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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)

CONNECTED TRANSACTION
ISSUE OF NEW SHARES UNDER THE SHARE AWARD SCHEME

On 24 March 2022, the Board resolved to award an aggregate of 30,979,000 Award Shares 2022 to 143 Selected Participants by way of issue and allotment of new Shares pursuant to the Specific Mandate.

As at the date of this announcement, the Trust is an employees' share scheme established for Selected Participants of the Company, and the aggregate of the Company's connected persons' interest under such scheme is approximately 62.71%. As such, pursuant to Rule 14A.12(1)(b) of the Listing Rules, the Trustee (in its capacity as trustee of the Trust) is an associate of connected persons of the Company and the issue of the Award Shares 2022 to the Trustee shall constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and shall be subject to, among others, the approval by the independent Shareholders, excluding the Trustee, the Selected Participants under the 2022 Award and their respective associates at a general meeting to be held by the Company.

Reference is made to the announcements of Fosun International Limited (the "**Company**", together with its subsidiaries collectively the "**Group**") dated 25 March 2015, 26 March 2015, 1 April 2016, 4 May 2017, 28 March 2018, 27 March 2019, 28 August 2019, 1 April 2020 and 31 March 2021 respectively, in relation to the adoption of the Share Award Scheme and allotment of Award Shares under the Share Award Scheme (collectively, the "**Announcements**"). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

DETAILS OF THE AWARD OF THE AWARD SHARES 2022

On 24 March 2022, the board of directors of the Company (the “**Board**”) has resolved to award an aggregate of 30,979,000 Award Shares (the “**Award Shares 2022**”) to 143 Selected Participants under the Share Award Scheme (the “**2022 Award**”), which will be issued and allotted pursuant to a specific mandate (the “**Specific Mandate**”) to be obtained in a general meeting to be held by the Company.

Upon issue and allotment of the Award Shares 2022, the Trustee will hold the Award Shares 2022 on trust for the Selected Participants and such Award Shares 2022 shall be transferred to the Selected Participants upon satisfaction of their respective vesting conditions. The number of Award Shares 2022 granted to each of the Selected Participants under the 2022 Award was determined in accordance with their respective contributions to the Group.

Under the 2022 Award, out of the 30,979,000 Award Shares 2022 granted to the 143 Selected Participants, 20,052,000 Award Shares 2022 were granted to the following connected persons of the Company with details as follows:

Directors	Number of Award Shares 2022
Guo Guangchang	738,000
Wang Qunbin	704,000
Chen Qiyu	3,106,000
Xu Xiaoliang	2,704,000
Qin Xuetao	1,448,000
Gong Ping	1,048,000
Huang Zhen	800,000
Zhuang Yuemin	25,000
Yu Qingfei	25,000
Zhang Shengman	25,000
Zhang Huaqiao	25,000
David T. Zhang	25,000
Lee Kai-Fu	25,000
Tsang King Suen Katherine	25,000
<i>Subtotal</i>	<hr/> 10,723,000 <hr/>

Directors of significant subsidiaries of the Company	Number of Award Shares 2022
Pan Donghui	1,538,000
Yao Fang	1,315,000
Zhang Houlin	893,000
Li Tao	887,000
Wang Jiping	798,000
Jin Hualong	555,000
Qian Jiannong	460,000
Qian Shunjiang	371,000
Jorge Magalhães Correia	360,000
Huang Yixin	358,000
Shi Kun	345,000
Zhang Liangsen	311,000
Gao Min	277,000
Wang Kexin	260,000
Hao Yuming	220,000
Guan Xiaohui	200,000
Peng Yulong	121,000
Wei Junfeng	60,000
<i>Subtotal</i>	9,329,000
Total	20,052,000

Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Qin Xuetao, Mr. Gong Ping, Mr. Huang Zhen, Mr. Zhuang Yuemin, Mr. Yu Qingfei, Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Dr. Lee Kai-Fu and Ms. Tsang King Suen Katherine have each abstained from voting on approving the relevant board resolution on the award of the Award Shares 2022 to themselves under the 2022 Award.

The aggregate of 30,979,000 Award Shares 2022 to be issued and allotted by the Company to the Selected Participants under the 2022 Award represents approximately 0.373% of the existing total number of issued Shares of the Company as at the date of this announcement and approximately 0.371% of the total number of issued Shares of the Company as enlarged by the issue and allotment of the Award Shares 2022 (assuming that there will be no other changes in the total number of issued Shares of the Company between the date of this announcement and the completion date of issue and allotment of the Award Shares 2022).

Based on the closing price of HK\$8.71 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value of the 30,979,000 Award Shares 2022 awarded under the 2022 Award is HK\$269,827,090.

The Award Shares 2022, when issued and fully paid, shall rank pari passu among themselves and with other Shares in issue, with the right to receive all dividends and other distributions to be declared, made or paid on or after the date of allotment.

Application shall be made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the aggregate of 30,979,000 Award Shares 2022.

CONDITIONS

The grant of the Award Shares 2022 to the Selected Participants under the 2022 Award shall be subject to the following conditions:

- (a) the grant of the listing approval by the Stock Exchange in respect of the Award Shares 2022;
and
- (b) the approval by the independent Shareholders at a general meeting to be held by the Company in respect of the issue and allotment of the Award Shares 2022 and the Specific Mandate.

FURTHER DETAILS OF THE AWARD SHARES 2022

The information in relation to the award of the 30,979,000 Award Shares 2022 to the Selected Participants under the 2022 Award is set out below:

Securities to be issued:	30,979,000 Award Shares 2022
Funds to be raised:	No funds will be raised by the Company as a result of the issue and allotment of the Award Shares 2022

Identity of the allottees: The Trustee, which will hold the Award Shares 2022 awarded under the 2022 Award in trust in accordance with the trust deed for the 143 Selected Participants, who are: (i) Directors and directors of significant subsidiaries of the Company; (ii) the Group's business and functional backbone employees; and (iii) senior management of the Group's core affiliated enterprises

In general, such Selected Participants should have been with the Group for more than one year as at 23 March 2022 and each of them should have met their respective performance evaluation results for the year ended 31 December 2021

Market price of the Shares: The closing price of the Shares on 24 March 2022 as quoted on the Stock Exchange is HK\$8.71 per Share

The average closing price of the Shares for the five consecutive trading days immediately preceding 24 March 2022 as quoted on the Stock Exchange is approximately HK\$8.32 per Share

Vesting: a) Subject to the satisfaction of the vesting criteria and conditions of the 2022 Award, 25,695,000 Award Shares 2022 awarded under the 2022 Award shall be transferred to the Selected Participants under the 2022 Award upon expiry of the following vesting period:

Percentage of the Award Shares 2022 to be vested under the 2022 Award	Vesting Date
33%	24 March 2023
33%	24 March 2024
34%	24 March 2025

b) Subject to the satisfaction of the vesting criteria and conditions of the 2022 Award, 5,284,000 Award Shares 2022 awarded under the 2022 Award shall be transferred to the Selected Participants under the 2022 Award upon expiry of

the following vesting period:

Percentage of the Award Shares 2022 to be vested under the 2022 Award	Vesting Date
100%	24 March 2023

On each of the above vesting dates, the Company is entitled to adjust the actual amount of the Award Shares 2022 that can be vested to the respective Selected Participants under the 2022 Award according to their performance at its sole discretion

Fund raising activities in the past 12 months:

The Company has not engaged in any fund raising activities in the 12 months immediately preceding the date of this announcement

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Trust is an employees' share scheme established for Selected Participants of the Company, and the aggregate of the Company's connected persons' interest under such scheme is approximately 62.71%. As such, pursuant to Rule 14A.12(1)(b) of the Listing Rules, the Trustee (in its capacity as trustee of the Trust) is an associate of connected persons of the Company and the issue of the Award Shares 2022 to the Trustee shall constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and shall be subject to, among others, the approval by the independent Shareholders, excluding the Trustee, the Selected Participants under 2022 Award and their respective associates at a general meeting to be held by the Company.

Pursuant to Chapter 14A of the Listing Rules, the Trustee, the Selected Participants under 2022 Award and their respective associates are required to abstain from voting on the resolutions at a general meeting to be held by the Company to approve the 2022 Award.

REASONS FOR THE AWARD OF THE AWARD SHARES 2022

The Group 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.

The Share Award Scheme forms part of the incentive schemes of the Group. The Board

considers that the award of the Award Shares 2022 to the Selected Participants provides incentives to the Selected Participants and will allow the Group to attract, retain and motivate talents for the continual operation and development of the Group. The award of the Award Shares 2022 to the Selected Participants recognizes their continual support to the Group and their efforts will promote the Group's future development.

The Company has resolved to grant Award Shares 2022 to 143 core personnel which are Selected Participants under the 2022 Award, with a view to further motivate employees to maximize the Company's long-term interests and highlight the principle of performance-based awards so as to create more value for the Group. The Selected Participants under 2022 Award include Directors and directors of significant subsidiaries of the Company, the Group's business and functional backbone employees and senior management of the Group's core affiliated enterprises.

Furthermore, there will not be any actual cash outflow by the Group under the award of the Award Shares 2022 to the Selected Participants. In this regard, the Directors consider that the terms and conditions of the Award are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

GENERAL

An independent financial adviser will be appointed to advise the independent Shareholders in relation to the issue of the Award Shares 2022 to the Trustee.

A circular including, among others, details of the issue and allotment of the Award Shares 2022 with the advice of the independent financial adviser will be despatched to the independent Shareholders as soon as possible on or before 30 April 2022, as additional time is required for obtaining the letter of advice from the independent financial adviser.

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

24 March 2022

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. Gong Ping and Mr. Huang Zhen; the non-executive directors are Ms. Chen Shucui, Mr. Zhuang Yuemin and Mr. Yu Qingfei; 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.