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

**PROGRESS UPDATE ON
DISCLOSEABLE TRANSACTION
IN RELATION TO A VOLUNTARY PUBLIC TAKEOVER OFFER
OF THE COMPANY TO THE SHAREHOLDERS OF
TOM TAILOR**

Reference is made to the announcements of Fosun International Limited (the “**Company**”) dated 19 February 2019 and 22 February 2019 (the “**Announcements**”) in relation to, among others, the subscription of Tom Tailor Shares and the Voluntary Public Takeover Offer of the Company to the Tom Tailor Shareholders. Capitalized terms used in this announcement shall have the same meanings as defined in the Announcements unless the context requires otherwise.

The Board announces that the Offer Document in relation to the Voluntary Public Takeover Offer has been approved by BaFin on 29 March 2019 (Frankfurt am Main local time) and published by the Company on 1 April 2019 (Frankfurt am Main local time). The details of the Voluntary Public Takeover Offer are as follows:

Bidder: The Company

Within the settlement of the Voluntary Public Takeover Offer, up to 12,703,438 Tendered Tom Tailor Shares, representing approximately 29.99% of Tom Tailor’s issued share capital and voting rights, will be transferred by the Central Settlement Agent through a trustee directly to Yuyuan (or one of its direct or indirect subsidiaries) subject to satisfaction of the Transaction Conditions.

Target Company: Tom Tailor

Subject of the Voluntary Public Takeover Offer: Acquisition of all Tom Tailor Shares, which are not already directly held by the Company (including all ancillary rights associated therewith, in particular the right to dividends, existing at the time of the settlement of the Voluntary Public Takeover Offer).

The Voluntary Public Takeover Offer is not subject to a minimum

acceptance threshold.

Consideration:	EUR 2.31 per Tom Tailor Share
Maximum Consideration:	EUR 77,980,538.28, on the assumption that all 32,978,588 Tom Tailor Shares which are not already directly held by the Company are tendered together with the relevant transaction costs.
Acceptance Period:	1 April 2019 to 6 June 2019, 24:00 (midnight) (Frankfurt am Main local time)
Additional Acceptance Period:	The Additional Acceptance Period is expected to begin on 13 June 2019 and to expire on 26 June 2019, 24:00 (midnight) (Frankfurt am Main local time)
Settlement of the Voluntary Public Takeover Offer:	The settlement of the Voluntary Public Takeover Offer for all Tendered Tom Tailor Shares (regardless of whether the Voluntary Public Takeover Offer has been accepted within the Acceptance Period or the Additional Acceptance Period) will take place after the expiry of the Additional Acceptance Period and no later than on the twelfth (12 th) Banking Day after expiry of the Additional Acceptance Period.

As the Voluntary Public Takeover Offer has not been completed, shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

Further announcement will be made by the Company in respect of the Voluntary Public Takeover Offer as and when appropriate.

DEFINITIONS

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

“Acceptance Period”	The period for acceptance of the Voluntary Public Takeover Offer begins upon publication of the Offer Document on 1 April 2019 and expires on 6 June 2019, 24:00 (midnight) (Frankfurt am Main local time, including any extension of such period in accordance with the Offer Document excluding, however, the Additional Acceptance Period)
“Additional Acceptance Period”	The additional period for acceptance of the Voluntary Public Takeover Offer for the Tom Tailor Shareholders who have not accepted the Voluntary Public Takeover Offer within the Acceptance Period, which is two (2)

	<p>weeks after the publication of the results of the Voluntary Public Takeover Offer by the Company, presumably begins on 13 June 2019 and expires on 26 June 2019, 24:00 (midnight) (Frankfurt am Main local time), subject to the extension of the Acceptance Period</p>
“Banking Day”	<p>Any day on which banks in Frankfurt am Main, Germany, are open for general business</p>
“Central Settlement Agent”	<p>COMMERZBANK Aktiengesellschaft, Kaiserstrasse 16, 60311 Frankfurt am Main, Germany</p>
“Consideration”	<p>EUR 2.31 per Tom Tailor Share which is the higher of the following prices: (i) EUR2.26, equivalent to the price of the Subscription and (ii) the weighted average domestic stock market price of Tom Tailor during the last three months prior to the publication of the Company’s decision to launch the Voluntary Public Takeover Offer which amounts to EUR 2.31 and has been provided by BaFin to the Company on 26 February 2019 (Frankfurt am Main local time)</p>
“Custodian Bank(s)”	<p>The custodian securities services company(ies) which holds custody of Tom Tailor Shares for the Tom Tailor Shareholders in Germany, the European Union, the European Economic Area or the United States of America</p>
“Tendered Tom Tailor Shares”	<p>The Tom Tailor Shares re-booked by the respective Custodian Banks of the Tom Tailor Shareholders in their securities account for which the Tom Tailor Shareholders agree to accept the Voluntary Public Takeover Offer</p>
“Tom Tailor Shareholder(s)”	<p>All shareholders of Tom Tailor who are eligible to tender their Tom Tailor Shares pursuant to the Voluntary Public Takeover Offer, <i>i.e.</i> all shareholders of Tom Tailor except for the Company</p>
“Transaction Agreement”	<p>A transaction agreement entered into between the Company and Yuyuan on 20 March 2019, pursuant to which, the Company undertook to conduct the Voluntary Public Takeover Offer, to take all measures reasonably required for the preparation and execution of the Voluntary Public Takeover Offer, and to instruct the Central Settlement Agent to transfer up to 12,703,438 Tendered Tom Tailor Shares, representing approximately 29.99% of Tom Tailor’s total issued share capital and voting rights, through a trustee directly to Yuyuan (or one of its direct or</p>

indirect subsidiaries) subject to satisfaction of the Transaction Conditions

“Transaction Conditions”

The conditions precedent under the Transaction Agreement that Yuyuan has to obtain all regulatory approvals, if any, required for its participation in the Voluntary Public Takeover Offer and to obtain record notification of outward investment from Shanghai Pudong New Area Development and Reform Committee and outward investment certificate from Shanghai Pudong New Area Municipal Committee of Commerce

“Yuyuan”

Shanghai Yuyuan Tourist Mart Co., Ltd, a company established in the People’s Republic of China, the shares of which are listed on the Shanghai Stock Exchange with stock code 600655

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

1 April 2019

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. 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.