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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)

VOLUNTARY ANNOUNCEMENT ENTERING INTO THE EQUITY TRANSFER AGREEMENT

THE ACQUISITION

The Board announces that, on 12 February 2018, Fosun Hospital Investment and Mr. Xie entered into the Equity Transfer Agreement, pursuant to which Fosun Hospital Investment agrees to acquire Sale Interest in consideration of RMB749,993,440. Upon completion of the Acquisition, Fosun Hospital Investment will hold an aggregate of approximately 85.43% equity interest in the Chancheng Hospital, and Mr. Xie will continue to hold approximately 0.59% equity interest in Chancheng Hospital.

This announcement is made by the Company on a voluntary basis.

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Major terms of the Equity Transfer Agreement are summarised as follows:

Date

12 February 2018

Parties

- (a) Fosun Hospital Investment; and
- (b) Mr. Xie

Sale Interest

Under the Equity Transfer Agreement, Fosun Hospital Investment agreed to purchase and Mr. Xie agreed to sell approximately 21.43% of the equity interest in the Chancheng Hospital in consideration of RMB749,993,440.

Consideration

The consideration of the Sale Interest under the Equity Transfer Agreement was determined based on the negotiation between the parties to the Equity Transfer Agreement with reference to the valuation of domestic heavy asset-based medical institutions. The payment of the consideration under the Equity Transfer Agreement will be financed by the self-raised funds of Fosun Hospital Investment.

Payment Conditions

- (1) The Equity Transfer Agreement has been executed legally and validly;
- (2) The transactions under the Equity Transfer Agreement and the amendments to the articles of association have been approved at the general meeting of Chancheng Hospital; and
- (3) The Sale Interest has been duly registered in the name of Fosun Hospital Investment and Chancheng Hospital has completed all necessary changes and filing procedures for the Acquisition.

Payment Schedule

Under the Equity Transfer Agreement, Fosun Hospital Investment shall pay the consideration of the Acquisition in lump sum within 3 business days after all of the payment conditions aforementioned are satisfied.

REASONS AND BENEFITS OF THE EQUITY TRANSFER AGREEMENT

Upon completion of the Acquisition, Fosun Hospital Investment will increase its equity interest in Chancheng Hospital from 64% to 85.43%, which will further optimize the shareholding structure of Chancheng Hospital, facilitate the integration of the Group's internal resources and strengthen the Group's medical service industry layout in southern China.

GENERAL INFORMATION

Chancheng Hospital

The Chancheng Hospital, launched in 2013, is a for-profit 3A Class general hospital and a JCI (an affiliate of Joint Commission on Accreditation of Healthcare Organisations) accredited hospital, and has 1,200 registered beds. Its predecessor is Central Hospital of Chancheng District, Foshan Municipality.

Mr. Xie

Mr. Xie is a Chinese citizen. As at the date of this announcement, Mr. Xie holds approximately 22.02% equity interest of Chancheng Hospital and is the vice chairman of the board of directors and general manager of Chancheng Hospital.

DEFINITIONS

Unless the context other requires, the following expressions have the following meanings in this announcement:

“A Share(s)”	domestic Share(s) of the Company with a nominal value of RMB1 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Acquisition”	the acquisition of the Sale Interest by Fosun Hospital Investment pursuant to the Equity Transfer Agreement
“Board”	the board of Directors of the Company
“Chancheng Hospital”	Foshan Chancheng Central Hospital Company Limited* (佛山市禪城區中心醫院有限公司), a for-profit medical institution established with the approval by the Population, Health and Drug Administration of Chancheng District, Foshan (佛山市禪城區人口和衛生藥品監督管理局), a subsidiary of the Company
“Company”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a joint stock company established in the PRC with limited liability, the H shares and A shares of which are listed and traded on the Main Board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“Equity Transfer Agreement”	the equity transfer agreement dated 12 February 2018 entered into between Fosun Hospital Investment and Mr. Xie in relation to the acquisition of the Sale Interest

“Fosun Hospital Investment”	Shanghai Fosun Hospital Investment (Group) Co., Ltd.* (上海復星醫院投資(集團)有限公司), a subsidiary of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed share(s) of the Company with a nominal value of RMB1 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Mr. Xie”	Mr. Xie Dazhi
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Interest”	an approximately 21.43% equity interest in Chancheng Hospital held by Mr. Xie to be sold pursuant to the Equity Transfer Agreement
“Shareholder(s)”	holder(s) of Share(s);
“Share(s)”	A Share(s) and H Share(s)
“%”	per cent.

By order of the Board
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
Chairman
Chen Qiyu

Shanghai, the People’s Republic of China

12 February 2018

As of the date of this announcement, the executive directors of the Company are Mr. Chen Qiyu, Mr. Yao Fang and Mr. Wu Yifang; the non-executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Ms. Kang Lan and Mr. Wang Can; and the independent non-executive directors of the Company are Mr. Cao Huimin, Mr. Jiang Xian, Dr. Wong Tin Yau Kelvin and Mr. Wai Shiu Kwan Danny.

** for identification purpose only*