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**FOSUN PHARMA**  
**复星医药**

上海復星醫藥（集團）股份有限公司

**Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 02196)

**FOSUN 复星**

復星國際有限公司

**FOSUN INTERNATIONAL LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00656)

## **JOINT ANNOUNCEMENT**

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

### **RECORD DATE, CLOSURE OF THE REGISTERS OF MEMBERS OF FOSUN PHARMA AND FOSUN INTERNATIONAL AND BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING FOSUN PHARMA H SHAREHOLDERS AND QUALIFYING FOSUN INTERNATIONAL SHAREHOLDERS TO THE SHANGHAI HENLIUS H SHARES IN THE PREFERENTIAL OFFERING**

The boards of directors of Fosun Pharma and Fosun International are pleased to announce that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares in the Preferential Offering will be Wednesday, 4 September 2019. The register of members of each of Fosun Pharma and Fosun International will be closed on Wednesday, 4 September 2019 and no transfers of shares of Fosun Pharm and Fosun International will be registered on that date. The last day for dealing in the shares of Fosun Pharma and Fosun International cum-entitlement to the Assured Entitlement will be Friday, 30 August 2019.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the registers of members of Fosun Pharma and Fosun International for the purpose of determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and Listing.

The boards of directors of Fosun Pharma and Fosun International are also pleased to announce that the basis of the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares in the Preferential Offering has been determined, if and when made. The basis of the Assured Entitlement is as follows:

**For Qualifying Fosun Pharma H Shareholders:**

One (1) Shanghai Henlius H Share for every 132 H shares of Fosun Pharma held by Qualifying Fosun Pharma H Shareholders on Wednesday, 4 September 2019, being the Record Date.

**For Qualifying Fosun International Shareholders**

One (1) Shanghai Henlius H Share for every 2,041 shares of Fosun International held by Qualifying Fosun International Shareholders on Wednesday, 4 September 2019, being the Record Date.

**The implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange, the final decisions of the Shanghai Henlius Board as to whether to proceed with the Proposed Spin-off and Listing, which are subject to market conditions and pricing. Shareholders and potential investors of Fosun Pharma and Fosun International should be aware that there is no assurance that the Proposed Spin-off and Listing will take place or as to when they may take place. If the Proposed Spin-off and Listing do not proceed for any reason, the Preferential Offering will not proceed.**

**Shareholders and potential investors of Fosun Pharma and Fosun International should exercise caution when dealing in or investing in the securities of Fosun Pharma and/or Fosun International (as the case may be). Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

## 1. INTRODUCTION

The boards of directors of Fosun Pharma and Fosun International refer to the announcements made by Fosun Pharma and Fosun International dated 27 September 2018, 13 December 2018 and 5 July 2019 (the “**Announcements**”) relating to the Proposed Spin-off and Listing. Unless the context otherwise requires, terms defined in the Announcements shall have the same meanings as those used in this announcement.

## **2. RECORD DATE AND CLOSURE OF THE REGISTERS OF MEMBERS OF FOSUN PHARMA AND FOSUN INTERNATIONAL**

As disclosed in the Announcements, Fosun Pharma and Fosun International intend that if the Proposed Spin-off and Listing proceed, Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders will be provided with an Assured Entitlement to the Shanghai Henlius H Shares by way of a preferential application in the Global Offering.

For the purpose of determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares in the Preferential Offering and pursuant to Rule 13.66 of the Listing Rules, the boards of directors of Fosun Pharma and Fosun International announce that the Record Date will be Wednesday, 4 September 2019. The register of members of each of Fosun Pharma and Fosun International will be closed on Wednesday, 4 September 2019 and no transfers of shares of Fosun Pharma and Fosun International will be registered on that date.

### **Fosun Pharma H Shareholders**

In order to qualify for the Assured Entitlement, all transfers of the shares of Fosun Pharma accompanied by the relevant share certificates must be lodged with the H share registrar of Fosun Pharma, at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Tuesday, 3 September 2019. The last day for dealing in the shares of Fosun Pharma cum-entitlement to the Assured Entitlement will be Friday, 30 August 2019.

### **Fosun International Shareholders**

In order to qualify for the Assured Entitlement, all transfers of the shares of Fosun International accompanied by the relevant share certificates must be lodged with the share registrar of Fosun International, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 3 September 2019. The last day for dealing in the shares of Fosun International cum-entitlement to the Assured Entitlement will be Friday, 30 August 2019.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the registers of members of Fosun Pharma and Fosun International for the purpose of determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and Listing.

**In the event that there is a change in the Record Date and the closure of the registers of members of Fosun Pharma and Fosun International for determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders, a further announcement will be made by Fosun Pharma and Fosun International and such revised record date and closure of the registers of members of Fosun**

**Pharma and Fosun International will supersede and replace the Record Date and the closure of the registers of members of Fosun Pharma and Fosun International for determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders set out in this announcement.**

**3. BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING FOSUN PHARMA H SHAREHOLDERS AND QUALIFYING FOSUN INTERNATIONAL SHAREHOLDERS TO THE SHANGHAI HENLIUS H SHARES IN THE PREFERENTIAL OFFERING**

The boards of directors of Fosun Pharma and Fosun International also announce that the basis of the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares in the Preferential Offering has been determined, if and when made.

**For Qualifying Fosun Pharma H Shareholders:**

One (1) Shanghai Henlius H Share for every 132 H shares of Fosun Pharma held by Qualifying Fosun Pharma H Shareholders on Wednesday, 4 September 2019, being the Record Date.

The Assured Entitlement of Qualifying Fosun Pharma H Shareholders to the Shanghai Henlius H Shares is not transferable and there will be no trading in nil-paid entitlements on the Hong Kong Stock Exchange.

Qualifying Fosun Pharma H Shareholders who hold at least 132 H shares of Fosun Pharma on the Record Date and therefore have an Assured Entitlement to the Shanghai Henlius H Shares may apply for a number of the Shanghai Henlius H Shares which is greater than, less than or equal to their Assured Entitlement under the Preferential Offering. A valid application for a number of the Shanghai Henlius H Shares which is less than or equal to the Assured Entitlement of a Qualifying Fosun Pharma H Shareholder under the Preferential Offering will be accepted in full, subject to the terms and conditions of the Preferential Offering.

Qualifying Fosun Pharma H Shareholders who hold less than 132 H shares of Fosun Pharma on the Record Date and therefore will not have an Assured Entitlement to the Shanghai Henlius H Shares will still be entitled to participate in the Preferential Offering by applying for excess Shanghai Henlius H Shares only.

**For Qualifying Fosun International Shareholders:**

One (1) Shanghai Henlius H Share for every 2,041 shares of Fosun International held by Qualifying Fosun International Shareholders on Wednesday, 4 September 2019, being the Record Date.

The Assured Entitlement of Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares is not transferable and there will be no trading in nil-paid entitlements on the Hong Kong Stock Exchange.

Qualifying Fosun International Shareholders who hold at least 2,041 shares of Fosun International on the Record Date and therefore have an Assured Entitlement to the Shanghai Henlius H Shares may apply for a number of the Shanghai Henlius H Shares which is greater than, less than or equal to their Assured Entitlement under the Preferential Offering. A valid application for a number of the Shanghai Henlius H Shares which is less than or equal to the Assured Entitlement of a Qualifying Fosun International Shareholder under the Preferential Offering will be accepted in full, subject to the terms and conditions of the Preferential Offering.

Qualifying Fosun International Shareholders who hold less than 2,041 shares of Fosun International on the Record Date and therefore will not have an Assured Entitlement to the Shanghai Henlius H Shares will still be entitled to participate in the Preferential Offering by applying for excess Shanghai Henlius H Shares only.

Applications for excess Shanghai Henlius H Shares will only be satisfied to the extent that Shanghai Henlius H Shares made available to and not taken up by Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders as their Assured Entitlement under the Preferential Offering are sufficient to satisfy such excess applications.

Qualifying Fosun Pharma Shareholders and Qualifying Fosun International Shareholders should note that their Assured Entitlement to the Shanghai Henlius H Shares may not represent a full board lot of the Shanghai Henlius H Shares. No odd lot matching services will be provided and dealings in odd lots of the Shanghai Henlius H Shares may be at a price below the prevailing market price for full board lots.

If the Preferential Offering proceeds, details of the Preferential Offering, including the terms and conditions for applications (including excess applications) for the Shanghai Henlius H Shares under the Preferential Offering, will be set out in the Prospectus and the accompanying blue application form for Qualifying Fosun Pharma H Shareholders and orange application form for Qualifying Fosun International Shareholders.

As at the date of this announcement, Fosun Pharma, Fosun International and Shanghai Henlius have been advised by their PRC legal advisers that pursuant to Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland-Hong Kong Stock Markets Connect Programme (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), China Securities Depository and Clearing Corporation Limited does not provide services relating to the subscription of newly issued shares. Accordingly, even if the Preferential Offering proceeds, beneficial holders of shares of Fosun Pharma and/or Fosun International who hold shares of Fosun Pharma and/or Fosun International through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect cannot participate in the Preferential Offering and will not be able to take up their respective Assured Entitlement to the Shanghai Henlius H Shares under the Preferential Offering through the trading mechanism of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

#### **4. THE PROPOSED SPIN-OFF AND LISTING ARE SUBJECT TO MARKET CONDITIONS AND PRICING**

The boards of directors of Fosun Pharma and Fosun International wish to emphasize that, notwithstanding this announcement of the Record Date, the closure of the registers of members of Fosun Pharma and Fosun International and the basis of Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares in the Preferential Offering of Fosun Pharma and Fosun International, the implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange and the final decisions of Shanghai Henlius Board as to whether to proceed with the Proposed Spin-off and Listing, which are subject to market conditions and pricing. The Shanghai Henlius Board will only proceed with the Proposed Spin-off and Listing if it considers that the price of the Shanghai Henlius H Shares which can be obtained in the Global Offering, which is subject to market conditions, is such that proceeding with the Proposed Spin-off and Listing on those terms would be in the interests of Shanghai Henlius and its shareholders as a whole.

**Shareholders and potential investors of Fosun Pharma and Fosun International should be aware that there is no assurance that the Proposed Spin-off and Listing will take place or as to when they may take place. If the Proposed Spin-off and Listing do not proceed for any reason, the Preferential Offering will not proceed. If the Proposed Spin-off and Listing proceed, the timetable for the Global Offering, including the Preferential Offering, will be set out in the Prospectus and in a further announcement to be made by Fosun Pharma and Fosun International.**

**Shareholders and potential investors of Fosun Pharma and Fosun International should exercise caution when dealing in or investing in the securities of Fosun Pharma and/or Fosun International (as the case may be). Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

#### **5. GENERAL**

In connection with the Global Offering, the price of the Shanghai Henlius H Shares may be stabilized in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

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

## 6. DEFINITIONS

“Assured Entitlement”	the entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to apply for the Shanghai Henlius H Shares on an assured basis pursuant to the Preferential Offering determined on the basis of their respective shareholdings in Fosun Pharma and Fosun International, respectively, at 4:30 p.m. on the Record Date
“Global Offering”	the proposed global offering of the Shanghai Henlius H Shares
“Hong Kong Public Offering”	the proposed public offering of the Shanghai Henlius H Shares in Hong Kong
“Non-Qualifying Fosun International Shareholders”	Shareholders of Fosun International with registered addresses in, or who are otherwise known by Fosun International to be residents of, any of the Specified Territories on the Record Date and who the directors of Fosun International and Shanghai Henlius, based on enquiries made by them, consider it necessary or expedient to exclude from the Preferential Offering on account either of the legal restrictions under the laws of the relevant jurisdiction in which the relevant shareholder of Fosun International is located or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
“Non-Qualifying Fosun Pharma H Shareholders”	Shareholders of Fosun Pharma with registered addresses in, or who are otherwise known by Fosun Pharma to be residents of, any of the Specified Territories on the Record Date and who the directors of Fosun Pharma and Shanghai Henlius, based on enquiries made by them, consider it necessary or expedient to exclude from the Preferential Offering on account either of the legal restrictions under the laws of the relevant jurisdiction in which the relevant shareholder of Fosun Pharma is located or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
“Preferential Offering”	the proposed preferential offering of the Shanghai Henlius H Shares to Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders in the Global Offering
“Prospectus”	the prospectus to be issued by Shanghai Henlius in connection with the Hong Kong Public Offering and the Preferential Offering

“Qualifying Fosun International Shareholders”	Shareholders of Fosun International, other than Non-Qualifying Fosun International Shareholders, whose names appear in the register of members of Fosun International at 4:30 p.m. on the Record Date
“Qualifying Fosun Pharma H Shareholders”	H shareholders of Fosun Pharma, other than Non-Qualifying Fosun Pharma H Shareholders, whose names appear in the register of members of Fosun Pharma at 4:30 p.m. on the Record Date. For the avoidance of doubt, as disclosed in the circular issued by Fosun Pharma on 11 November 2018, due to the impediments arising from PRC laws and regulations for providing the assured entitlement to existing A share shareholders of Fosun Pharma, Fosun Pharma is only able to provide the assured entitlement to its H share shareholders
“Record Date”	Wednesday, 4 September 2019, being the record date for determining the Assured Entitlement of Qualifying Fosun Pharma H Shareholders and Qualifying Fosun International Shareholders to the Shanghai Henlius H Shares in the Preferential Offering
“Shanghai Henlius Board”	the board of directors of Shanghai Henlius
“Shanghai-Hong Kong Stock Connect”	the securities trading and clearing links programme developed by the Hong Kong Stock Exchange, the Shanghai Stock Exchange, Hong Kong Securities Clearing Company Limited and China Securities Depository and Clearing Corporation Limited for the establishment of mutual market access between Hong Kong and Shanghai
“Shenzhen-Hong Kong Stock Connect”	the securities trading and clearing links programme developed by the Hong Kong Stock Exchange, the Shenzhen Stock Exchange, Hong Kong Securities Clearing Company Limited and China Securities Depository and Clearing Corporation Limited for the establishment of mutual market access between Hong Kong and Shenzhen



“Specified Territories”

the jurisdictions outside Hong Kong which in the view of the directors of Fosun Pharma, Fosun International and Shanghai Henlius, after making enquiries regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges with respect to the offer of the Shanghai Henlius H Shares in the Preferential Offering to the shareholders of Fosun Pharma and/or Fosun International, should be regarded as “Specified Territories” for the purpose of the Preferential Offering on the basis permitted under Rule 13.36(2) of the Listing Rules, details of which will be announced by Fosun Pharma and Fosun International in due course

By order of the board

**Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\***

**Chen Qiyu**

*Chairman*

By order of the board

**Fosun International Limited**

**Guo Guangchang**

*Chairman*

21 August 2019

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

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

\* *For identification purposes only*