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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)

**DISCLOSEABLE TRANSACTION
SUPPLEMENTAL AGREEMENT
IN RELATION TO
ACQUISITION OF WANSHENG**

References are made to the announcements of Fosun International Limited (the “**Company**”) dated 14 March 2023 and 23 October 2023 (the “**Previous Announcements**”) in relation to, including but not limited, the Share Acquisition Agreement (the “**Original Agreement**”) entered into between Fosun High Technology (the “**Purchaser**”) and Nanjing Iron & Steel (the “**Seller**”), pursuant to which Fosun High Technology agreed to acquire 174,305,939 shares of Wansheng and all underlying rights of such shares with the Acquisition Consideration of RMB2.65 billion, and the execution of a supplemental agreement to the Share Acquisition Agreement (the “**Supplemental Agreement I**”) between the Parties to amend and/or supplement the relevant terms of the Original Agreement. Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Previous Announcements. The announcement is made to provide further details in relation to the Acquisition.

Wansheng has paid a total of RMB34,861,187.80 to the Seller on 17 May 2023 for the dividends. Pursuant to the Supplemental Agreement I, the Purchaser has paid the first instalment of the Acquisition Consideration of RMB1 billion to the Seller as agreed. After deducting the dividends paid, the Remaining Acquisition Consideration of RMB1.65 billion is reduced to RMB1,615,138,812.20. The transfer of the Acquisition Shares between the Parties was completed on 26 October 2023.

On 25 October 2024, the Parties entered into a supplemental agreement II to the Share Acquisition Agreement (the “**Supplemental Agreement II**”) to amend and/or supplement the relevant terms of the Original Agreement and the Supplemental Agreement I. The Supplemental Agreement II was entered into through friendly negotiations between the Parties, aiming to ensure the completion of the Acquisition can be progressed smoothly. The principal terms of the Supplemental Agreement II are set out below:

Adjustment of Payment Arrangements of the Remaining Acquisition Consideration and the Compensation

1. The Purchaser shall pay to the Seller RMB200 million on 25 October 2024 (of which RMB122,121,546.51 shall be used to settle the same amount of the Remaining Acquisition Consideration and RMB77,878,453.49 shall be used to settle the compensation calculated under the Supplemental Agreement I as at 25 October 2024).
2. During the period from 26 October 2024 to 25 July 2025, the Purchaser shall pay compensation to the Seller on a quarterly basis at an annualized interest rate of 10% of the unpaid amount of the Remaining Acquisition Consideration. The basis of the calculation for the compensation and the date of payment are as follows:

Unit: RMB

	Calculation Basis of the Compensation	Date of Payment
The First Phase of Compensation	RMB1,493,017,265.69	24 January 2025
The Second Phase of Compensation	RMB1,493,017,265.69	25 April 2025 or the date on which the Purchaser pays the Third Instalment of the Acquisition Consideration (as defined below), whichever is earlier
The Third Phase of Compensation	RMB1,000,000,000	25 July 2025 or the date on which the Purchaser pays the entire Remaining Acquisition Consideration, whichever is earlier

The Parties have agreed that the Purchaser shall have the right to repay entire or part of the Remaining Acquisition Consideration to the Seller prior the due date. If the Purchaser repays part of the Remaining Acquisition Consideration to the Seller in advance, the calculation basis of the compensation shall be correspondingly deducted from the day following the receipt of such payment by the Seller.

3. The Purchaser shall pay the Seller RMB493,017,265.69 before 25 April 2025 to settle the same amount of the Remaining Acquisition Consideration (the “**Third Instalment of the Acquisition Consideration**”).
4. The Purchaser shall repay the entire Remaining Acquisition Consideration of RMB1 billion to the Seller before 25 July 2025 (the “**Fourth Instalment of the Acquisition Consideration**”).

Adjustment of the Late Payment Penalty

If the Purchaser fails to pay to the Seller the Third Instalment of the Acquisition Consideration, the Fourth Instalment of the Acquisition Consideration or any phase of the compensation (including the amount due in advance as agreed in the Supplemental Agreement II) in full and on time, in addition to the payment of the compensation to the Seller on a quarterly basis at an annualized interest rate of 10%, the Purchaser, for each instalment that is wholly or partly overdue (the “**Overdue Amount**”), shall pay a late payment penalty to the Seller at an annualized interest rate of 5% of the Overdue Amount, based on the actual number of days from the agreed payment date of the Overdue Amount to the date (excluding such date) when the Purchaser fully pays the Overdue Amount.

The Supplemental Agreement II is an amendment and/or supplement to the Original Agreement and Supplemental Agreement I. In the event of any inconsistency between the Supplemental Agreement II and the Original Agreement or Supplemental Agreement I, the provisions of the Supplemental Agreement II shall prevail. For matters not covered by the Supplemental Agreement II, the terms of the Original Agreement and Supplemental Agreement I shall continue to apply.

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

25 October 2024

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. Yu Qingfei, Mr. Li Shupeí 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.