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If you have sold or transferred all your shares in Fosun International Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED GRANTING OF SHARE OPTION MANDATE
AND
PROPOSED GRANTING OF SHARE AWARD MANDATE
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 9 June 2023 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China and online through online platform https://meetings.computershare.com/FOSUN_2023AGM is despatched together with this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.fosun.com).

The Annual General Meeting will be held as a hybrid meeting. The Company encourages Shareholders to exercise their rights to attend and vote at the Annual General Meeting through electronic facilities. Please refer to the section headed "Special Arrangements for the Annual General Meeting" in this circular for details. Shareholders are entitled to appoint another person (whether a Shareholder or not) as a proxy to exercise all or any of the Shareholder's rights to attend and to speak and vote at the Annual General Meeting, and may appoint separate proxies to represent respectively the number of Shares held by the Shareholder that is specified in their instruments of appointment. Please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it as soon as possible to Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting (whether physically or online) at such meeting if you so wish.

A letter from the Board is set out on pages 4 to 9 of this circular.

28 April 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2007 Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the extraordinary general meeting held on 19 June 2007
“2017 Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the annual general meeting held on 6 June 2017
“2023 Share Award Scheme”	the share award scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the extraordinary general meeting held on 16 March 2023
“2023 Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the extraordinary general meeting held on 16 March 2023
“Annual General Meeting”	an annual general meeting of the Company to be held at 10:00 am. on Friday, 9 June 2023 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China and online through online platform https://meetings.computershare.com/FOSUN_2023AGM to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out in this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Fosun International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed and traded on the main board of the Hong Kong Stock Exchange (Stock Code: 00656)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	any person belonging to the following classes of participants: (a) any Employee Participant; (b) any Related Entity Participant; and (c) any Service Provider.
“FHL”	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability
“Fosun International Holdings”	Fosun International Holdings Ltd., a company incorporated in the British Virgin Islands with limited liability
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuance Mandate”	as defined in paragraph 2(b) of the “Letter from the Board” set out in this circular
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region

DEFINITIONS

“Repurchase Mandate”	as defined in paragraph 2(a) of the “Letter from the Board” set out in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the shares of the Company, shares forming part of the ordinary shares of the Company
“Share Award Mandate”	as defined in paragraph 4 of the “Letter from the Board” set out in this circular
“Share Option Mandate”	as defined in paragraph 3 of the “Letter from the Board” set out in this circular
“Shareholder(s)”	holder(s) of issued Share(s)
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong

FOSUN 复星
復星國際有限公司
FOSUN INTERNATIONAL LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00656)

Executive Directors:

Mr. Guo Guangchang (*Chairman*)
Mr. Wang Qunbin (*Co-Chairman*)
Mr. Chen Qiyu (*Co-Chief Executive Officer*)
Mr. Xu Xiaoliang (*Co-Chief Executive Officer*)
Mr. Gong Ping
Mr. Huang Zhen
Mr. Pan Donghui

Registered Office:

Room 808, ICBC Tower
3 Garden Road
Central
Hong Kong

Non-executive Directors:

Mr. Yu Qingfei
Mr. Li Shupe
Mr. Li Fuhua

Independent Non-executive Directors:

Mr. Zhang Shengman
Mr. Zhang Huaqiao
Mr. David T. Zhang
Dr. Lee Kai-Fu
Ms. Tsang King Suen Katherine

28 April 2023

To the Shareholders

Dear Sirs or Madams,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED GRANTING OF SHARE OPTION MANDATE
AND
PROPOSED GRANTING OF SHARE AWARD MANDATE
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, inter alia, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issuance Mandate; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of the Share Option Mandate; (v) the granting of the Share Award Mandate; and (vi) the re-election of Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND THE ISSUANCE MANDATE

On 2 June 2022, general mandates were granted to the Directors to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, the issued Shares of the Company comprised 8,220,210,124 Shares.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Hong Kong Stock Exchange of up to 10% of the total issued Shares on the date of passing of such resolution, which is up to 822,021,012 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with new Shares of up to 20% of the total issued Shares on the date of passing of such resolution, which is up to 1,644,042,024 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of Annual General Meeting as set out in this circular. In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate and also constituting the memorandum required under Section 239(2) of the Companies Ordinance, is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF THE SHARE OPTION MANDATE

Under sections 140 and 141 of the Companies Ordinance, directors of a company shall not, without shareholders’ prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. The Company has a 2023 Share Option Scheme under which the Directors may grant share options to any Eligible Person(s) to subscribe for Shares, subject to the terms and conditions as stipulated therein. It is proposed at the Annual General Meeting to grant the Directors an unconditional mandate to grant share options under the 2023 Share Option Scheme and to issue and allot Shares pursuant to the exercise of share options granted under the 2023 Share Option Scheme, 2017 Share Option Scheme and 2007 Share Option Scheme (the “**Share Option Mandate**”).

LETTER FROM THE BOARD

The Share Option Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or the date of the expiration of the 2023 Share Option Scheme or any earlier date as referred to in the proposed ordinary resolutions contained in item 8 of the notice of Annual General Meeting as set out in this circular.

4. PROPOSED GRANTING OF THE SHARE AWARD MANDATE

Under sections 140 and 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. The Company has a 2023 Share Award Scheme under which the Directors may grant award Shares to any Eligible Person(s), subject to the terms and conditions as stipulated therein. It is proposed at the Annual General Meeting to grant the Directors an unconditional mandate to issue and allot award Shares under the 2023 Share Award Scheme (the "**Share Award Mandate**").

The Share Award Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or the date of the expiration of the 2023 Share Award Scheme or any earlier date as referred to in the proposed ordinary resolutions contained in item 9 of the notice of Annual General Meeting as set out in this circular.

5. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Articles 106 and 107 of the Articles of Association, at each annual general meeting of the Company, at least one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to and is at least one-third) shall retire from office by rotation. The Directors to retire by rotation shall be those who have been serving longest in office since their last appointment or reappointment. As between persons who became or were last reappointed Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to Articles 106 and 107 of the Articles of Association, Mr. Yu Qingfei, Mr. Zhang Shengman, Mr. David T. Zhang, Dr. Lee Kai-Fu and Ms. Tsang King Suen Katherine shall retire by rotation at the Annual General Meeting. All of the above five retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Pursuant to Code Provision B.2.3 of Corporate Governance Code, Appendix 14 of the Listing Rules, if an independent non-executive director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. As at the Latest Practicable Date, Mr. Zhang Shengman and Mr. David T. Zhang have served the Company as independent non-executive Directors for more than 9 years since December 2006 and June 2012 respectively. Accordingly, a separate resolution will be put forward at the Annual General Meeting for re-electing Mr. Zhang Shengman and Mr. David T. Zhang as an independent non-executive Director respectively.

LETTER FROM THE BOARD

While Mr. Zhang Shengman and Mr. David T. Zhang have served the Company as independent non-executive Directors for more than 9 years, the Nomination Committee has assessed the nomination of the Directors in accordance with the adopted nomination procedures and the *Board Diversity Policy* of the Company, and considered that (1) they still have the required independence, character, integrity and experience and are able to carry out their duties as independent non-executive Directors and (2) an appropriate balance between continuity of experience and refreshment of the Board can be maintained upon their re-election based on the following reasons:

- (i) Mr. Zhang Shengman and Mr. David T. Zhang are able to confirm their independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (ii) Mr. Zhang Shengman and Mr. David T. Zhang do not have any management role in the Company and its subsidiaries;
- (iii) Despite their relatively long term of services on the Board, Mr. Zhang Shengman and Mr. David T. Zhang would still be able to bring fresh perspectives to the Board with their ample financial management and legal experience; and
- (iv) Mr. Zhang Shengman and Mr. David T. Zhang have continually demonstrated strong independence in character and judgment and contributed effectively by providing impartial and objective views, and which, coupled with familiarity with the business of the Group, have proven themselves to be valuable members of the Board.

Having considered the above factors, and taking into account that Mr. Zhang Shengman and Mr. David T. Zhang would continue to bring in fresh perspectives, objective insights and independent judgment to the Board and the Board committees of which they serve as members, the Nomination Committee therefore recommended the Board to propose them to be re-elected at the Annual General Meeting despite Mr. Zhang Shengman and Mr. David T. Zhang have been independent non-executive Directors of the Company for more than 9 years. After considering the recommendation of the Nomination Committee, the Board is confident that Mr. Zhang Shengman and Mr. David T. Zhang remain independent and have a healthy level of professional scepticism. Mr. Zhang Shengman and Mr. David T. Zhang will continue to make valuable contributions and bring fresh perspectives to the business development of the Company by providing their unique, balanced and objective views to the Board, and would like to seek the approval from the Shareholders for their re-election as independent non-executive Directors.

Pursuant to Article 111 of the Articles of Association, the Board shall have power to appoint any person who is willing to act as a Director, either to fill a casual vacancy on the Board or as an additional Director to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company after his/her appointment and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting.

LETTER FROM THE BOARD

Mr. Pan Donghui was appointed as an executive Director by the Board on 29 March 2023. According to Article 111 of the Articles of Association, Mr. Pan Donghui shall retire at the Annual General Meeting and shall be eligible for re-election.

According to the Company's *Board Diversity Policy*, the Board endeavours to diversify professional backgrounds of Directors in order to meet the needs of the Company's development. The appointment of Mr. Pan Donghui can supplement the Board's professional requirements in various industries and facilitate the Group's balanced and sustainable development and succession planning of the Board.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any retiring director(s) proposed to be re-elected or new director(s) proposed to be elected in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Pan Donghui, Mr. Yu Qingfei, Mr. Zhang Shengman, Mr. David T. Zhang, Dr. Lee Kai-Fu and Ms. Tsang King Suen Katherine are set out in Appendix II of this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out in this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issuance Mandate; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of the Share Option Mandate; (v) the granting of the Share Award Mandate; and (vi) the re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.fosun.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting (whether physically or online) at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate; (ii) the granting of the Issuance Mandate; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of the Share Option Mandate; (v) the granting of the Share Award Mandate; and (vi) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Guo Guangchang
Chairman

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules and section 239(2) of the Companies Ordinance to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate to the Directors is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to them to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. ISSUED SHARES

As at the Latest Practicable Date, the issued Shares of the Company comprised 8,220,210,124 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 8,220,210,124 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 822,021,012 Shares, representing 10% of the Shares in issue of the Company as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and/or any other applicable laws and regulations in Hong Kong, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Guo Guangchang, the Company's controlling shareholder (as defined in the Listing Rules), was interested and deemed to be interested in 6,044,984,673 Shares (including 6,044,246,673 Shares owned by FHL and 738,000 Shares held by him personally), representing 73.54% of the total issued Shares of the Company. FHL is a company incorporated in Hong Kong with limited liability and wholly owned by Fosun International Holdings which was owned as to 85.29% and 14.71% by Mr. Guo Guangchang and Mr. Wang Qunbin, respectively. Pursuant to Part XV of the SFO, FHL is a controlled corporation of Mr. Guo Guangchang and accordingly, Mr. Guo Guangchang was deemed to be interested in 6,044,246,673 Shares owned by FHL. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting and assuming that there will be no other change in the total number of issued Shares since the Latest Practicable Date and the number of Shares directly and indirectly held by Mr. Guo Guangchang remains 6,044,984,673, the interest of Mr. Guo in the issued Shares would increase to approximately 81.71% of the total number of issued Shares.

The Directors will not make repurchase of Shares to such extents which would, in the circumstances, result in less than 20% of the number of issued Shares being held in public hands. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the following previous months were as follows:

Month	Highest HK\$	Lowest HK\$
2022		
April	8.85	7.45
May	8.28	7.25
June	8.04	6.50
July	7.32	6.13
August	6.20	5.62
September	5.91	4.40
October	5.24	4.59
November	6.13	4.89
December	6.54	5.81
2023		
January	7.87	6.23
February	7.60	6.42
March	6.82	5.52
April (up to the Latest Practicable Date)	5.93	5.42

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchase of a total of 22,932,000 Shares were made by the Company in the six months prior to the Latest Practicable Date, details of which are set out in the table below:

Date	No. of Shares	Highest Price Paid Per Share (HK\$)	Lowest Price Paid Per Share (HK\$)
24 October 2022	10,000,000	4.8	4.61
25 October 2022	737,000	4.82	4.68
27 October 2022	1,500,000	4.95	4.87
28 October 2022	3,000,000	4.88	4.8
31 October 2022	4,000,000	4.88	4.74
3 April 2023	1,100,000	5.76	5.68
4 April 2023	570,000	5.76	5.67
6 April 2023	1,300,000	5.70	5.62
13 April 2023	725,000	5.74	5.62

Pursuant to Rule 13.51(2) of the Listing Rules, details of the Directors proposed to be re-elected at the Annual General Meeting according to the Articles of Association are provided below.

(1) MR. PAN DONGHUI

Position, Experience and Length of Service

Pan Donghui, aged 53, is an Executive Director, Executive President and chief human resources officer (CHO) of the Company.

Mr. Pan was appointed as the Executive Director of the Company in March 2023. Mr. Pan joined the Group in 1994 and as at the Latest Practicable Date, he has also been a non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) (listed on the Hong Kong Stock Exchange with stock code 02196 and the Shanghai Stock Exchange with stock code 600196) and Fosun Tourism Group (listed on the Hong Kong Stock Exchange with stock code 01992) and a director of Shanghai Foyo Culture & Entertainment Co., Ltd. (上海復娛文化傳播股份有限公司) (delisted from National Equities Exchange and Quotations in April 2021). Mr. Pan also served as a director of Shanghai Ganglian E-Commerce Holdings Co., Ltd. (上海鋼聯電子商務股份有限公司) (listed on the Shenzhen Stock Exchange with stock code 300226). Mr. Pan obtained a bachelor's degree in engineering from Shanghai Jiaotong University in China in 1991, and a master's degree in business administration from the University of Southern California in the United States in 2009.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Pan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Pan was interested in (i) 2,359,584 shares, 2,438,900 award shares and 9,810,000 share options of the Company; and (ii) 16,500 shares, 183,500 award shares and 290,000 share options of Fosun Tourism Group. Fosun Tourism Group is an associated corporation of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Pan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Pan entered into a service contract with the Company with a fixed term of services for 3 years commencing from 29 March 2023. Mr. Pan has the right to receive an annual remuneration of RMB6,500,000, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. He is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Pan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Pan that need to be brought to the attention of the Shareholders.

(2) MR. YU QINGFEI**Position, Experience and Length of Service**

Yu Qingfei, aged 56, is a Non-Executive Director of the Company.

Mr. Yu has been a Non-Executive Director of the Company since December 2020. As at the Latest Practicable Date, Mr. Yu has also been the chairman of Zhongrong Life Insurance Co., Ltd.. Mr. Yu has management experience in banking and insurance industries for over 30 years and has been qualified as a lawyer in China since 1993. Prior to joining Zhongrong Life Insurance Co., Ltd., Mr. Yu worked in Guizhou Branch of Industrial and Commercial Bank of China Limited and successively served as the general manager of Legal Affairs Department, the general manager of Risk Management Department of the Guiyang Branch, the head of Guiyang Fushui Sub-branch, the head of Guiyang Yunyan Sub-branch, the deputy head of the Guiyang Branch and the head of the Zunyi Branch. Mr. Yu obtained his bachelor's degree in law from Southwest University of Political Science & Law in 1989 and obtained his master's degree in engineering from Yunnan University in 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yu does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yu was interested in 24,750 shares and 25,250 award shares of the Company.

Save as disclosed above, Mr. Yu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Yu entered into a service contract with the Company with a fixed term of services for one year commencing from 9 December 2022. Mr. Yu will not receive any remuneration for holding his office as a non-executive Director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

(3) MR. ZHANG SHENGMAN**Position, Experience and Length of Service**

Zhang Shengman, aged 65, is an Independent Non-Executive Director.

Mr. Zhang has been an Independent Non-Executive Director of the Company since December 2006. As at the Latest Practicable Date, Mr. Zhang has also been a non-executive director of Seazen Group Limited (listed on the Hong Kong Stock Exchange with stock code 01030), an independent non-executive director of Green Economy Development Limited (listed on the Hong Kong Stock Exchange with stock code 01315) and China Lilang Limited (listed on the Hong Kong Stock Exchange with stock code 01234).

Mr. Zhang worked in the PRC Ministry of Finance as a deputy director and vice secretary from 1987 to 1992. From 1993 to 2005, Mr. Zhang served as an executive director for China, vice president and chief secretary, senior vice director, managing director and chairman of the operations committee, the sanctions committee and the corporate committee on fraud and corruption policy of the World Bank. Mr. Zhang joined Citigroup Inc. (listed on the New York Stock Exchange with stock code C) in February 2006, and up to May 2016 once served as the chairman of the Public Sector Group, president and chairman of Asia Pacific. Mr. Zhang received a bachelor's degree in English literature in 1978 from Fudan University and a master's degree in public administration in 1986 from University of the District of Columbia. Mr. Zhang completed the Harvard Advanced Management Program in 1997.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was interested in 75,000 shares and 50,250 award shares of the Company.

Save as disclosed above, Mr. Zhang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Zhang entered into a service contract with the Company with a fixed term of services for three years commencing from 28 March 2021. Mr. Zhang has the right to receive an annual remuneration of HKD750,000, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. He is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

(4) MR. DAVID T. ZHANG**Position, Experience and Length of Service**

David T. Zhang, aged 60, is an Independent Non-Executive Director of the Company.

Mr. Zhang has been an Independent Non-Executive Director of the Company since June 2012. As at the Latest Practicable Date, Mr. Zhang has also been a senior corporate partner in the Hong Kong office of Kirkland & Ellis International LLP, a leading international law firm. Admitted to the practice of law in the State of New York, USA and based in Hong Kong, Mr. Zhang specializes in securities offerings and M&A transactions. He has extensive experience representing Chinese issuers and leading investment banks in US initial public offerings, Hong Kong initial public offerings and other Rule 144A and Regulation S offerings of equity, debt and convertible securities. Mr. Zhang has represented a number of leading private equity funds, multinational corporations and sovereign wealth funds in connection with their investments and M&A transactions in the Greater China region and Southeast Asia. In addition, Mr. Zhang has successfully guided China-based companies listed in the United States and Hong Kong through complex mission-critical moments, counselling leaders and boards of directors on high stakes matters at the intersection of litigation, regulatory enforcement, reputation and public policy. Mr. Zhang has been rated as a top capital markets attorney by *Chambers Global*, *Legal 500 Asia Pacific*, *IFLR1000* and *Chambers Asia Pacific*. Prior to joining Kirkland & Ellis International LLP in August 2011, Mr. Zhang was a partner of Latham & Watkins LLP, a leading international law firm, for eight years. Mr. Zhang graduated from Beijing Foreign Studies University in 1981 and received his J.D. degree from Tulane University Law School in 1991.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang was interested in 179,750 shares and 50,250 award shares of the Company.

Save as disclosed above, Mr. Zhang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Zhang entered into a service contract with the Company with a fixed term of services for three years commencing from 28 March 2021. Mr. Zhang has the right to receive an annual remuneration of HKD750,000, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. He is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

(5) DR. LEE KAI-FU**Position, Experience and Length of Service**

Lee Kai-Fu, aged 61, is an Independent Non-Executive Director of the Company.

Dr. Lee has been an Independent Non-Executive Director of the Company since March 2017. As at the Latest Practicable Date, Dr. Lee has also been the chairman of Sinovation Ventures (Beijing) Enterprise Management Co., Ltd., a co-founder and the managing partner of Sinovation Ventures Development Funds, the chairman and CEO of Innovation Works Limited, a non-executive director of Meitu, Inc. (listed on the Hong Kong Stock Exchange with stock code 01357) and the chairman and non-executive director of Qingdao Ainnovation Technology Group Co., Ltd (listed on the Hong Kong Stock Exchange with stock code 02121). Dr. Lee has also been a director of various companies in the internet, artificial intelligence and other industries. From 1988 to 1990, Dr. Lee worked at Carnegie Mellon University, where he served as an assistant professor; between July 1990 and April 1996, Dr. Lee worked at Apple Inc. (listed on NASDAQ with stock code AAPL), serving as a vice president from December 1995; from July 1998 to July 2005, Dr. Lee was the vice president of Microsoft Corporation (listed on NASDAQ with stock code MSFT); from July 2005 to September 2009, Dr. Lee was the president of Google China of Google Inc. (listed on NASDAQ with stock code GOOGL), and he was responsible for launching the Google China R&D Centre. Dr. Lee was also an independent director of LightInTheBox Holding Co., Ltd. (listed on the New York Stock Exchange with stock code LITB), an independent non-executive director of Shangri-La Asia Limited (listed on the Hong Kong Stock Exchange with stock code 00069) and Hon Hai Precision Industry Co., Ltd. (listed on the Taiwan Stock Exchange with stock code 2317). Dr. Lee received his bachelor's degree and Ph.D. in Computer Science from Columbia University in 1983 and Carnegie Mellon University in 1988, respectively, as well as Honorary Doctorate Degrees from both the City University of Hong Kong and Carnegie Mellon University in 2010 and 2015, respectively.

Save as disclosed above, as at the Latest Practicable Date, Dr. Lee has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Lee does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Lee was interested in 134,750 shares and 50,250 award shares of the Company.

Save as disclosed above, Dr. Lee was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Dr. Lee entered into a service contract with the Company with a fixed term of services for three years commencing from 28 March 2021. Dr. Lee has the right to receive an annual remuneration of HKD750,000, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. He is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Dr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Lee that need to be brought to the attention of the Shareholders.

(6) MS. TSANG KING SUEN KATHERINE**Position, Experience and Length of Service**

Tsang King Suen Katherine, aged 65, is an Independent Non-Executive Director of the Company.

Ms. Tsang has been an Independent Non-Executive Director of the Company since December 2020. Ms. Tsang is the founder of Max Giant Capital. As at the Latest Practicable Date, Ms. Tsang has also been an executive director and chief executive officer of HK Acquisition Corporation (listed on the Hong Kong Stock Exchange with stock code 07841) and an independent non-executive director of Budweiser Brewing Company APAC Limited (listed on the Hong Kong Stock Exchange with stock code 01876), Fidelity Emerging Markets Limited (listed on the London Stock Exchange with stock code FEML) and China CITIC Bank International Limited. Ms. Tsang was an independent non-executive director of Baoshan Iron & Steel Co., Ltd. (listed on the Shanghai Stock Exchange with stock code 600019) from May 2006 to April 2012, the chairperson of Greater China of Standard Chartered Bank from August 2009 to August 2014, an independent non-executive director of Gap Inc. (listed on the New York Stock Exchange with stock code GPS) from August 2010 to May 2018. As at the Latest Practicable Date, Ms. Tsang has been a member of the Advisory Council for China of the City of London, an honorary board member of Shanghai Jiaotong University and a member of Finance and Investment Committee of The Boys' and Girls' Clubs Association of Hong Kong. Ms. Tsang was a member of the World Economic Forum's Global Agenda Council on China from 2009 to 2012 and a member of Sotheby's Asia Advisory Board from November 2011 to October 2014. Ms. Tsang graduated from University of Alberta, Canada with a bachelor's degree in Commerce in 1978.

Save as disclosed above, as at the Latest Practicable Date, Ms. Tsang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tsang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tsang was interested in 24,750 shares and 50,250 award shares of the Company.

Save as disclosed above, Ms. Tsang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Ms. Tsang entered into a service contract with the Company with a fixed term of services for three years commencing from 28 March 2021. Ms. Tsang has the right to receive an annual remuneration of HKD750,000, which shall be determined by the Board with reference to her duties and responsibilities and the Company's remuneration policy. She is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Ms. Tsang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Tsang that need to be brought to the attention of the Shareholders.

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

ATTENDING THE ANNUAL GENERAL MEETING BY MEANS OF ELECTRONIC FACILITIES

The Annual General Meeting will be held as a hybrid meeting. In addition to the traditional physical attendance at the Annual General Meeting, Shareholders have the option of attending, participating and voting at the Annual General Meeting through online access by visiting website at https://meetings.computershare.com/FOSUN_2023AGM (the “**Online Platform**”). Shareholders participating in the Annual General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit real-time questions through the Online Platform. Votes cast through the Online Platform are irrevocable once the voting session at the Annual General Meeting ends.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details) to log in approximately 30 minutes prior to the commencement of the Annual General Meeting and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online Meeting User Guide for the Annual General Meeting on the website of the Company at www.fosun.com for assistance.

LOGIN DETAILS FOR REGISTERED SHAREHOLDERS

Details regarding the Annual General Meeting arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders sent together with this circular. If you are a corporate shareholder and would like to attend and participate in the Annual General Meeting through the Online Platform, please contact the share registrar of the Company, Computershare Hong Kong Investor Services Limited at (852) 2862 8555.

LOGIN DETAILS FOR NON-REGISTERED SHAREHOLDERS

Non-registered Shareholders who wish to attend, participate and vote at the Annual General Meeting using the Online Platform should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the Annual General Meeting and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the Annual General Meeting arrangements including login details to access the Online Platform will be sent by the share registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 3:00 p.m. on Thursday, 8 June 2023 should reach out to the share registrar of the Company for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the Annual General Meeting and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

Prior to the Annual General Meeting, Shareholders are advised to set up a reliable internet connection to support video streaming and check the speed and performance of their connecting devices. Shareholders are reminded not to share any invitation links, meeting login ID and password or access code to third parties and to ensure up-to-date security software has been installed to their connecting devices.

If any Shareholder has any question relating to the Annual General Meeting, please contact the share registrar of the Company, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Website: www.computershare.com/hk/contact
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990

If you are Shareholders who have a disability (as defined under Chapter 487 Disability Discrimination Ordinance of the Laws of Hong Kong) and need special arrangements to participate in the Annual General Meeting, please contact the share registrar of the Company, Computershare Hong Kong Investor Services Limited at (852) 2862 8555.

Shareholders will be able to raise real-time questions by text related to the proposed resolutions during the live online webcast. Shareholders can also send the questions in writing before the Annual General Meeting from 9:00 a.m. on 2 May 2023 to 6:00 p.m. on 2 June 2023 to our registered office or to our email at IR@fosun.com for grouping and moderation of similar or same questions prior to the Annual General Meeting to avoid repetition.

In addition, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may consider submitting their completed forms of proxy in advance of the Annual General Meeting. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting (whether physically or online) at the Annual General Meeting or any adjournment thereof should the Shareholder so desire, and, in such event, the proxy appointment shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Fosun International Limited (the “Company”) will be held at 10:00 a.m. on Friday, 9 June 2023 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China and online through online platform https://meetings.computershare.com/FOSUN_2023AGM for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the board of directors of the Company (the “Board”) and of Auditors for the year ended 31 December 2022;
2. To declare a final dividend for the year ended 31 December 2022;
3. (a) To re-elect Mr. Pan Donghui as an executive director of the Company;
- (b) To re-elect Mr. Yu Qingfei as a non-executive director of the Company;
- (c) To re-elect Mr. Zhang Shengman as an independent non-executive director of the Company;
- (d) To re-elect Mr. David T. Zhang as an independent non-executive director of the Company;
- (e) To re-elect Dr. Lee Kai-Fu as an independent non-executive director of the Company;
- (f) To re-elect Ms. Tsang King Suen Katherine as an independent non-executive director of the Company; and
- (g) To authorize the Board to fix the remuneration of the directors of the Company (the “Directors”);

NOTICE OF ANNUAL GENERAL MEETING

4. To reappoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the issue of shares under a share scheme that complies with Chapter 17 of Listing Rules; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company on the date of the passing of this resolution.”

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

“THAT:

- (a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Listing Rules”**) and the terms and conditions of the share option scheme which was approved by the shareholders of the Company (**“Shareholders”**) on 16 March 2023 (**“2023 Share Option Scheme”**), the share option scheme which was approved by the Shareholders on 6 June 2017 and was terminated on 16 March 2023 (**“2017 Share Option Scheme”**), the share option scheme which was approved by the Shareholders on 19 June 2007 and expired on 18 June 2017 (**“2007 Share Option Scheme”**), a mandate be and is hereby unconditionally given to the Directors (i) to exercise all the powers of the Company during the Relevant Period (as defined below) to grant options under the 2023 Share Option Scheme; and (ii) during and at any time after the Relevant Period, to issue and allot shares of the Company in respect of the exercise of any options granted under the 2023 Share Option Scheme, 2017 Share Option Scheme and 2007 Share Option Scheme;
- (b) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
- (i) the expiration of the 2023 Share Option Scheme;
 - (ii) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and
 - (iv) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held."
9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), Listing Rules and the terms and conditions of the share award scheme which was approved by the Shareholders on 16 March 2023 (“**2023 Share Award Scheme**”), a mandate be and is hereby unconditionally given to the Directors
 - (i) to exercise all the powers of the Company during the Relevant Period (as defined below) to grant award shares of the Company under the 2023 Share Award Scheme; and
 - (ii) during and at any time after the Relevant Period, to issue and allot shares of the Company in respect of any award shares of the Company granted under the 2023 Share Award Scheme;
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the expiration of the 2023 Share Award Scheme;
 - (ii) the conclusion of the next annual general meeting of the Company;
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and
 - (iv) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”

By Order of the Board
Guo Guangchang
Chairman

28 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The AGM will be held as a hybrid meeting. In addition to physical attendance, members of the Company have the option to attend, participate and vote at the AGM through online access by visiting the website at https://meetings.computershare.com/FOSUN_2023AGM (the “**Online Platform**”). Any member of the Company attending and participating in the AGM using the Online Platform will be deemed present at, and will be counted towards the quorum of, the AGM and they will be able to cast their votes and submit questions through the Online Platform. Details of the Online Platform are set out in the circular of the Company dated 28 April 2023.
2. 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/her. 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.
3. 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 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 (whether physically or online) at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “**Share Registrar**”), for registration no later than 4:30 p.m. on Monday, 5 June 2023.

The register of members of the Company will also be closed from Friday, 16 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no transfer of shares will be effected. The ex-dividend date will be Wednesday, 14 June 2023. In order to qualify for the final dividend to be proposed at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Thursday, 15 June 2023.

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. Gong Ping, Mr. Huang Zhen and Mr. Pan Donghui; the non-executive directors are Mr. Yu Qingfei, Mr. Li Shupeì 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.