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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Fosun International Limited (the “**Company**”) will be held at 10 a.m. on Wednesday, 30 October 2019 at 39th Floor, Tower S1, the Bund Finance Centre, 600 Zhongshan No.2 Road (E), Huangpu District, Shanghai, the PRC for the following purpose:

1. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“**THAT:**

- (a) the grant of specific mandate to the directors of the Company (the “**Directors**”) regarding the issue and allotment of an aggregate of 288,500 new shares (the “**New Award Shares**”) to Computershare Hong Kong Trustees Limited to hold on trust for selected participants who are selected by the board of Directors (the “**Board**”) (the “**Selected Participants**”) for participation in the share award scheme adopted by the Company on 25 March 2015 (the “**Share Award Scheme**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) (the “**Award**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant of 420,000 award shares pursuant to the Share Award Scheme to the Selected Participants, is hereby approved and confirmed; and
- (c) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder, including but not limited to the issue and allotment of the New Award Shares pursuant to the Share Award Scheme.”;

2. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) the tranche I employee share option incentive scheme of Shanghai Yuyuan Tourist Mart (Group) Co., Ltd.\* (上海豫園旅遊商城(集團)股份有限公司) (“**Yuyuan**”) (the “**Yuyuan Tranche I Employee Share Option Incentive Scheme**”, a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) be and is hereby approved and adopted;
- (b) the board of directors of Yuyuan be and is hereby authorized to execute all such documents and take all steps as it considers to be necessary, expedient and appropriate to give effect to the Yuyuan Tranche I Employee Share Option Incentive Scheme, including but not limited to:
- i. to administer the Yuyuan Tranche I Employee Share Option Incentive Scheme under which options will be granted to eligible participants for subscription for shares of Yuyuan, including but not limited to, to grant options to the participants and to handle all matters necessary, expedient or incidental to the grant of options under the Yuyuan Tranche I Employee Share Option Incentive Scheme;
  - ii. to allot, issue and deal with any shares of Yuyuan pursuant to the exercise of any options which may be granted from time to time in accordance with the terms of the Yuyuan Tranche I Employee Share Option Incentive Scheme; and
  - iii. to modify and/or amend the Yuyuan Tranche I Employee Share Option Incentive Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Yuyuan Tranche I Employee Share Option Incentive Scheme and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (c) any director of the Company be and is hereby authorized to execute all such documents and take all such steps as he may consider to be necessary, expedient and appropriate to give effect to the adoption of the Yuyuan Tranche I Employee Share Option Incentive Scheme;

3. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to and conditional upon (i) the passing of the necessary resolution by the shareholders of Fosun Tourism Group (“**FTG**”), a subsidiary of the Company, in general meeting to approve and adopt the share option scheme of FTG (the “**FTG Share Option Scheme**”, a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for the purpose of identification) and to authorize the directors of FTG to grant options to subscribe for shares of FTG (the “**FTG Shares**”) thereunder and to allot, issue and deal with FTG Shares pursuant to the exercise of any options granted under the FTG Share Option Scheme; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the FTG Shares to be issued pursuant to the exercise of the options which may be granted under the FTG Share Option Scheme, the FTG Share Option Scheme be and is hereby approved and adopted;
- (b) the board of directors of FTG be and is hereby authorized to execute all such documents and take all steps as it considers to be necessary, expedient and appropriate in order to give full effect to the FTG Share Option Scheme, including but without limitation:
- i. to administer the FTG Share Option Scheme under which options will be granted to the eligible participants under the FTG Share Option Scheme to subscribe for FTG Shares, including but not limited to, to grant options to the eligible participants in accordance with the FTG Share Option Scheme and to handle all matters necessary in relation to, expedient or incidental to the grant of options under the FTG Share Option Scheme;
  - ii. to allot, issue and deal with any FTG Shares pursuant to the exercise of the subscription rights under any options which may be granted from time to time in accordance with the terms of the FTG Share Option Scheme; and
  - iii. to modify and/or amend the FTG Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the FTG Share Option Scheme and the requirements of the Listing Rules; and
- (c) any director of the Company be and is hereby authorized to execute all such documents and take all such steps as he may consider to be necessary, expedient and appropriate to effect the adoption of the FTG Share Option Scheme.”

By order of the Board  
**Fosun International Limited**  
**Guo Guangchang**  
*Chairman*

8 October 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not to be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Monday, 28 October 2019 to Wednesday, 30 October 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with the Share Registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 25 October 2019.
4. For details in relation to the ordinary resolutions set out in the above notice, please refer to the circulars regarding the proposed adoption of the Connected Transaction – Issue of New Shares under the Share Award Scheme, the Proposed Adoption of the Yuyuan Tranche I Employee Share Option Incentive Scheme and the Proposed Adoption of the FTG Share Option Scheme despatched together with this notice.

*As at the date of this document, the executive directors of the Company 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 purpose only.*