

FANHUA INC.
Filed by
FOSUN INTERNATIONAL LTD

FORM SC 13G/A
(Amended Statement of Ownership)

Filed 02/09/18

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|-------------|--|
| Telephone | (86-20) 8388 6888 |
| CIK | 0001413855 |
| Symbol | FANH |
| SIC Code | 6411 - Insurance Agents, Brokers and Service |
| Industry | Property & Casualty Insurance |
| Sector | Financials |
| Fiscal Year | 12/31 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Fanhua Inc.

(Name of Issuer)

Ordinary Shares, par value US\$0.001 per share

(Title of Class of Securities)

30712A 103

(CUSIP Number)

December 31, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

SCHEDULE 13G

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| CUSIP No. 30712A 103 |
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| | | | |
|---|---|---|--|
| 1 | Names of Reporting Persons Fosun International Limited | | |
| 2 | Check the appropriate box if a member of a Group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | Sec Use Only | | |
| 4 | Citizenship or Place of Organization Hong Kong | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 | |
| | 6 | Shared Voting Power 79,860,720 (1) | |
| | 7 | Sole Dispositive Power 0 | |
| | 8 | Shared Dispositive Power 79,860,720 (1) | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 79,860,720 (1) | | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | | |
| 11 | Percent of class represented by amount in row (9) 6.1% (2) | | |
| 12 | Type of Reporting Person (See Instructions) CO | | |

(1) Number of shares is number of ordinary shares, par value US\$0.001 (“Ordinary Shares”), of Fanhua Inc. (the “Issuer”). Fosun International Limited beneficially owns 693,036 American Depositary Shares (“ADS”) and 66,000,000 Ordinary Shares subscribed by Fosun Industrial Holdings Limited, a wholly-owned subsidiary of Fosun International Limited in a private placement in April 2017. Each ADS represents 20 Ordinary Shares.

(2) This percentage is calculated based on 1,301,049,604 Ordinary Shares of the Issuer outstanding as of December 31, 2017 according to the 13D/A filed by a number of reporting persons including Mr. Wang Chunlin with the Securities and Exchange Commission on January 18, 2018.

SCHEDULE 13G

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| CUSIP No. 30712A 103 |
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|---|---|---|--|
| 1 | Names of Reporting Persons Fosun Industrial Holdings Limited | | |
| 2 | Check the appropriate box if a member of a Group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | Sec Use Only | | |
| 4 | Citizenship or Place of Organization Hong Kong | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 | |
| | 6 | Shared Voting Power 66,000,000 (1) | |
| | 7 | Sole Dispositive Power 0 | |
| | 8 | Shared Dispositive Power 66,000,000 (1) | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 66,000,000 (1) | | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | | |
| 11 | Percent of class represented by amount in row (9) 5.1% (2) | | |
| 12 | Type of Reporting Person (See Instructions) CO | | |

(1) Number of shares is number of Ordinary Shares of the Issuer. Fosun Industrial Holdings Limited beneficially owns 66,000,000 Ordinary Shares.

(2) This percentage is calculated based on 1,301,049,604 ordinary shares of the Issuer outstanding as of December 31, 2017 according to the 13D/A filed by a number of reporting persons including Mr. Wang Chunlin with the Securities and Exchange Commission on January 18, 2018.

Item 1.

(a) Name of Issuer:

Fanhua Inc.

(b) Address of Issuer's Principal Executive Offices:

27/F, Pearl River Tower
No. 15 West Zhujiang Road, Tianhe District
Guangzhou, Guangdong 510623
The People's Republic of China

Item 2.

(a) Name of Person Filing:

This Schedule 13G is filed by Fosun International Limited ("Fosun International"), a company organized under the laws of the Hong Kong Special Administrative Region of China ("Hong Kong"), and Fosun Industrial Holdings Limited ("Fosun Industrial" and, together with Fosun International, the "Reporting Persons"), a company organized under the laws of Hong Kong.

Fosun Industrial is a wholly-owned subsidiary of Fosun International.

(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office for both Fosun International and Fosun Industrial is Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong.

(c) Citizenship:

See Item 2(a)

(d) Title and Class of Securities:

Ordinary Shares, par value US \$0.001 per share ("Ordinary Shares"), of the Issuer

(e) CUSIP No.:

30712A 103

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

- (a) See Item 9 of the cover pages to this Schedule 13G for the aggregate number of Ordinary Shares that are beneficially owned by each Reporting Person as of December 31, 2017.
- (b) See Item 11 of the cover pages to this Schedule 13G for the percentage of Ordinary Shares that are beneficially owned by each Reporting Person as of December 31, 2017.
- (c) See Items 5 through 8 of the cover pages to this Schedule 13G for the number of Ordinary Shares that are beneficially owned by each Reporting Person as of December 31, 2017 as to which there is sole or shared power to vote or direct the vote, and sole or shared power to dispose or direct the disposition.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2018

FOSUN INTERNATIONAL LIMITED

By: /s/ SZE Mei Ming
SZE Mei Ming
Company Secretary

FOSUN INDUSTRIAL HOLDINGS LIMITED

By: /s/ GUO Guangchang
GUO Guangchang
Director

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Joint Filing Agreement, dated April 7, 2017 by and between Fosun International Limited and Fosun Industrial Holdings Limited (incorporated by reference to Exhibit 99.1 to that certain Schedule 13G filed on April 7, 2017 by the Reporting Persons with the Securities and Exchange Commission). |