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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 Thursday, 6 June 2024 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China 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).

If you are not able to attend the Annual General Meeting, 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 physically at such meeting if you so wish.

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

26 April 2024

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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 a.m. on Thursday, 6 June 2024 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China 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 of the Company
“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)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“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
“Fosun Pharma”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a company whose A shares are listed on the SSE with stock code 600196, and whose H shares are listed on the Hong Kong Stock Exchange with stock code 02196
“FTG”	Fosun Tourism Group, a company whose shares are listed on the Hong Kong Stock Exchange with stock code 01992
“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”	19 April 2024, 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

DEFINITIONS

“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
“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)
“SSE”	the Shanghai Stock Exchange
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“Yuyuan”	Shanghai Yuyuan Tourist Mart (Group) Co., Ltd.* (上海豫園旅遊商城(集團)股份有限公司), a company whose shares are listed on the SSE with stock code 600655

* For identification purpose only

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

26 April 2024

To the Shareholders

Dear Sirs or Madams,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
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PROPOSED GRANTING OF SHARE AWARD MANDATE
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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 9 June 2023, 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 8,177,004,624 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 817,700,462 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 1,635,400,924 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. Wang Qunbin, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Huang Zhen and Mr. Zhang Huaqiao 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 Part 2 of Corporate Governance Code, Appendix C1 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 Huaqiao has served the Company as an independent non-executive Director for more than 9 years since March 2012. Accordingly, a separate resolution will be put forward at the Annual General Meeting for re-electing Mr. Zhang Huaqiao as an independent non-executive Director.

LETTER FROM THE BOARD

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

- (i) Mr. Zhang Huaqiao is able to confirm his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (ii) Mr. Zhang Huaqiao does not have any management role in the Company and its subsidiaries;
- (iii) Despite his relatively long term of services on the Board, Mr. Zhang Huaqiao would still be able to bring fresh perspectives to the Board with his ample economic and financial experience; and
- (iv) Mr. Zhang Huaqiao has 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, has proven himself to be a valuable member of the Board.

Having considered the above factors, and taking into account that Mr. Zhang Huaqiao would continue to bring in fresh perspectives, objective insights and independent judgment to the Board and the Board committees of which he serves as a member, the Nomination Committee therefore recommended the Board to propose him to be re-elected at the Annual General Meeting despite Mr. Zhang Huaqiao has been an independent non-executive Director of the Company for more than 9 years. After considering the recommendation of the Nomination Committee, the Board is confident that Mr. Zhang Huaqiao remains independent and has a healthy level of professional scepticism. Mr. Zhang Huaqiao will continue to make valuable contributions and bring fresh perspectives to the business development of the Company by providing his unique, balanced and objective views to the Board, and would like to seek the approval from the Shareholders for his re-election as an independent non-executive Director.

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. Wang Qunbin, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Huang Zhen and Mr. Zhang Huaqiao are set out in Appendix II of this circular.

LETTER FROM THE BOARD

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 physically at the Annual General Meeting if you so wish.

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.

LETTER FROM THE BOARD

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 8,177,004,624 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 8,177,004,624 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 817,700,462 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 2023) 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 6,010,153,397 Shares (including 6,009,415,397 Shares owned by FHL and 738,000 Shares held by him personally), representing 73.50% 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 6,009,415,397 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 6,010,153,397, the interest of Mr. Guo Guangchang in the issued Shares would increase to approximately 81.67% 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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. MARKET PRICES OF SHARES

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

Month	Highest HK\$	Lowest HK\$
2023		
April	5.93	5.30
May	5.75	5.02
June	5.69	5.00
July	5.78	5.23
August	5.78	4.71
September	5.02	4.72
October	5.02	4.49
November	4.91	4.45
December	4.60	4.08
2024		
January	4.70	4.05
February	4.88	4.01
March	4.55	3.93
April (up to the Latest Practicable Date)	4.50	4.10

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchase of a total of 48,544,500 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\$)
20 October 2023	1,360,000	4.66	4.59
24 October 2023	1,162,500	4.68	4.51
26 October 2023	160,000	4.62	4.59
1 November 2023	266,000	4.67	4.60
8 November 2023	260,000	4.81	4.73
10 November 2023	490,000	4.76	4.72
14 November 2023	402,000	4.66	4.60

Date	No. of Shares	Highest Price Paid Per Share (HK\$)	Lowest Price Paid Per Share (HK\$)
16 November 2023	640,000	4.60	4.53
17 November 2023	350,000	4.58	4.55
29 November 2023	200,000	4.71	4.69
30 November 2023	1,045,000	4.67	4.53
1 December 2023	870,000	4.53	4.44
4 December 2023	3,358,500	4.42	4.32
5 December 2023	1,030,500	4.26	4.19
6 December 2023	350,000	4.36	4.25
7 December 2023	350,000	4.37	4.30
8 December 2023	2,729,500	4.34	4.18
11 December 2023	1,245,000	4.29	4.10
12 December 2023	300,000	4.34	4.25
13 December 2023	235,000	4.36	4.29
14 December 2023	1,487,000	4.31	4.22
15 December 2023	474,500	4.41	4.29
18 December 2023	590,000	4.41	4.35
19 December 2023	1,026,000	4.35	4.26
20 December 2023	251,000	4.38	4.31
21 December 2023	250,000	4.39	4.33
22 December 2023	560,000	4.41	4.30
27 December 2023	200,000	4.44	4.33
28 December 2023	84,500	4.50	4.42
29 December 2023	210,000	4.59	4.53
2 January 2024	378,000	4.60	4.51
4 January 2024	230,000	4.60	4.55
8 January 2024	677,500	4.59	4.49
10 January 2024	340,000	4.58	4.49
11 January 2024	100,000	4.60	4.51
16 January 2024	770,000	4.55	4.49
17 January 2024	1,719,000	4.47	4.32
18 January 2024	802,000	4.35	4.20
19 January 2024	2,433,000	4.26	4.17
22 January 2024	3,186,000	4.29	4.07
23 January 2024	675,000	4.25	4.10
24 January 2024	436,000	4.35	4.18
29 January 2024	543,000	4.39	4.31
30 January 2024	2,513,000	4.31	4.17
31 January 2024	1,495,000	4.19	4.06
1 February 2024	773,000	4.23	4.04
2 February 2024	1,414,000	4.18	4.09
5 February 2024	956,000	4.16	4.05
6 February 2024	100,000	4.30	4.15

Date	No. of Shares	Highest Price Paid Per Share (HK\$)	Lowest Price Paid Per Share (HK\$)
7 February 2024	580,000	4.37	4.31
9 February 2024	270,000	4.44	4.34
14 February 2024	100,000	4.48	4.28
15 February 2024	490,000	4.47	4.41
19 February 2024	993,500	4.72	4.63
21 February 2024	284,000	4.68	4.62
23 February 2024	730,000	4.65	4.60
28 March 2024	200,000	4.15	4.05
5 April 2024	309,500	4.24	4.18
15 April 2024	696,500	4.33	4.26
16 April 2024	733,000	4.27	4.19
18 April 2024	530,000	4.32	4.25
19 April 2024	1,150,500	4.27	4.16

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. WANG QUNBIN

Position, Experience and Length of Service

Wang Qunbin, aged 54, is an Executive Director and Co-Chairman of the Company, and the founder of the Group.

Mr. Wang was a non-executive director of Fosun Pharma (listed on the Hong Kong Stock Exchange and the SSE) and Sinopharm Group Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code 01099). Mr. Wang was awarded “Asia Pacific Outstanding Entrepreneur Awards” by Enterprise Asia and “Best Asian Corporate Director” at the Asian Excellence Recognition Awards by Corporate Governance Asia, etc., and was named one of “China’s 50 Top-performing Corporate Leaders” by *Harvard Business Review*. Mr. Wang received a bachelor’s degree in genetic engineering from Fudan University in 1991.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang 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

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang 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. Wang was interested in and/or deemed to be interested in (i) 704,000 shares of the Company; (ii) 5,000 shares of Fosun International Holdings; (iii) 114,075 A shares of Fosun Pharma; and (iv) debentures of Fortune Star (BVI) Limited in the amounts of USD93,420 (principal amount of US\$700,000,000 due by 29 October 2025) and USD93,420 (principal amount of US\$500,000,000 due by 18 May 2026) respectively. Fosun International Holdings, Fosun Pharma and Fortune Star (BVI) Limited are associated corporations of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Wang 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. Wang entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2024. Mr. Wang has the right to receive an annual base remuneration of RMB5,535,000, 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. Wang 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. Wang that need to be brought to the attention of the Shareholders.

(2) MR. XU XIAOLIANG**Position, Experience and Length of Service**

Xu Xiaoliang, aged 51, is an Executive Director and Co-CEO of the Company.

Mr. Xu joined the Group in 1998, and as at the end of the Reporting Period, he has also been a non-executive director of Fosun Pharma (listed on the Hong Kong Stock Exchange and the SSE), an executive director and chairman of FTG (listed on the Hong Kong Stock Exchange), a director of Yuyuan (listed on the SSE), Shanghai Foyo Culture & Entertainment Co., Ltd. (delisted from the NEEQ in April 2021) and various companies within the Group. Mr. Xu was a non-independent director of Hainan Mining (listed on the SSE), a non-executive director and vice chairman of Zhaojin Mining Industry Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code 01818, "**Zhaojin Mining**"), and a director of Shanghai Resource Property Consulting Co., Ltd. (delisted from the NEEQ in December 2020, "**Resource Property**"). As at the Latest Practicable Date, Mr. Xu has been a deputy to the 16th Shanghai Municipal People's Congress and the chairman of Shanghai International Fashion Federation. Mr. Xu was awarded "Asia's Best CEO" by *Corporate Governance Asia*, the Shanghai 4 May Youth Medal and "Shanghai Top Ten Youth Business People" etc.. Mr. Xu received a master's degree in business administration from the East China Normal University in 2002 and received an EMBA degree from Fudan University in 2019.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu 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

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu 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. Xu was interested in and/or deemed to be interested in (i) 27,240,000 shares of the Company; (ii) 2,052,328 shares of FTG; (iii) 612,800 A shares of Yuyuan; and (iv) debentures of Fortune Star (BVI) Limited in the amounts of USD251,933 (principal amount of US\$700,000,000 due by 29 October 2025) and USD251,933 (principal amount of US\$500,000,000 due by 18 May 2026) respectively. FTG, Yuyuan and Fortune Star (BVI) Limited are associated corporations of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Xu 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. Xu entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2024. Mr. Xu has the right to receive an annual base remuneration of RMB5,175,000, 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. Xu 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. Xu that need to be brought to the attention of the Shareholders.

(3) MR. GONG PING**Position, Experience and Length of Service**

Gong Ping, aged 49, is an Executive Director, Executive President and CFO of the Company.

Mr. Gong joined the Group in 2011 and as at the end of the Reporting Period, he has also been a director of various companies within the Group. He used to serve as a senior assistant to president of the Group, the general manager of Corporate Development Department and the CEO of Fosun Hive. He was the chairman of Paris Realty Fund SA (listed on the Euronext Paris with stock code PAR), a non-executive director of Shanghai Zendai Property Limited (listed on the Hong Kong Stock Exchange with stock code 00755) and Fosun Pharma (listed on the Hong Kong Stock Exchange and the SSE), and a director of Shanghai Bailian Group Co., Ltd. (listed on the SSE with stock code 600827, “**Shanghai Bailian**”), Yuyuan (listed on the SSE) and Resource Property (delisted from the NEEQ in December 2020). Prior to joining the Group, Mr. Gong worked at Pudong branch and the headquarters of Bank of Shanghai as well as the PRC headquarters of Standard Chartered Bank. Mr. Gong also served as a global strategist at the headquarters of Samsung Group in Korea, carrying out special assignments across various sectors including financial services, technology and real estate worldwide. As at the Latest Practicable Date, Mr. Gong has been a council member of Shanghai Association for Youth Entrepreneurship and Employment. Mr. Gong graduated from Fudan University in 1998 with a bachelor’s degree in international finance, and then obtained his master’s degree in finance from Fudan University in 2005. Mr. Gong also received his master’s degree in business administration from International Institute for Management Development (IMD) in Lausanne, Switzerland in 2008.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gong 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

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Gong 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. Gong was interested in and/or deemed to be interested in (i) 14,725,800 shares of the Company; (ii) 200,988 shares of FTG; (iii) 183,900 A shares of Yuyuan; and (iv) debentures of Fortune Star (BVI) Limited in the amounts of USD73,865 (principal amount of US\$700,000,000 due by 29 October 2025) and USD73,865 (principal amount of US\$500,000,000 due by 18 May 2026) respectively. FTG, Yuyuan and Fortune Star (BVI) Limited are associated corporations of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Gong 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. Gong entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2024. Mr. Gong has the right to receive an annual base remuneration of RMB2,925,000, 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. Gong 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. Gong that need to be brought to the attention of the Shareholders.

(4) MR. HUANG ZHEN**Position, Experience and Length of Service**

Huang Zhen, aged 52, is an Executive Director, Executive President and Chief Growth Officer (CGO) of the Company.

Mr. Huang joined the Group in 2017 and as at the end of the Reporting Period, he has also been the chairman of Yuyuan (listed on the SSE) and Lanvin Group (listed on the NYSE), a non-executive director of FTG (listed on the Hong Kong Stock Exchange), the director of Shede Spirits (listed on the SSE), Resource Property (delisted from NEEQ in December 2020), Shanghai Bailian (listed on the SSE), Sanyuan Foods (listed on the SSE), and various companies within the Group. Mr. Huang was a non-executive director of Zhaojin Mining (listed on the Hong Kong Stock Exchange) and a director of Jinhui Liquor Co., Ltd. (listed on the SSE with stock code 603919). Before joining the Group, Mr. Huang was the deputy general manager of Shanghai Jahwa United Co., Ltd., and the general manager of Shanghai Herborist Cosmetics Co., Ltd., etc.. As at the Latest Practicable Date, Mr. Huang has been a member of the 14th Shanghai Standing Committee of the Chinese People's Political Consultative Conference, a member of the 3rd Shanghai Huangpu District Standing Committee of the Chinese People's Political Consultative Conference, the chairman of Shanghai Huangpu District Federation of Industry and Commerce, the president of Shanghai Huangpu District Chamber of Commerce, the vice chairman of China Gold Association and Gems & Jewelry Trade Association of China, etc.. Mr. Huang was awarded "Leading Figures of Shanghai Industry and Commerce", "Top Ten Economic Figures in China's Circulation Industry" and "National Outstanding Commercial Entrepreneur", etc.. Mr. Huang received a bachelor's degree in economics from Shanghai University of Finance and Economics in 1994 and an MBA degree from Webster University (USA) in 1998.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang 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

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Huang 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. Huang was interested in and/or deemed to be interested in (i) 3,447,200 shares of the Company; (ii) 45,500 A shares of Fosun Pharma; (iii) 308,000 shares of FTG; (iv) 1,363,800 A shares of Yuyuan; and (v) debentures of Fortune Star (BVI) Limited in the amounts of USD38,925 (principal amount of US\$700,000,000 due by 29 October 2025) and USD38,925 (principal amount of US\$500,000,000 due by 18 May 2026) respectively. Fosun Pharma, FTG, Yuyuan and Fortune Star (BVI) Limited are associated corporations of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Huang 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. Huang entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2024. Mr. Huang has the right to receive an annual base remuneration of RMB2,925,000, 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. Huang 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. Huang that need to be brought to the attention of the Shareholders.

(5) MR. ZHANG HUAQIAO**Position, Experience and Length of Service**

Zhang Huaqiao, aged 60, has been an Independent Non-Executive Director of the Company since March 2012.

As at the Latest Practicable Date, Mr. Zhang has been an independent non-executive director of Zhong An Group Limited (listed on the Hong Kong Stock Exchange with stock code 00672), Logan Group Company Limited (listed on the Hong Kong Stock Exchange with stock code 03380), Luye Pharma Group Ltd. (listed on the Hong Kong Stock Exchange with stock code 02186) and Radiance Holdings (Group) Company Limited (listed on the Hong Kong Stock Exchange with stock code 09993). From July 1986 to January 1989, Mr. Zhang was employed at the People's Bank of China and from June 1999 to April 2006, Mr. Zhang worked at the Equities Department of UBS AG, Hong Kong Branch at which he first served as the head of China research team and later became co-head of China research team. Mr. Zhang was the chief operating officer from March 2006 to September 2008 and an executive director from May 2006 to September 2008 of Shenzhen Investment Limited (listed on the Hong Kong Stock Exchange with stock code 00604). From September 2008 to June 2011, he was the deputy head of China Investment Banking at UBS Securities Asia Limited. Mr. Zhang was also a non-executive director of Boer Power Holdings Limited (listed on the Hong Kong Stock Exchange with stock code 01685), an independent non-executive director of China Huirong Financial Holdings Limited (listed on the Hong Kong Stock Exchange with stock code 01290), Haitong International Securities Group Limited (delisted from Hong Kong Stock Exchange in January 2024) and China Rapid Finance Limited (listed on the NYSE with stock code XRF), and a non-executive director, executive director and chairman of China Smartpay Group Holdings Limited (listed on the Hong Kong Stock Exchange with stock code 08325). Mr. Zhang graduated from the Graduate School of the People's Bank of China with a master's degree in economics in 1986, and from the Australian National University with a master's degree in economics 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 and/or deemed to be interested in 530,000 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 3 years commencing from 28 March 2024. Mr. Zhang has the right to receive an annual remuneration of HK\$750,000, 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.

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 Thursday, 6 June 2024 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China 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 2023;
2. To declare a final dividend for the year ended 31 December 2023;
3.
 - (a) To re-elect Mr. Wang Qunbin as an executive director of the Company;
 - (b) To re-elect Mr. Xu Xiaoliang as an executive director of the Company;
 - (c) To re-elect Mr. Gong Ping as an executive director of the Company;
 - (d) To re-elect Mr. Huang Zhen as an executive director of the Company;
 - (e) To re-elect Mr. Zhang Huaqiao as an independent non-executive director of the Company;
 - (f) To authorize the Board to fix the remuneration of the directors of the Company (the “Directors”);
4. To reappoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

26 April 2024

NOTICE OF ANNUAL GENERAL MEETING

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/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.
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 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 physically 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, 3 June 2024 to Thursday, 6 June 2024, 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 Friday, 31 May 2024.

The register of members of the Company will also be closed from Friday, 14 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which period no transfer of shares will be effected. The ex-dividend date will be Wednesday, 12 June 2024. 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, 13 June 2024.

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 Shupe 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.