intends to use the proceeds from such capital contributions for its daily operations and development.

BOCOM CAPITAL INCREASE

On 20 December 2024, Yuyuan, Shanghai Yuyijin, Heze Zhuying (the then shareholders of the Target Company), BOCOM Investment (as an investor) and the Target Company entered into the BOCOM Capital Increase Agreement, pursuant to which, the parties agreed BOCOM Investment would subscribe for the Target Company's newly increased registered capital of RMB146,328,846 with RMB600 million in cash, representing 5.6054% of the enlarged total registered capital of the Target Company after such capital increase. The parties to the BOCOM Capital Increase Agreement mutually agreed, with reference to the following factors: (i) the net assets valuation of the Target Company as at the Valuation Benchmark Date of RMB9,016 million; and (ii) the audited consolidated net profit of the Target Company for the third quarter of 2024 of RMB107.98 million, that the pre-investment valuation of the Target Company for the purpose of the BOCOM Capital Increase (the "**BOCOM Pre-Investment Valuation**") shall be the sum of the aforementioned items (i) and (ii). The parties agreed to use the BOCOM Pre-Investment Valuation as basis for the consideration for the BOCOM Capital Increase. Unless otherwise agreed in writing in advance by BOCOM Investment, the Target Company shall, and only shall, apply the entire capital contribution under the BOCOM Capital Increase Agreement exclusively towards the repayment of its own and/or Yuyuan's debts to qualified financial institutions. On the same day, the above-mentioned parties also entered into relevant shareholder agreement, which stipulated certain shareholders' rights.

Before and upon completion of the Aggregate Capital Increases, the Company indirectly held 100% and will hold 91.03% of the total equity interest in the Target Company through Yuyuan respectively (assuming that there will be no change in the total share capital of the Target Company from the date of this announcement to the date of completion of the Aggregate Capital Increases). Subsequent to the Aggregate Capital Increases, the Target Company will remain a subsidiary of the Company.

SHARE ACQUISITION RIGHTS

Under the Investment Agreements, in the event that each External Investor and/or its controlling shareholder or ultimate controller is: (i) investigated by judicial authorities on suspicion of criminal activity; (ii) included in the list of dishonest debtors by the court, and remaining on the list for more than three months since the date of inclusion without being removed in accordance with the law; or (iii) found to have violated securities laws, administrative regulations, or departmental rules and regulations, resulting in being publicly censured by the stock exchange or subject to administrative penalties by the China Securities Regulatory Commission, the Yuyuan Parties shall have the right to repurchase the equity interest of such External Investors in the Target Company or its partnership interest in Heze Zhuying in accordance with the provisions regarding the Put Options of External Investors as stipulated in the relevant Investment Agreements ("**Yuyuan Repurchase of External Investors' Interests**").

Pursuant to the relevant shareholder agreements for BOCOM Capital Increase and the Capital Increase, if the Institutional Investor fails to achieve a full exit through the capital market within the agreed investment period (details set out in the section "**PUT OPTIONS OF INVESTORS**" below), Yuyuan shall have the right (but not the obligation), from the day following the expiry of such investment period, to acquire all (but not part of) the equity interest in the Target Company held by such Institutional Investor either by itself or through a designated third party ("**Yuyuan Equity Purchase Right**").

PUT OPTIONS OF INVESTORS

Under the Investment Agreements, each External Investor shall have the right to require Yuyuan to purchase, within 30 days following the expiry of 60 months from the relevant closing date, all of (but not part of) its equity interest in the Target Company held through Heze Zhuying (calculated based on Heze Zhuying's equity interest in the Target Company multiplied by the External Investor's partnership interest in Heze Zhuying), or its entire partnership interest in Heze Zhuying ("**Put Options of External Investors**").

The consideration for the Put Options of External Investors (the “**Put Options Consideration of External Investors**”) shall be calculated as follows:

Put Options Consideration of External Investors = M1 + M2 + … + Mn – cumulative cash dividends distributed by the Target Company or profit distributions from Heze Zhuying received by the External Investor

Where M1, M2 … Mn represent each actual capital contribution made by the External Investor to Heze Zhuying × (1 + 8%N), and N refers to the number of years from the date such capital contribution was received by Heze Zhuying to the date of payment of the repurchase amount, calculated as N = number of days between the capital contribution receipt date and the repurchase payment date / 365. The repurchase amount shall be paid in cash, and shall be paid in full or be distributed to the External Investor by Yuyuan or its designated party or through Heze Zhuying within 30 days from the date the External Investor issues a written repurchase request.

Pursuant to the relevant agreements regarding the BOCOM Capital Increase and the Capital Increase, all relevant parties agreed that during the investment period (for BOCOM Investment, the investment period is within 3 years from the investment commencement date, extendable by 2 years upon mutual agreement between BOCOM Investment and Yuyuan; for BOC Investment, the investment period is within 30 months from the investment commencement date, extendable by 2 years upon mutual agreement between BOC Investment and Yuyuan; should further extension be required, the specific extended period shall be determined through negotiations between the relevant Institutional Investors and Yuyuan), in the event of any of the following, the Institutional Investor may require Yuyuan or its designated third party to purchase all or part of its equity interest in the Target Company (“**Put Options of Institutional Investors**”, together with the Put Options of External Investors, the “**Put Options of Investors**”):

(i) Occurrence of any of the following: (a) the Target Company fails to meet the agreed consolidated net profit targets for two consecutive fiscal years; (b) the Target Company fails to distribute profits to all shareholders on a pro-rata basis in accordance with the one share, one vote principle; (c) the consolidated asset-liability ratio of Yuyuan and/or the Target Company, based on audited financial reports for any fiscal year, exceeds the agreed threshold under the relevant agreement (subject to more stringent or lenient regulatory requirements, if applicable), and the issue is not resolved within the grace period provided by the Institutional Investor; (d) financial default, bankruptcy risk or liquidation events (including, but not limited to, any proceedings of bankruptcy, cessation of business, liquidation, revocation, closure, cancellation, or dissolution initiated against it or voluntarily initiated by it) of Yuyuan and/or the Target Company;

(ii) material breach of the relevant transaction documents by Yuyuan and/or the Target Company, which is not rectified within 30 days after receiving notice from the Institutional Investor;

(iii) rescission or termination of the relevant shareholder agreement and/or capital increase agreement involving the Institutional Investor.

The consideration for the Put Options of Institutional Investors shall be determined as follows:

(a) at a price based on the valuation conducted by a qualified valuation institution appointed for this purpose (the "**Consideration I**").

(b) if Yuyuan and the Institutional Investor fail to reach mutual agreement on Consideration I or the draft valuation report is not provided within the agreed period, both parties agree that the consideration shall be determined by the following formula (the "**Consideration II**", together with Consideration I, the "**Put Options Consideration of Institutional Investors**"):

Consideration II = Capital Increase Amount by the Institutional Investor + Unrealized Return

Where Unrealized Return is the amount of profit distribution the Institutional Investor has not yet received based on the annual performance targets and it is calculated as: $(P - D) / 75\%$

P refers to the total distributable profits the Target Company should have paid to the Institutional Investor from the date of investment until the full payment date of Consideration II. Annual distributable profits = annual performance target × equity interest in the Target Company held by the Institutional Investor post-closing.

D refers to the total amount of profits actually distributed by the Target Company to the Institutional Investor from the date of investment until the full payment date of Consideration II.

If Unrealized Return is negative, it shall be deemed as zero in the case with BOC Investment.

GENERAL INFORMATION OF THE PARTIES

The Company

The Company is a global innovation-driven consumer group with mission to provide high-quality products and services for families around the world in health, happiness, wealth and intelligent manufacturing segments.

Investors under the Aggregate Capital Increases

The 36 External Investors include 28 natural persons, namely Shui Bo, Chen Xi, Cheng Yu, Chen

Bin, Mei Jiawang, Lin Ruizhu, Feng Zheng, Weng Guanghong, Weng Lili, Pan Ruopeng, Weng Tingting, Niu Hailiang, Wan Jiahui, Ding Jieli, Dai Xiaoling, Wang Xin, Li Dengli, Weng Donglai, Chen Jiajie, Huang Weixiong, Zhang Jianqing, Zou Xiaohan, Weng Qingrong, Zhou Jingwei, Zheng Chunyu, Cai Congjie, Yao Peng, and Liu Qingfeng, as well as 8 limited liability companies established under the laws of the PRC which are controlled by certain natural persons, namely Henan Chaomeifu E-Commerce Co., Ltd.* (河南潮美福電子商務有限公司) (with Chen Jianyi holding 80% of its equity interest), Hangzhou Fucheng Jewelry Co., Ltd.* (杭州福誠珠寶首飾有限公司) (with Wu Liguo holding 56% of its equity interest), Xi'an Tianshiyuan Industrial Development Co., Ltd.* (西安市天世源實業發展有限公司) (with Yang Jun, Pan Zhijia and Lian Shijian holding 40%, 30% and 30% of its equity interest respectively), Chengdu Furuihang Jewelry Co., Ltd.* (成都福瑞航珠寶有限公司) (with Lin Hang holding 40% of its equity interest), Inner Mongolia Laifu Jewelry Co., Ltd.* (內蒙古萊福珠寶有限公司) (with Cai Jianfang and Pan Yuanfang holding 51% and 49% of its equity interest respectively), Mingdao Investment (Hainan) Co., Ltd.* (明道投資（海南）有限公司) (with Liu Jianbiao holding 75% of its equity interest), Heilongjiang Yechenghuihe E-Commerce Co., Ltd.* (黑龍江省業成匯合電子商務有限公司) (with Wang Zeyu holding 100% of its equity interest), Shanghai Juerui Network Technology Co., Ltd. * (上海爵爾瑞網路科技有限公司) (with Liu Yichao and Yao Shuobin holding 55% and 35% of its equity interest respectively). Except for the above disclosures, no other shareholders hold more than 30% of the equity interest in any of the aforementioned companies. The principal businesses of these 8 companies are wholesale and retail of jewelry, sales of gold and silver products, and other related businesses.

Senche Business Consulting is a limited liability company established under the laws of the PRC, and its main business is enterprise management consulting. As at the date of this announcement, it is a wholly-owned subsidiary of Yuyuan.

Star Select Data Technology is a limited liability company established under the laws of the PRC, and its main business is sales of gold and silver products, jewelry retail, sales of clock, watch and glasses, internet sales (except for the sale of licensed goods) and other related businesses. As at the date of this announcement, it is a wholly-owned subsidiary of Yuyuan.

Heze Zhuying is a limited partnership established under the laws of the PRC, and its main business is enterprise management and investment activities with its own funds. As at the date of this announcement, it is consolidated in the financial statements of Yuyuan. Its general partner is Senche Business Consulting, holding 1.0204% interest in the partnership; Star Select Data Technology is its limited partner, holding 20.4082% interest; while the remaining limited partners are the 36 External Investors, none of whom holds more than 10% interest in the partnership individually.

BOCOM Investment is a limited liability company established under the laws of the PRC, and its main business is non-banking financial services. It is a wholly-owned subsidiary of Bank of Communications Co., Ltd. ("**BOCOM**"). BOCOM's H shares and A shares are listed on the Hong Kong Stock Exchange with stock code 03328 and the Shanghai Stock Exchange with stock code 601328, respectively. As at the date of this announcement, the Ministry of Finance of the PRC is its largest shareholder.

BOC Investment is a limited liability company established under the laws of the PRC and is principally engaged in business activities approved by the banking regulatory and supervisory authorities under the State Council of China, including: acquiring bank debts owed by enterprises for debt-to-equity conversion purposes; converting such debts into equity interest and managing the equity holdings; and restructuring, transferring and disposing of debts that cannot be converted into equity. BOC Investment is a wholly-owned subsidiary of Bank of China Limited ("**BOC**"). BOC's H shares and A shares are listed on the Hong Kong Stock Exchange with stock code 03988 and the Shanghai Stock Exchange with stock code 601988, respectively. As at the date of this announcement, its controlling shareholder is Central Huijin Investment Ltd.* (中央匯金投資有限責任公司) ("**Central Huijin**"), a state-owned enterprise wholly funded by China Investment Corporation* (中國投資有限公司).

Other Parties to the Aggregate Capital Increases

Yuyuan, a joint stock company established under the laws of the PRC and whose shares are listed on the Shanghai Stock Exchange with stock code 600655, is a 61.84%-owned subsidiary of the Company as at the date of this announcement. Yuyuan is mainly engaged in consumer retail and complex real estate businesses. Its consumer retail segment includes, among others, jewelry fashion, cultural catering, food and beverage, Chinese fashion watches, beauty and health, etc..

Shanghai Yuyijin, a limited partnership established under the laws of the PRC, and its main business is enterprise management consulting. As at the date of this announcement, it is a subsidiary of Yuyuan. Its general partner is Senche Business Consulting, holding approximately 37.54% equity interest in the partnership. Among its limited partners, Mr. Xu Xiaoliang and Mr. Huang Zhen, being directors of the Company, hold approximately 6.25% and 2.5% interests in the partnership respectively, while Mr. Ni Qiang, Ms. Hao Yuming, Mr. Mao Xianghua and Mr. Zhou Bo, being directors of significant subsidiaries of the Company, hold approximately 1.33%, 0.87%, 1.33% and 1.58% interests in the partnership respectively. Mr. Zhang Jian, being the chief executive of a significant subsidiary of the Company, holds approximately 6.66% interest in the partnership. None of the limited partner holds more than 10% interest in the partnership.

To the best of the Directors' knowledge, information and belief, and after having made all reasonable enquiries, as at the date of this announcement, the parties to the agreements of the Aggregate Capital Increases and their ultimate beneficial owners (other than disclosed above), are third parties independent of the Company and its connected persons.

TARGET COMPANY

The Target Company is a limited liability company established under the laws of the PRC, primarily engaged in the wholesale and retail of gold and jewelry products. As at the date of this announcement, it is a subsidiary of Yuyuan.

The consolidated net profits (both before and after taxation) of the Target Company for the two fiscal years immediately preceding the Capital Increase in accordance with the PRC Generally Accepted Accounting Principles are as follows:

	For the year ended 31 December	
	2024	**2023**
	(audited)	**(audited)**
	approximately	**approximately**
	RMB million	**RMB million**
Net profit before tax	968.3	1,052.1
Net profit after tax	713.7	791.7

The audited consolidated net assets value of the Target Company as at 31 December 2024 was RMB5,877.9 million.

PROFIT FORECAST

As the income approach is used as the basis of the valuation of the Target Company in determining the consideration for the Aggregate Capital Increase, the valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules. The Board confirms that the profit forecast was made by the Board after due and careful enquiry. OOP CPA & Co., the reporting accountants, has reported on the arithmetical calculations of the discounted future estimated cash flows upon which the valuation prepared by the Independent Valuer were based.

The letter from the reporting accountants and letter from the Board both dated 13 June 2025 regarding the profit forecast contained in the Valuation Report are set out in Appendix II and Appendix III to this announcement, respectively, for the purpose of Rule 14.60A of the Listing Rules.

EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given their opinions or advices in this announcement:

Name	Qualification	Date of Opinion
OOP CPA & Co.	Certified Public Accountants under Professional Accountant Ordinance (Cap.50 of Laws of Hong Kong) and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance (Cap.588 of Laws of Hong Kong)	13 June 2025
Shanghai Lixin Appraisal Co., Ltd* (上海立信資産評估有限公司)	an independent valuer qualified in the PRC	12 September 2024

As at the date of this announcement, none of the above experts has any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate other persons to subscribe for securities in any member of the Group.

As at the date of this announcement, each of the above experts has given and has not withdrawn its written consent to the issue of this announcement with the inclusion of its letter and references to its name and letter, where applicable, in the form and context in which they respectively appear.

FINANCIAL IMPACT OF THE AGGREGATE CAPITAL INCREASES

The Aggregate Capital Increases are not expected to generate any gains or losses. As the Company will hold 91.03% equity interest in Jewelry Fashion Group through Yuyuan upon completion of the Aggregate Capital Increases, the Aggregate Capital Increases will not result in a change in the control of the Jewelry Fashion Group or the consolidation scope of Yuyuan's financial statements, and will not affect the overall scale of operating income of Yuyuan, the Company's subsidiary, as such will not lead to the Group recognizing any gains or losses in profit or loss.

REASONS AND BENEFITS OF THE AGGREGATE CAPITAL INCREASES

In recent years, Jewelry Fashion Group under Yuyuan has continued to focus on the jewelry fashion dominant industry, committed to building a C2M ecosystem for the industry, depicting user profiles and constructing consumption scenarios on a family basis. By deepening cooperation with upstream and downstream industries, it has built an efficient industrial ecological cooperation system to quickly, accurately, and effectively serve family customers. The Aggregate Capital Increases will facilitate the Jewelry Fashion Group in strengthening its advantages in branding, products, channels, and supply chain, thereby further enhancing its industry position and expanding its market influence.

The Directors (including the independent non-executive Directors) consider that the terms of the Capital Increase Agreement and the Shareholder Agreement are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

The Aggregate Capital Increases shall constitute a deemed disposal of the equity interest in the Target Company held by the Company through Yuyuan under Rule 14.29 of the Listing Rules. As the Aggregate Capital Increases were entered into within a 12-month period, the Aggregate Capital Increases are required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Aggregate Capital Increases exceed 25% but all such percentage ratios are less than 75%, the Aggregate Capital Increases constitutes a major transaction of the Company and are therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The relevant agreements for the Aggregate Capital Increases include Put Options of Investors, and the exercise of Put Options of Investors is not subject to the discretion of the Target Company, the Company or Yuyuan. Pursuant to Rule 14.74(1) of the Listing Rules, the grant of Put Options of Investors under the relevant agreements for the Aggregate Capital Increases shall be classified as if the Put Options of Investors had been exercised. As the grant of Put Options of Investors under the Aggregate Capital Increases were entered into within a 12-month period, they are required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. Having considered the maximum Put Options Consideration of External Investors payable to the 36 External Investors, the exercise periods of the Put Options of Institutional Investors, the discretionary power of Yuyuan in determining the Put Options Consideration of Institutional Investors, and the negotiations among the relevant parties, it is expected that one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the full exercise of the Put Options of Investors granted under the Aggregate Capital Increases exceed 25% but all such percentage ratios are less than 75%, the granting of Put Options of Investors is expected to constitute a major transaction of the Company and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Under the relevant agreements in respect of the Aggregate Capital Increases, the Yuyuan Parties were granted the Yuyuan Repurchase of External Investors' Interests and the Yuyuan Equity Purchase Right, which are exercisable at the discretion of the Yuyuan Parties. Pursuant to Rule

14.75(1) of the Listing Rules, only the premium (which is zero) will be considered in calculating the applicable percentage ratios in respect of the grant of such rights. The Company will comply with the applicable requirements under the Listing Rules upon the exercise of such rights.

To the best of the knowledge, information and belief of the Directors, and after having made all reasonable enquiries, no shareholders or any of their respective associates (as defined under the Listing Rules) has any material interest in the Capital Increase, thus no shareholder is required to abstain from voting if the Company was to convene a general meeting for the approval of the Capital Increase. The Company has obtained a written shareholder's approval from Fosun Holdings Limited (the controlling shareholder of the Company, being the beneficial owner of 5,953,772,843 shares of the Company as at the date of this announcement, representing approximately 73.04% of the total issued shares of the Company) in lieu of holding a general meeting to approve the Capital Increase and the grant of the put option right under the Shareholders' Agreement as required under Rule 14.44 of the Listing Rules. Pursuant to Rule 14.41(a) of the Listing Rules, a circular, which will include, among other things, further details in respect of the Capital Increase, must be despatched to the shareholders of the Company within 15 business days (as defined under the Listing Rules) after the publication of this announcement. As additional time is required to prepare and finalize the information contained in the circular, the Company will apply to the Hong Kong Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules and for an extension of time for the despatch of the circular to the shareholders of the Company.

WARNING

Completion of the Capital Increase is conditional on, among others, all the conditions precedent set out in the Capital Increase Agreement being satisfied. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

"Aggregate Capital Increases"	the Capital Increase and the Previous Capital Increases
"Board"	the board of directors of the Company
"BOC Investment"	Bank of China Financial Asset Investment Co., Ltd.* (中銀金融資産投資有限公司), a limited liability company established under the laws of the PRC
"BOCOM Capital Increase"	subscription of the newly increased registered capital of the Target Company by BOCOM Investment with RMB600 million in accordance with the BOCOM Capital Increase Agreement
"BOCOM Capital Increase Agreement"	the capital increase agreement entered into on 20 December 2024, between Yuyuan, Shanghai Yuyijin, Heze Zhuying (the existing shareholders of the Target Company), BOCOM Investment and the Target Company in relation to the BOCOM Capital Increase
"BOCOM Investment"	Bank of Communications Financial Asset Investment Co., Ltd.* (交銀金融資産投資有限公司), a limited liability company established under the laws of the PRC
"Business Day(s)"	days other than public holidays and weekends of the PRC
"Capital Increase"	subscription of the newly increased registered capital of the Target Company by BOC Investment with RMB400 million in accordance with the Capital Increase Agreement
"Capital Increase Agreement"	the capital increase agreement entered into on 13 June 2025, between Yuyuan, Shanghai Yuyijin, Heze Zhuying, BOCOM Investment (the existing shareholders of the Target Company), BOC Investment and the Target Company in relation to the Capital Increase
"Company"	Fosun International Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed and traded on the Main Board of the Hong Kong Stock Exchange with stock code 00656
"Directors"	the directors of the Company

"External Investor(s)" or "Each External Investor"	Shui Bo, Chen Xi, Cheng Yu, Chen Bin, Mei Jiawang, Lin Ruizhu, Feng Zheng, Henan Chaomeifu E-Commerce Co., Ltd.* (河南潮美福電子商務有限公司), Hangzhou Fucheng Jewelry Co., Ltd.* (杭州福誠珠寶首飾有限公司), Weng Guanghong, Xi'an Tianshiyuan Industrial Development Co., Ltd.* (西安市天世源實業發展有限公司), Weng Lili, Pan Ruopeng, Chengdu Furuihang Jewelry Co., Ltd.* (成都福瑞航珠寶有限公司), Weng Tingting, Niu Hailiang, Wan Jiahui, Inner Mongolia Laifu Jewelry Co., Ltd. (內蒙古萊福珠寶有限公司), Mingdao Investment (Hainan) Co., Ltd.* (明道投資(海南)有限公司), Ding Jieli, Heilongjiang Yechenghuihe E-Commerce Co., Ltd.* (黑龍江省業成匯合電子商務有限公司), Dai Xiaoling, Wang Xin, Li Dengli, Weng Donglai, Chen Jiajie, Huang Weixiong, Zhang Jianqing, Zou Xiaohan, Weng Qingrong, Zhou Jingwei, Zheng Chunyu, Cai Congjie, Yao Peng, Shanghai Juerui Network Technology Co. Ltd.* (上海爵爾瑞網路科技有限公司), Liu Qingfeng
"Group"	the Company and its subsidiaries
"Heze Zhuying"	Heze Zhuying Enterprise Management Partnership (Limited Partnership)* (菏澤珠盈企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Valuer"	Shanghai Lixin Appraisal Co., Ltd* (上海立信資產評估有限公司)
"Institutional Investor"	BOCOM Investment and BOC Investment
"Investors"	External Investors and Institutional Investors
"Investment Agreements"	several investment agreements entered into on 20 November 2024, between Yuyuan, Shanghai Yuyijin, Heze Zhuying (the then shareholders of the Target Company), the Target Company and each of the 36 External Investors regarding the capital increase in Jewelry Fashion Group
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"PRC"	the People's Republic of China and, for the purpose of this announcement only, excluding Hong Kong, the Macau Special

	Administrative Region of the PRC and Taiwan region
"Previous Capital Increases"	pursuant to the several Investment Agreements, the 36 External Investors each made the capital contributions to Heze Zhuying and subsequently obtained equity interest in the Target Company through Heze Zhuying's capital increase in the Target Company; and pursuant to the BOCOM Capital Increase Agreement, BOCOM Investment subscribed for the newly increased registered capital of the Target Company with RMB600 million
"RMB"	Renminbi, the lawful currency of the PRC
"Senche Business Consulting"	Shanghai Senche Business Consulting Co., Ltd.* (上海森澈商務諮詢有限責任公司), a limited liability company established under the laws of the PRC
"Shanghai Yuyijin"	Shanghai Yuyijin Business Consulting Partnership (Limited Partnership)* (上海豫逸金商務咨詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC
"Shareholder Agreement"	the shareholder agreement entered into on 13 June 2025 between Yuyuan, Shanghai Yuyijin, Heze Zhuying, BOCOM Investment (the existing shareholders of the Target Company), BOC Investment and the Target Company in relation to the Capital Increase, stipulating certain shareholder rights, including equity purchase rights and put option rights
"Star Select Data Technology"	Shanghai Fosun Star Select Data Technology Co., Ltd.* (上海復星星選數據科技有限公司), a limited liability company established under the laws of the PRC
"Target Company" or "Jewelry Fashion Group"	Shanghai Yuyuan Jewelry Fashion Group Co., Ltd.*(上海豫園珠寶時尚集團有限公司), a limited liability company established under the laws of the PRC
"Valuation Benchmark Date"	30 June 2024
"Valuation Report"	*The Valuation Report on the Total Equity Value of Shareholders of Shanghai Yuyuan Jewelry Fashion Group Co., Ltd.* (上海豫园珠宝时尚集团有限公司) Prepared for the Purpose of Understanding Its Value* issued by the Independent Valuer, with 30 June 2024 as the Valuation Benchmark Date, for the appraisal of the Target Company
"Yuyuan"	Shanghai Yuyuan Tourist Mart (Group) Co., Ltd.* (上海豫園旅遊商城（集團）股份有限公司), a joint stock company established

	under the laws of the PRC, is a 61.84%-owned subsidiary of the Company as at the date of this announcement whose shares are listed on the Shanghai Stock Exchange with stock code 600655
"Yuyuan Parties"	Yuyuan, Shanghai Yuyijin, and / or the Target Company
"%"	per cent

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

13 June 2025

As at the date of this announcement, the executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Huang Zhen and Mr. Pan Donghui; the non-executive directors are Mr. Li Shupei and Mr. Li Fuhua; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Dr. Lee Kai-Fu and Ms. Tsang King Suen Katherine.

**for identification purpose only.*

APPENDIX I: SUMMARY OF THE VALUATION REPORT

1. Valuation Approaches

With reference to relevant standards, three basic methods, namely the income approach, the market approach, and the cost approach (asset-based approach), can be adopted for the valuation of the enterprise.

This valuation is for the overall value of the enterprise, and domestic similar comparable listed companies can be identified. The financial data and comparable factors of comparable companies can be collected, and the impact of comparable factors on enterprise value can also be quantified. Therefore, the market approach is applicable for this valuation.

The appraised enterprise in this case is an enterprise with relatively high profitability or an enterprise with sustainable growth of future economic benefits. The expected income can be quantified, the expected income period can be predicted, and the risks borne by the expected income closely related to discounting can be predicted. Therefore, the income approach is applicable for this valuation.

The appraised enterprise in this case has a sales network and multiple well-known brands, among other intangible assets. The cost approach (asset-based approach) cannot reflect the value of these intangible assets, while the income approach and market approach are more applicable.

Based on the abovementioned applicability analysis and considering the specific situation of the appraised assets, the income approach and the market approach are respectively adopted to value the appraised assets. The valuer analyzes various preliminary value conclusions formed. On the basis of comprehensively considering the rationality of different valuation approaches and preliminary value conclusions as well as the quality and quantity of the data used, the income approach is finally selected as the valuation conclusion.

2. Key Assumptions

The valuation is based on the following assumptions:

(1) Basic assumptions

(i) Going concern assumption: it is assumed that after fulfilling the valuation purpose, the appraised assets will still be used continuously in accordance with the original purpose and method of use, and the operation status such as the supply and marketing mode of the enterprise and the profit distribution with related enterprises will remain unchanged.

(ii) Open market assumption: it is assumed that assets can be freely bought and sold in a fully competitive market, and their prices depend on the value judgment of independent buyers and sellers on the assets under certain supply situation of a market. A public market refers to a fully competitive market with numerous buyers and sellers. In such market, buyers and sellers have equal standing, with each having the opportunity and time to access sufficient market information. The transactions between buyers and sellers are conducted voluntarily and rationally, rather than under coercive or unrestricted conditions.

(iii)Transaction assumption: The value of any asset is inherently tied to transactions. Regardless of whether the appraised asset is involved in transactions or not in the economic activities related to the valuation purpose, it is assumed that the valuation target is in the process of a transaction. The valuer will simulate the market based on the transaction conditions of the appraised asset to conduct the valuation.

(2) General Assumptions

(i) The industry of the enterprise maintains a stable development trend, and the current national, local laws, regulations, systems, socio-political and economic policies that it follows have not changed significantly;

(ii) The impact of inflation on the appraisal results will not be considered;

(iii) Interest rates and exchange rates will remain at their current levels without significant changes;

(iv) There is no significant adverse impact caused by other force majeure and unforeseen factors.

(3) Special Assumptions

(i) There is no significant change in the relationship and mutual interests between the appraised enterprise and domestic and foreign cooperative partnerships;

(ii) The current and future operators of the appraised enterprise are responsible, and the management of the enterprise can steadily advance the development plan of the enterprise, and try its best to realize the expected operating situation;

(iii) The core team of the appraised enterprise will continue to hold positions in the appraised enterprise in the coming years and will not engage in competing businesses outside of the appraised enterprise;

(iv) The appraised enterprise is able to perform the contracts and agreements executed as at the Valuation Benchmark Date in accordance with their terms;

(v) The appraised enterprise complies with relevant national laws and regulations, and there will be no significant violations affecting the development and revenue realization of the enterprise;

(vi) The accounting policies adopted in the financial data provided by the appraised enterprise over the years are basically consistent with the accounting policies and the accounting methods used in earnings forecast in important aspects;

(vii) cash inflows and outflows from revenue and expenses occur evenly throughout each year;

(viii) the premises and equipment leased by the appraised enterprise for production and operations can be renewable upon lease expiry and available for continued use in the normal course of business;

(ix) The appraised enterprise is able to obtain necessary funding in line with its business needs, and its operations are not expected to be adversely affected by financing matters;

(x) the relevant business licenses of the appraised enterprise can be renewable upon expiry under normal circumstances;

(xi) the data of listed companies and comparable cases sourced from iFinD Information and Wind Financial Terminal are true and reliable;

(xii) the stock exchanges on which the comparable listed companies are traded are efficient markets, and their share prices are considered fair and effective;

(xiii) the valuation does not take into account the impact of any potential future mortgages, guarantees, or additional consideration that may arise from special transaction arrangements;

(xiv) given the high degree of uncertainty in investor preferences in the A-share market and the inability to accurately predict such preferences, investor behaviour and preferences have not been factored into the valuation adjustments and are therefore not reflected in this valuation.

3. Valuation Model and Parameters

Income Approach:

When entrusting Shanghai Lixin Appraisal Co., Ltd to conduct an income approach valuation, Jewelry Fashion Group and Shanghai Lixin Appraisal Co., Ltd jointly conducted an investigation, analysis, predictive discussion, and adjustment of Jewelry Fashion Group’s future operations and income conditions.

(1) Financial Forecast

The income period of a company may be classified as either finite or perpetual. In theory, the difference lies only in the method of calculation, and the resulting valuation should be broadly consistent. Due to non-equalized annuity income patterns and the estimation of terminal residual value, the results derived from finite and perpetual models may vary slightly. Jewelry Fashion Group was established on 30 April 2004, with a business license valid from 30 April 2004 to 29 April 2054. Considering that there are no restrictions on the future development of the industry in which the company operates, a perpetual income period is adopted for the purpose of this valuation. Under the perpetual forecast model, the terminal residual asset value is considered negligible.

Generally, the forecast period is divided into two stages, being the detailed forecast period and the subsequent period. The Valuation Benchmark Date is 30 June 2024. Based on the operating conditions of the company and the purpose of the Valuation, a detailed forecast is adopted for the period from July 2024 to 2029, and therefore we have assumed that the operating results of the appraised company will basically stabilize at the level projected for the forecast period in 2029 for the years after 2029.

(2) Valuation model

According to the situation of the due diligence and the asset composition and main business of the subject of valuation, the basic ideas of this valuation are:

(i) to calculate the expected income (net cash flow) of the assets and main business included in the scope of statements according to the changes in historical operating conditions and business types of recent years, and discount the same to attain the value of business assets;

(ii) to separately calculate the value of surplus assets and other assets as at the Valuation Benchmark Date included in the scope of statements but not considered in the calculation of the expected income (net cash flow) and assets (liabilities) defined as non-operating assets (liabilities);

(iii) to attain the value of equity capital of the subject of valuation by adding the value of the above two assets and deducting the value of interest-bearing liabilities.

The valuation is performed on the basis of enterprise consolidation.

This valuation adopts the discounted cash flow method (DCF) to value the operating assets of the enterprise. The income caliber is equity free cash flow (FCFE), and the corresponding discount rate adopts WACC model. The basic formula is as follows:

Value of all equity interest of shareholders = overall enterprise value – interest bearing liabilities

Overall enterprise value = value of operating assets + value of surplus assets + value of non-operating assets

Of which, the value of operating assets is calculated according to the following formula:

$$P=\sum_{i=1}^{n}\frac{Fi}{(1+r)^{i}} + \frac{Fn\times(1+g)}{(r-g)\times(1+r)^{n}}$$

In the formula: P: The value of operating assets;
r: The discount rate;
i: The forecast year;
F_i: The net cash flow of year i;
n: The last year of the forecast;
g: The sustainable growth rate.

Interest-bearing liabilities refer to liabilities with interests required to be paid as at the Valuation Benchmark Date.

Surplus assets refer to the assets that have no direct relationship with the company's earnings and beyond the demand of the enterprise production, mainly including surplus cash and assets not included in the valuation using income approach.

Non-operating assets refer to the assets which are irrelevant to the enterprise production and do not generate benefits.

(3) Forecast of Revenue

Obtain and analyze historical financial data from the company's management:

Jewelry Fashion Group's operating revenue is primarily composed of wholesale and retail sales of gold and jewelry ornaments in the form of directly-managed stores, franchised stores and online sales.

The main commodities sold by the entity are still gold ornaments, and the cost of gold and the market prices of ornaments fluctuate with the gold price. In forecasting operating revenue of wholesale and retail sales of Jewelry Fashion Group's gold and jewelry ornaments in the future, consistent with prudent and objective principles, we take into account the overall market development trend of the industry and actual development of each brand and channel under Jewelry Fashion Group based on Jewelry Fashion Group's historical operating statistics, actual operating conditions and future operating development plans.

The entity's other business revenue represents administrative fee revenue from franchisees, which is forecasted for the appraised company on the basis of a steady growth rate.

(4) Forecast of Costs

Obtain and analyze historical financial data from the company's management:

Costs of the principal business of the entity primarily comprise raw materials, labor costs and commissioned processing fees of various products, which are forecasted for the appraised company with reference to historical annual gross margin.

Other business costs of the entity are primarily administrative fees in relation to management on franchisees, which are forecasted for the appraised company with reference to projected growth level of franchisees' administrative fees and based on a certain growth rate.

(5) Determination of the Discount Rate

(i) Calculation Model of the Discount Rate

In accordance with the principle of consistency between the basis used for income amount and that for the discount rate, the determination of the discount rate is based on the weighted average cost of capital (WACC) with the formula as follows:

$$\mathbf{WACC} = \mathbf{R_e} \times \frac{\mathbf{E}}{\mathbf{D+E}} + \mathbf{R_d} \times (\mathbf{1-T}) \times \frac{\mathbf{D}}{\mathbf{D+E}}$$

where, WACC: weighted average cost of capital

R_e: expected rate of return on equity

R_d: expected rate of return on debts

E: value of equity

D: value of debts

T: income tax rate

Where, the expected rate of return on equity (Re) is calculated using the capital assets pricing model (CAPM) with the formula as follows:

$$\mathbf{R_e} = \mathbf{R_f} + \boldsymbol{\beta} \times (\mathbf{R_m} - \mathbf{R_f}) + \boldsymbol{\varepsilon}$$

where, R_f: risk-free interest rate

β: adjustment factor for systemic risk of equity

R_m: the rate of market return

(R_m - R_f): market risk premium

ε: specific risk premium rate

(ii) Selection Process for Key Parameters of the Discount Rate

A. Determination of the Risk-Free Interest Rate (R_f)

The risk-free interest rate serves as compensation for the time value of money. For this valuation, reference was made to the guidelines in the Guidelines for Assets Appraisal Experts No. 12 — Measurement of Discount Rates in the Valuation of Enterprise Value by the Income Approach. The yield to maturity of China Bond with a remaining term of 10 years was selected as the risk-free interest rate, updated monthly. The data source is the China Government Bond Yield (to Maturity) Curve, published online by the China Appraisal Society and provided by the Central Depository & Clearing Co., Ltd. (CCDC). The average 10-year yield to maturity announced for the month of the Valuation Benchmark Date is used for calculation.

B. Determination of Market Risk Premium （R_m - R_f）

Market risk premium refers to the expected excess return required by investors for equity investment with the same average risk as the overall market, that is, the risk compensation that exceeds the risk-free interest rate. The market risk premium can usually be measured by using the historical risk premium data of the market.

Considering that the primary business operations of the entity being valued are conducted within China, the historical risk premium data of the China Securities Market Index are used for the calculation.

Given the presence of numerous indices in the Shanghai and Shenzhen stock markets, the CSI 300 Index, recognized as a representative benchmark for the Chinese securities market, is selected as the market return indicator in accordance with the guidelines of the Guidelines for Assets Appraisal Experts No. 12 — Measurement of Discount Rates in the Valuation of Enterprise Value by the Income Approach. For this valuation, the annual average closing value of the CSI 300 Index is determined using the 12-month monthly closing values obtained from the iFinD financial terminal. The market return (R_m) for the year is calculated as either the arithmetic average return or the geometric average return from the base date of the CSI 300 Index to the annual average closing value. This market return is then compared with the risk-free interest rate for the same year to derive the market risk premium for the Chinese securities market for each respective year.

As geometric mean return better reflects the long-term trend of returns in the Chinese securities market, the market risk premium (R_m - R_f) adopted in this Valuation is based on the average of the annual market risk premiums over the past 10 years, estimated using geometric mean return and derived through data processing and analysis.

C. Determination of β Coefficient for Systematic Equity Risk Adjustment

The β coefficient for systematic equity risk adjustment measures the risk premium of the appraised enterprise relative to the overall return of the capital market. It also serves as an indicator of the extent to which an individual stock is affected by changes in the broader economic environment, including stock price fluctuations. In selecting reference companies, listed companies operating in the same industry or subject to similar economic factors are typically chosen, with a preference for those located in the same country or region as the appraised enterprise. We selected three listed companies in similar industries and queried their adjusted β values through the financial terminal of iFinD (同花順) to convert the reference companies with financial leverage β coefficients to no financial leverage β coefficients. The average financial leverage (D/E) of the reference companies and the average value of the lever-adjusted β were converted to the target financial leverage βL of the Target Companies based on the average financial leverage coefficient.

D. Determination of the ε Specific Risk Premium

The company-specific risk premium is the expectation of the company's shareholders that the company's exposure to risk is different from that of other companies and therefore requires an additional rate of return on investment. The specific risk premium is determined by the professional experience of the valuer, taking into account the size, operational, financial and other risks of the unit being valued.

(iii) Calculation of weighted average cost

A. Calculation of expected rate of return on equity (R_e)

$$R_e=R_f+\beta\times(R_m-R_f)+\varepsilon$$

Re=2.26%+6.31%×1.0261+4.00%=12.70% (rounded to the nearest two decimal places)

B. Calculation of expected rate of return on debt (R_d)

Expected rate of return on debt (R_d) is 3.95% based on the quoted market interest rate for five-year bank loans.

C. weighted cost of capital of 11.50%.

(6) Sensitivity Analysis

Since changes in certain parameters have a significant impact on the value of shareholders' equity, the appraiser needs to analyze the sensitivity of these parameters to the value of shareholders' equity. The results are as follows:

Change in Revenue	Percentage Change in Equity Value	Change in Gross Margin	Percentage Change in Equity Value	Change in Discount Rate	Percentage Change in Equity Value
-10%	-50.2%	-10%	-434.3%	-10%	13.3%
-5%	-27.4%	-5%	-198.1%	-5%	6.2%
0	0.0%	0	0.0%	0	0.0%
5%	32.8%	5%	178.0%	5%	-5.7%
10%	71.9%	10%	356.0%	10%	-10.9%

Market approach:

1. Market approach selection

The valuer used the listed company comparison method to value the Jewelry Fashion Group based on its industry, scope of operations, scale, financial status, etc.

(i) About Market Approach

The market approach under business valuation refers to the valuation method that compares the valuation subject with comparable listed companies or comparable transactions to determine the value of the valuation subject.

The essence of the market method is a valuation technique that uses transaction information or reasonable quotation data of similar cases that have been traded in the active trading market to determine the value of the entrusted enterprise or equity through comparative analysis. The theoretical basis of the market method is that in the case of open and active trading in the market, the values of the same or similar assets are the same or similar.

The same or similar concept of business:

Same efficacy: identical or similar products or services;

Comparable competency: comparable business performance and scale;

Similar trends: identical or similar future growth.

As there is no absolute identical enterprise in reality, the valuation operation is based on relatively identical “comparables”.

According to the choice of comparables, market approach can be divided into listed company comparison approach and transaction case comparison approach.

The listed company comparison method is a method to determine the value of the subject of valuation by acquiring and analysing the operational and financial data of listed companies to calculate appropriate value ratios and comparing them against those of the appraised enterprise.

The transaction case comparison method is a method to determine the value of the subject of valuation by acquiring and analysing information on sale and purchase, acquisition and merger cases of comparable enterprises to calculate appropriate value ratios and comparing them against those of the appraised enterprise.

(ii) Selection of valuation methodology

The main business of the appraised enterprise is wholesale and retail of gold jewelry, which belongs to the jewelries, crafts and collections wholesale industry, and its operation is relatively mature. There are many listed companies in this industry, and therefore this valuation adopts the listed company comparison method to value the equity value of the Target Company.

The calculation formula is as follows:

Target Company's Equity Value = Target Company's Operating Equity Value × (1 - Lack of Market Liquidity Discount) + Target Company's Non-operating Assets and Liabilities Value

(iii) Selection of listed companies

The principles for determining comparable companies include:

① The comparable company issues RMB A shares and has been listed for more than 3 years;

② The industry or main business of the comparable company is the same or similar to that of the Target Company. The comparable companies selected for this valuation are all in the jewelries, crafts and collections wholesale industry;

③ The operating scale/market value of the comparable company is close to or comparable to that of the Target Company.

This valuation selects three listed companies, namely Lao Feng Xiang, China Gold and Chow Tai Seng, as comparable companies.

(iv) Selection and calculation of value ratios

The listed company comparison method is adopted, which is generally based on the conditions of the market where the valuation target operates, selecting certain public metrics such as Price-to-Book (PB), Price-to-Earnings (PE), Price-to-Sales (PS) and Enterprise Value to EBITDA (EV/EBITDA) for comparison with comparable companies. The Price-to-Book (PB), Price-to-Earnings (PE), Price-to-Sales (PS) and Enterprise Value to EBITDA (EV/EBITDA) of the valuation target are obtained by adjusting the differences that affect the metric factors through a comparison of the metric-related factors between the valuation target and the comparable companies, based on which the equity value of the Target Company is calculated.

Given the characteristics of the industry where the valuation target operates and having considered that the business of the entity being valued is the wholesale and retail sales of gold and jewelry, the Price-to-Earnings (PE) valuation model is adopted to value the equity value of the company.

The valuation formula for the Price-to-Earnings (PE) valuation model under the listed company comparison method is as follows:

Equity Value of the Target Company = Operating Equity Value of the Target Company × (1 - Discount for Lack of Marketability) + Value of Non-Operating Assets and Liabilities of the Target Company.

A. Calculation of value ratios for listed companies

The adjusted PE of comparable listed companies in 2024 are as follows:

Item	Lao Feng Xiang	China Gold	Chow Tai Seng
Adjusted PE	9.98	17.06	11.22

Adjusted PE = Adjusted Market Capitalization / Median of Forecasted Net Profit for 2024

B. Determination of correction factors

The Target Company serves as the baseline for comparison and the adjustment target. Therefore, each metric coefficient of the Target Company is set at 100, while the metric coefficients of comparable companies are determined upon the comparision with that of the Target Company. If the metric coefficient of a comparable company is lower than that of the Target Company, its correction factor is set below 100; if the metric coefficient of a comparable company is higher than that of the Target Company, the correction factor is above 100.

Based on the above description of adjustment factors and the methodology for determining correction factors, the correction factors for each influencing factor are as follows:

Item	Content	Valued unit	Lao Feng Xiang	China Gold	Chow Tai Seng
Transaction time factor	Transaction time differences	100	100	100	100
Market factor	Market differences	100	100	100	100
Operating scale	Total assets for the latest period	40	45	39	37
	Gearing ratio for the latest period	30	28	27	26
	Operating income in 2023	30	37	34	26
Profitability	Adjusted net profit margin for the latest year	30	31	30	33
	Gross profit margin on sales for the latest year	40	40	39	42
	Adjusted return on net assets	30	34	33	37
Growth capability	Two-year geometric average growth rate of book operating income	30	28	26	36
	Two-year geometric average growth rate of adjusted net profit	40	35	54	31
	Two-year geometric average growth rate of adjusted net assets	30	31	23	26

Based on the identified adjustment factors, the coefficient adjustment table for PE is as below:

Content	Valued unit	Lao Feng Xiang	China Gold	Chow Tai Seng
Transaction time factor	100	100	100	100
Market factor	100	100	100	100
Operating scale	100	110	100	89
Profitability	100	105	102	112
Growth capability	100	94	103	93

C. Determination of the Price-to-Earnings (PE) for the Target Company

The Price-to-Earnings (PE) of the Target Company is calculated as follows:

Item	Valued unit	Lao Feng Xiang	China Gold	Chow Tai Seng
Adjusted multiplier for comparable companies		9.98	17.06	11.22
Correction factor for transaction time factor	100	100/100	100/100	100/100
Correction factor for market factor	100	100/100	100/100	100/100
Correction factor for operating scale	100	100/110	100/100	100/89
Correction factor for profitability	100	100/105	100/102	100/112
Correction factor for growth capacity	100	100/94	100/103	100/93
Correction factor for other factors	100	100/0	100/0	100/0
Modified multiplier		9.19	16.24	12.10
Weighting		0.00	0.00	0.00
Weighted modified multiplier	12.51			

Based on the above calculation, the PE of the Target Company is 12.51.

D. Determination of the lack of marketability discount

Marketability refers to the feasibility and convenience of an asset being readily available in the open market. An asset that is completely illiquid has virtually no investment value because it is contrary to the definition of an investment asset. The value of an asset is significantly reduced if there are restrictions on its marketability.

Lack of marketability refers to the inability of non-controlling equity holders in a company to convert their investments into cash quickly at a reasonably and predictably low cost.

By analyzing statistical data from domestic and international studies on illiquidity discounts, and taking into account the specific characteristics of the appraised enterprise's assets, liabilities and operations, we have determined the discount for lack of marketability.

The appraised enterprise of this valuation operates in the wholesale sector for jewelry, crafts and collections, which falls under the wholesale and retail trade industry. Referring to the 2024 Illiquidity Discount Ratio Table Comparing the PE Ratios of Unlisted Company Mergers and Acquisitions with Those of Listed Companies, the discount for lack of marketability adopted for the appraised enterprise of this valuation is 24.7%.

E. Determination of Value of All Equity Interest of Shareholders

Using the comparable listed company approach for valuation, the value of equity interest of the appraised enterprise is calculated as follows:

Valuation = Value of operating equity interest × (1 - Discount for lack of marketability) + Value of non-operating assets and liabilities

= Forecasted net profit attributable to parent company of the Target Company in 2024 × Target Company's PE × (1 - Discount for lack of marketability) + Value of non-operating assets and liabilities

= RMB9,017,000,000 (rounded)

Therefore, using the comparable listed company approach, the valuation of value of equity interest of the appraised enterprise is RMB9,017,000,000.

4. Calculation of the Valuation Results

Through valuation by the income approach, the value of all equity interest of shareholders of Jewelry Fashion Group as at the Valuation Benchmark Date of 30 June 2024, is estimated to be RMB9,016 million. Through valuation by the market approach, the value of all equity interest of shareholders of Jewelry Fashion Group as at the Valuation Benchmark Date of 30 June 2024, is estimated to be RMB9,017 million. The difference between the income approach and the market approach is RMB1 million, with a difference rate of 0.02%.

The income approach reflects the contribution of various tangible assets and intangible assets owned by the enterprise to its value from the perspective of the overall profitability. The market approach assessment adopts the listed company comparison method, using the price-earnings ratio (PE) as the value ratio, which reflects investors' reasonable market expectations for factors such as the appraised enterprise's capital operation capability, profitability, and development capability.

The Target Company belongs to the watch and jewelry industry, with its main business being the wholesale and retail of various gold and silver jewelry. It has a wide range of sales brands and product lines. Due to the limitations in data collection, there may be situations where the differences between the Target Company and listed companies cannot be fully corrected, so the reliability of the valuation results by the market approach is poor. The value of an enterprise also depends on its core competitiveness, brand influence, customer operation network, business model, as well as high-quality employees and management teams. Therefore, the valuation of an enterprise in this industry requires more attention to the core competitiveness of the enterprise and its future earnings capacity. As a result, the income approach is usually selected for the valuation of enterprises with excess profit-making capabilities.

Considering that the valuation results of the income approach and the market approach are relatively close, and the income approach can better reflect the true value of the valuation subject, after comprehensive analysis, the valuer has determined that it is more reasonable to use the income approach valuation result of RMB9,016 million as the valuation result for this economic act.

APPENDIX II: LETTER FROM THE REPORTING ACCOUNTANT

The following is the text of a report from the Company's reporting accountants, OOP CPA & Co., Certified Public Accountants, Hong Kong, for inclusion in this announcement.

奧柏國際

OOP CPA & Co.
Certified Public Accountant
Unit A, 21/F, LL Tower,
2-4 Shelley Street,
Central, Hong Kong
Tel: +852 2383 6191
Email: info@oopww.com
www.oopww.com

13 June 2025

The Board of Directors
Fosun International Limited
Room 808, ICBC Tower,
3 Garden Road,
Central, Hong Kong

Dear Sirs,

We have examined the principal accounting policies adopted in and the calculations of the discounted cash flow forecast (the "**Forecast**") underlying the valuation (the "**Valuation**") of Shanghai Yuyuan Jewelry Fashion Group Co., Ltd.* (上海豫园珠宝时尚集团有限公司) (the "**Target Company**") performed by Shanghai Lixin Appraisal Co., Ltd* (上海立信資產評估有限公司) (the "**Valuer**") in respect of the valuation of the fair value of the total equity value of the Target Company as at the reference date of 30 June 2024 in connection with the announcement of Fosun International Limited (the "**Company**") dated 13 June 2025 (the "**Announcement**"). The Valuation based on the discounted future estimated cash flows is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Directors' Responsibilities

The directors of the Company are solely responsible for the preparation of the Forecast and the reasonableness and validity of the assumptions based on which the Forecast is prepared (the "**Assumptions**").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements", which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

It is our responsibility, pursuant to paragraph 14.60A(2) of the Listing Rules, to express an opinion on the accounting policies and calculations of the Forecast, and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person in respect of, arising out of or in connection with our work.

We conducted our work in accordance with the terms of our engagement and Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the HKICPA. Those standards require that we plan and perform our work to obtain reasonable assurance as to whether, so far as the accounting policies and calculations are concerned, the Company's directors have properly compiled the Forecast in accordance with the Assumptions adopted by the directors and as to whether the Forecast is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

Opinion

In our opinion, so far as the accounting policies and calculations are concerned, the Forecast has been properly compiled in accordance with the Assumptions adopted by the directors as set out in the Announcement and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group.

Yours faithfully,
OOP CPA & Co.
Certified Public Accountants
Hong Kong

APPENDIX III: LETTER FROM THE BOARD

The following is the text of the letter dated 13 June 2025 from the Board prepared for inclusion in this announcement.

13 June 2025

To: The Listing Division

The Stock Exchange of Hong Kong Limited
12th Floor, Two Exchange Square
8 Connaught Place
Central, Hong Kong

Dear Sirs,

Re: Major transaction in relation to deemed disposal of equity interest in Shanghai Yuyuan Jewelry Fashion Group Co., Ltd.* (上海豫園珠寶時尚集團有限公司)

Reference is made to the announcement of Fosun International Limited (the ''**Company**'') dated 13 June 2025 (the "**Announcement**") in relation to deemed disposal of equity interest in Shanghai Yuyuan Jewelry Fashion Group Co., Ltd.* (上海豫園珠寶時尚集團有限公司). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, in determining the consideration of the Aggerate Capital Increases, the Company made references to, among other things, the valuation results of Jewelry Fashion Group by Shanghai Lixin Appraisal Co., Ltd* (上海立信資產評估有限公司), a professional Independent Valuer, which adopted the income approach with 30 June 2024 as the Valuation Benchmark Date. The income approach valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules.

The Board has (i) reviewed the basis and the assumptions in the Valuation Report; (ii) reviewed the Valuation Report from the Independent Valuer regarding the calculations of the income approach valuation; (iii) reviewed the relevant work conducted by the Independent Valuer in relation to the income approach valuation and the historical performance of Jewelry Fashion Group; and (iv) considered the letter from the Company's reporting accountants, OOP CPA & Co., regarding whether the profit forecast, so far as the accounting policies and calculations are concerned, has been properly complied with the basis and assumptions set out in the Valuation Report.

Based on the above, the Board confirms that the profit forecast in the aforesaid income approach valuation has been made after due and careful enquiry.

The Board of Directors
Fosun International Limited