

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Fosun Tourism Group, 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 or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**Fosun Tourism Group**  
**复星旅游文化集团**

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1992)**

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

---

A notice convening the Annual General Meeting to be held at 3 p.m. on Tuesday, 28 May 2019 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out in 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 Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.fosunholiday.com](http://www.fosunholiday.com)).

If you are not able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

22 April 2019



---

## DEFINITIONS

---

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

“Annual General Meeting”	an annual general meeting of the Company to be held at 3 p.m. on Tuesday, 28 May 2019 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, 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
“Club Med”	Club Med SAS (formerly known as Club Méditerranée SA), a simplified joint-stock company (société par actions simplifiée) incorporated in France on 12 November 1957 and a non-wholly owned subsidiary of our Company
“Club Med Holding”	Club Med Holding (formerly known as Holding Gaillon II), a simplified joint-stock company (société par actions simplifiée) incorporated in France on 9 September 2014 and a non-wholly owned subsidiary of our Company
“Club Med Invest”	Club Med Invest (formerly known as Gaillon Invest II), a simplified joint-stock company (société par actions simplifiée) incorporated in France on 9 September 2014 and a non-wholly owned subsidiary of our Company
“Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands
“Company” or “our Company”	Fosun Tourism Group, a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 01992)
“Director(s)”	the director(s) of the Company
“EUR” or “Euro” or “€”	Euro, the lawful currency of the European Union
“FHL”	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability

---

## DEFINITIONS

---

“FIL”	Fosun International Limited, one of our controlling shareholders, a limited liability company incorporated in Hong Kong, whose shares are listed on the Main Board of the Stock Exchange (stock code: 656)
“Folli Follie”	Folli Follie Commercial Manufacturing and Technical Société Anonyme, a company incorporated in Greece, the shares of which are listed on the Athens Stock Exchange (stock code: FFGRP) in which FIL and its subsidiaries hold 16.37% of equity interest as of the Last Practicable Date
“Fosun International Holdings”	Fosun International Holdings Ltd., a company incorporated in the British Virgin Islands with limited liability
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Hainan Atlantis”	Hainan Atlantis Business and Tourism Development Co., Ltd., a limited liability company established in the PRC on 15 May 2013 and a wholly-owned subsidiary of our Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 2(b) of the “Letter from the Board” set out in this circular
“Latest Practicable Date”	18 April 2019, 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 Stock Exchange
“PRC”	the People’s Republic of China
“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

---

## DEFINITIONS

---

“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
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong

---

## LETTER FROM THE BOARD

---

# Fosun Tourism Group 复星旅游文化集团

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1992)**

*Executive Directors:*

Mr. Qian Jiannong *(Chairman and Chief Executive Officer)*

Mr. Henri Giscard d'Estaing *(Vice Chairman and  
Deputy Chief Executive Officer)*

Mr. Wang Wenping *(Vice President and  
Chief Financial Officer)*

*Registered Office:*

Room 808 & 2101-06

ICBC Tower

3 Garden Road

Central

Hong Kong

*Non-executive Director:*

Mr. Wang Can

*Independent Non-executive Directors:*

Dr. Allan Zeman

Mr. Guo Yongqing

Ms. Katherine Rong Xin

22 April 2019

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
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 to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors.

---

## LETTER FROM THE BOARD

---

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

As at the Latest Practicable Date, the issued Shares of the Company comprised 1,233,491,713 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 Stock Exchange of up to 10% of the total issued Shares of the Company on the date of passing of such resolution, which is up to 123,349,171 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 of the Company on the date of passing of such resolution, which is up to 246,698,342 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 4 and 5 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 is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 109 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.

---

## LETTER FROM THE BOARD

---

According to article 109 of the Articles of Association, Mr. Qian Jiannong, Mr. Henri Giscard d'Estaing and Mr. Wang Wenping shall retire by rotation at the Annual General Meeting. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

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. Qian Jiannong, Mr. Henri Giscard d'Estaing and Mr. Wang Wenping are set out in Appendix II of this circular.

#### **4. 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 to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) 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 Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.fosunholiday.com](http://www.fosunholiday.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 in person at the Annual General Meeting if you so wish.

---

## LETTER FROM THE BOARD

---

### 5. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors are in the best 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.

### 6. 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**  
**Qian Jiannong**  
*Chairman*

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules 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 1,233,491,713 Shares.

Subject to the passing of the ordinary resolution set out in item 4 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 1,233,491,713 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 123,349,171 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 Law and/or any other applicable laws and regulations in the Cayman Islands, 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 2018) in the event that the Repurchase Mandate were 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, FIL, the Company's controlling shareholder (as defined in the Listing Rules), was interested in 1,000,000,002 Shares, representing 81.07% of the total issued Shares of the Company. FIL is a company incorporated in Hong Kong with limited liability and 70.72% owned by FHL. Pursuant to Part XV of the SFO, FIL is a controlled corporation of FHL and accordingly, FHL was deemed to be interested in 1,000,000,002 Shares owned by FIL. Apart from the 1,000,000,002 Shares owned by FIL, FHL also owned 15,389,930 Shares, thus FHL was deemed to be interested in 1,015,389,932 Shares, representing 82.32% 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 1,015,389,932 Shares owned by FHL. On the basis that the number of issued Shares of the Company remains 1,233,491,713 and the number of Shares held by FHL remains 1,015,389,932 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, the interest of FHL in the issued Shares would increase to approximately 91.46% of the total number of issued Shares of the Company.

The Directors will not make repurchase of Shares to such extents would, in the circumstances, result in less than 17% of the number of issued Shares of the Company 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 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 Cayman Islands.

## **7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange from 14 December 2018 (the date of listing of the Shares on the Main Board of the Stock Exchange) to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
December	16.28	14.24
<b>2019</b>		
January	16.12	12.68
February	15.62	13.46
March	16.80	14.82
April (up to the Latest Practicable Date)	15.30	14.20

## **8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares were made by the Company in the six months prior to the Latest Practicable Date.

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. Qian Jiannong**

*Position, Experience and Length of Service*

**Mr. Qian Jiannong**, aged 57, was appointed as chief executive officer of the Group since the establishment of commercial business department in October 2009, and was appointed as the chairman of the Board in September 2016 and re-designated as an executive Director in August 2018. Mr. Qian has over 20 years of experience in the tourism and retail industries. He has since led us in accomplishing a series of investments in the tourism industry, such as Club Med, Vigor Kobo Co., Ltd. and Thomas Cook Group plc. Mr. Qian currently serves as a global partner and the senior vice president of FIL, solely responsible for the operation of our Group. He has also been a director of Club Med since 2010 and Club Med Holding since February 2015, and was a director of Shanghai Yuyuan Tourist Mart Co., Ltd. from June 2010 to December 2013. Mr. Qian has been a director of Hainan Atlantis since May 2013 and primarily responsible for overall business direction of Hainan Atlantis. He was also a non-executive director of Folli Follie from May 2011 to June 2018. Mr. Qian served as a director of Grupo Osborne, S.A. from June 2014 to November 2016. From September 2006 to August 2009, Mr. Qian also served as the chief executive officer and the executive director of Nepstar Chain Drugstore Ltd.

Mr. Qian obtained a bachelor's degree in economics from Shandong University in July 1983. He received a master's degree in economics from the University of Essen (subsequently reorganized as the University of Duisburg-Essen) in Germany in July 1992 and was enrolled in the doctoral program in economics in the University of Duisburg-Essen from 1993 to 1997.

Save as disclosed above, Mr. Qian 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, Mr. Qian 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. Qian is deemed to be interested in 21,500,804 Shares and underlying Shares, representing 1.74% of the issued Shares of the Company. Mr. Qian is also deemed to be interested in 9,655,000 shares of FIL, representing 0.11% of its issued shares.

Save as disclosed above, Mr. Qian 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. Qian entered into a service contract with the Company on 19 November 2018 for a term of 3 years. For the year commencing 1 April 2019, the annual base payment of Mr. Qian is approximately RMB3,000,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

Mr. Qian was a non-executive director of Folli Follie from May 2011 to June 2018. FIL is a shareholder of Folli Follie and held at 16.37% of equity interest in Folli Follie as of the Latest Practicable Date. On 2 August 2018, the Hellenic Capital Market Commission (the "HCMC") imposed (1) fines amounting to a total of EUR3.78 million to Folli Follie and eight individuals (none being Mr. Qian) for market manipulation and provision of false or misleading information as per the provisions of European Union Regulation 596/2014, as Folli Follie and the aforementioned individuals failed to provide sufficient evidence to support the accuracy of the consolidated financial statements of Folli Follie for the year 2017, as well as infringements of laws relating to the provision of information requested by the HCMC; and (2) fines amounting to a total of EUR240,000 on Folli Follie and four individuals (none being Mr. Qian), for failure to cooperate with HCMC's investigation and provide relevant materials (the "Incident"). On 28 February 2019, HCMC imposed a fine of EUR100,000 against Folli Follie for infringements of the market abuse prohibition as stipulated in the provisions of article 15 of EU Regulation 596/2014, and as further defined in the provisions of article 12 para. 1(c) of the aforementioned regulation, through the annual consolidated financial statements of Folli Follie for the fiscal year 2016. Fines were also imposed on ten individuals related with Folli Follie (none being Mr. Qian) for the same causes (the "Infringement").

The Company's Greek counsel was not aware of any additional enforcement proceedings against Folli Follie officially disclosed to the public by Folli Follie or any public authority as of the Latest Practicable Date. Given that (1) Mr. Qian has not been penalized or accused by any Greek authority in the Incident, the defaults of Folli Follie and the Infringement so far; (2) Mr. Qian was only a non-executive director of Folli Follie and was not involved in its day-to-day management and operation, which is in line with the director's statutory fiduciary duties under Greek law that a non-executive director does not exercise administrative duties according to the Company's Greek counsel; and (3) the fines of HCMC were imposed on those who were directly involved in the preparation of the financial statements of Folli Follie; in the opinion of Mr. Qian, the Incident and the Infringement have no impact to discharging of his duties in the Company. Save as disclosed above, there is no information which is discloseable

nor is/was Mr. Qian 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. Qian that need to be brought to the attention of the Shareholders.

**(2) Mr. Henri Giscard d'Estaing**

*Position, Experience and Length of Service*

**Mr. Henri Giscard d'Estaing**, aged 62, is the deputy chief executive officer of the Company since June 2018, executive Director and the vice chairman of the Board since August 2018. He has also served as the president and director of Club Med Holding and president of Club Med Invest and also Club Med since March 2015 and December 2002, respectively. Mr. Giscard d'Estaing joined Club Med in July 1997 and successively served in various roles in Club Med. In addition, Mr. Giscard d'Estaing is also a global partner of FIL, which demonstrates the importance of our business within the FIL and its subsidiaries from time to time. Prior to joining Club Med, Mr. Giscard d'Estaing served as the head of development, chief executive officer of Danone's British subsidiary HP Food Lea and Perrins, chief executive officer of Evian-Badoit and an associate director in Cofremca. Mr. Giscard d'Estaing has also been observer of Casino, Guichard-Perrachon (Euronext Paris: CO) since May 2016, a member of the supervisory board of Randstad N.V. (Euronext Amsterdam: RAND) since April 2008, a member of the advisory board of BOAO Forum for Asia since April 2018 and the deputy chairman of World Tourism Alliance (WTA) since its establishment in 2017. Mr. Giscard d'Estaing graduated from Institut d'Etudes Politiques de Paris in 1977 and also received a master's degree in economics from University Paris II Panthéon-Assas in July 1979.

Save as disclosed above, Mr. Giscard d'Estaing 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, Mr. Giscard d'Estaing 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. Giscard d'Estaing is deemed to be interested in 850,230 Shares and underlying Shares, representing 0.07% of the issued Shares of the Company. Mr. Giscard d'Estaing is also deemed to be interested in 3,100,000 shares of FIL, representing 0.04% of its issued shares. Mr. Giscard d'Estaing held 257,813 ordinary shares and 117,187 preferred shares C of Club Med Holding, representing 0.56% of the total shares of Club Med Holding.

Save as disclosed above, Mr. Giscard d'Estaing 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. Giscard d'Estaing entered into a service contract with the Company on 4 September 2018 for a term of 3 years. For the year commencing 1 April 2019, the annual base payment of Mr. Giscard d'Estaing is approximately EUR740,580 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

There is no information which is discloseable nor is/was Mr. Giscard d'Estaing 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. Giscard d'Estaing that need to be brought to the attention of the Shareholders.

**(3) Mr. Wang Wenping**

*Position, Experience and Length of Service*

**Mr. Wang Wenping**, aged 41, the executive Director since August 2018. Mr. Wang became our vice president and chief financial officer when he joined the Group on 24 April 2017. Before joining the Group, Mr. Wang served as the executive director, chief financial officer and company secretary at Something Big Technology Holdings Limited and served as a senior audit manager at Deloitte Touche Tohmatsu Certified Public Accountants LLP. Mr. Wang has over 18 years of working experience in the auditing and finance industries.

Mr. Wang has been a non-practicing member of the Shanghai Institute of Certified Public Accountants since June 2015, and was also a practicing member from November 2002 to April 2015. He was also granted the qualification of Chartered Professional Accountant by the Chartered Professional Accountants of British Columbia in April 2015. Mr. Wang received a bachelor's degree majoring in accounting from Xiamen University in July 2000 and received an executive master of business administration degree from China Europe International Business School in November 2018.

Save as disclosed above, 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***

As far as the Directors are aware, 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 is deemed to be interested in 1,746,625 Shares and underlying Shares, representing 0.14% of the issued Shares of the Company.

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 on 19 November 2018 for a term of 3 years. For the year commencing 1 April 2019, the annual base payment of Mr. Wang is approximately RMB1,173,804 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

There is no information which is discloseable 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.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### Fosun Tourism Group 复星旅游文化集团

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1992)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Fosun Tourism Group (the “Company”) will be held at 3 p.m. on Tuesday, 28 May 2019 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong 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 2018;
2. To re-elect directors of the Company (the “Directors”) and to authorize the Board to fix the remuneration of the Directors of the Company;
3. To reappoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration;
4. 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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.”

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 (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 unissued 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;
- (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 exercise of options under the share option scheme of the Company; 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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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).”

- 6. 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 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 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 4 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.”

By Order of the Board  
**Qian Jiannong**  
*Chairman*

22 April 2019

---

## 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 in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the 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, for registration no later than 4:30 p.m. on Wednesday, 22 May 2019.
4. On 28 February 2019, the Hellenic Capital Market Commission imposed a fine of EUR100,000 against Folli Follie Commercial Manufacturing and Technical Société Anonyme ("**Folli Follie**") for infringements of the market abuse prohibition as stipulated in the provisions of article 15 of EU Regulation 596/2014, and as further defined in the provisions of article 12 para. 1(c) of the aforementioned regulation, through the annual consolidated financial statements of Folli Follie for the fiscal year 2016. Mr. Qian Jiannong was a non-executive director of Folli Follie from May 2011 to June 2018. Although Mr. Qian Jiannong was not imposed with any fines or being accused by any Greek authority, disclosure pursuant to Rule 13.51(2) of the Rules Governing the Listing of Shares on The Stock Exchange of Hong Kong Limited has been made in the circular of the AGM of the Company. Please refer to the circular of the Company dated 22 April 2019 for further information.

*As at the date of this document, the executive directors of the Company are Mr. Qian Jiannong, Mr. Henri Giscard d'Estaing and Mr. Wang Wenping; the non-executive director is Mr. Wang Can; and the independent non-executive directors are Dr. Allan Zeman, Mr. Guo Yongqing and Ms. Katherine Rong Xin.*