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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 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 2 June 2022 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China. 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) and the Company (www.fosun.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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting of the Company, including but not limited to (i) compulsory body temperature checks, (ii) wearing of surgical face mask throughout the Annual General Meeting, (iii) physical distancing through seating arrangement, (iv) no provision of refreshments or drinks and (v) no distribution of corporate gifts.

Shareholders and Shareholders' agents who intend to attend the Annual General Meeting on site shall abide by the relevant provisions on epidemic prevention and control at the meeting venue, cooperate with the preparation of temperature checking and take effective personal protective measures. To the extent permitted by law, participants who do not comply with the above precautions are not allowed to enter the meeting venue by the Company.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

Due to the constantly evolving COVID-19 pandemic situation and related change of legal restrictions or requirements, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the latest legal requirements, policies and notices announced by the authorities from time to time. As at the date of this circular, it is not certain as to whether the group gathering restrictions and related legal requirements and policies will continue to apply on the date of the Annual General Meeting, and those restrictions, requirements and policies may still have a significant impact on the Annual General Meeting arrangements on that date. Shareholders should check the website of the Company at www.fosun.com for future announcements and updates on the Annual General Meeting arrangements, if any.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Proposed Granting of the Repurchase Mandate and the Issuance Mandate	5
3. Proposed Granting of the Share Option Mandate	5
4. Proposed Re-election of Directors	6
5. Annual General Meeting and Proxy Arrangement	7
6. Recommendation	8
7. General Information	8
Appendix I – Explanatory Statement on the Repurchase Mandate	9
Appendix II – Details of Directors Proposed to be Re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	20

DEFINITIONS

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

“A Share(s)”	equity securities listed on the SSE
“Annual General Meeting”	an annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 2 June 2022 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
“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 Stock Exchange (Stock Code: 00656)
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	any Director (including independent non-executive Director), employee (whether full-time or part-time), consultant or advisor of the Group who in the sole discretion of the Board has contributed or will contribute to the Group according to the Share Option Scheme
“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., a limited liability company established in the PRC and a subsidiary of the Company, whose A Shares are listed on the SSE (Stock Code: 600196), and H Shares are listed on the main board of the Stock Exchange (Stock Code: 02196)

DEFINITIONS

“FTG”	Fosun Tourism Group, a limited liability company established in the Cayman Islands and a subsidiary of the Company, whose shares are listed on the main board of the Stock Exchange (Stock Code: 01992)
“Group”	the Company and its subsidiaries
“H Share(s)”	equity securities listed on the Stock Exchange
“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”	19 April 2022, 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
“NEEQ”	National Equities Exchange and Quotations
“Nomination Committee”	the nomination committee of the Company
“Old Share Option Scheme”	the share option scheme which was approved by the Shareholders on 19 June 2007 and expired on 18 June 2017
“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)
“Shanghai Henlius”	Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司), a company whose shares are listed on the Stock Exchange with stock code 02696

DEFINITIONS

“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 Option Scheme”	the share option scheme which was approved by the Shareholders on 6 June 2017
“Shareholder(s)”	holder(s) of issued Share(s)
“SSE”	the Shanghai Stock Exchange
“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
“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

LETTER FROM THE BOARD

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. Qin Xuetang
Mr. Gong Ping
Mr. Huang Zhen

Registered Office:

Room 808, ICBC Tower
3 Garden Road
Central
Hong Kong

Non-executive Directors:

Ms. Chen Shucui
Mr. Zhuang Yuemin
Mr. Yu Qingfei

Independent Non-Executive Directors:

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

27 April 2022

To the Shareholders

Dear Sirs or Madams,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED GRANTING OF SHARE OPTION MANDATE
AND
PROPOSED 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; (iv) the granting of Share Option Mandate; and (v) the re-election of Directors.

LETTER FROM THE BOARD

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

On 3 June 2021, 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 8,311,781,924 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 on the date of passing of such resolution, which is up to 831,178,192 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 1,662,356,384 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 Share Option Scheme under which the Directors may grant 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 Share Option Scheme and to issue and allot Shares pursuant to the exercise of share options granted under the Share Option Scheme and the Old Share Option Scheme (the “**Share Option Mandate**”).

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 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.

LETTER FROM THE BOARD

4. 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. Guo Guangchang, Mr. Chen Qiyu, Mr. Qin Xuetao, Mr. Gong Ping 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 Corporate Governance Code, Appendix 14 of the Listing Rules, if an independent non-executive director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. As at the Latest Practicable Date, one of the retiring Directors, 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.

While Mr. Zhang has served the Company as an independent non-executive Director for more than 9 years, the Nomination Committee has assessed the nomination of the Directors in accordance with the adopted nomination procedures and the Board Diversity Policy of the Company, and considered that (1) he continues to have 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 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 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 would still be able to bring fresh perspectives to the Board with his ample financial management experience; and
- (iv) Mr. Zhang is considered to be independent as he 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, have proven himself to be a valuable member of the Board.

LETTER FROM THE BOARD

Having considered the above factors, and taking into account that Mr. Zhang 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 he has been an independent non-executive Director of the Company for more than 9 years. After considering the the recommendation of the Nomination Committee, the Board is confident that Mr. Zhang remains independent and has a healthy level of professional scepticism. He will continue to make valuable contributions and bring fresh perspective 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 Article 111 of the Articles of Association, the Board shall have power to appoint any person who is willing to act as a Director, either to fill a casual vacancy on the Board or as an additional Director to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company after his appointment and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting.

Mr. Huang Zhen was appointed as an executive Director by the Board on 23 March 2022. According to Article 111 of the Articles of Association, Mr. Huang Zhen shall retire at the Annual General Meeting and shall be eligible for re-election.

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

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any retiring director(s) proposed to be re-elected or new director(s) proposed to be elected in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Guo Guangchang, Mr. Chen Qiyu, Mr. Qin Xuetao, Mr. Gong Ping, Mr. Huang Zhen and Mr. Zhang Huaqiao are set out in Appendix II of this circular.

5. 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; (iv) the granting of the Share Option Mandate; and (v) the re-election of Directors.

LETTER FROM THE BOARD

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) 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 in person at the Annual General Meeting if you so wish.

6. 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; (iv) the granting of the Share Option Mandate; and (v) 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.

7. 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 8,311,781,924 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 8,311,781,924 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 831,178,192 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 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, Mr. Guo Guangchang, the Company's controlling shareholder (as defined in the Listing Rules), was interested and deemed to be interested in 6,044,984,673 Shares (including 6,044,246,673 Shares owned by FHL and 738,000 Shares granted to him under the share award scheme of the Company on 24 March 2022), representing 72.73% of the total issued Shares of the Company. FHL is a company incorporated in Hong Kong with limited liability and wholly owned by Fosun International Holdings which was owned as to 85.29% and 14.71% by Mr. Guo Guangchang and Mr. Wang Qunbin, respectively. Pursuant to Part XV of the SFO, FHL is a controlled corporation of Mr. Guo Guangchang and accordingly, Mr. Guo Guangchang was deemed to be interested in 6,044,246,673 Shares owned by FHL. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting and assuming that there will be no other change in the total number of issued Shares since the Latest Practicable Date and the number of Shares directly and indirectly held by Mr. Guo Guangchang remains 6,044,984,673, the interest of Mr. Guo in the issued Shares would increase to approximately 80.80% of the total number of issued Shares.

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

6. GENERAL

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

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

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

7. MARKET PRICES OF SHARES

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

Month	Highest HK\$	Lowest HK\$
2021		
April	11.60	10.72
May	13.42	11.06
June	12.56	11.00
July	11.90	10.04
August	10.88	9.30
September	10.56	8.92
October	9.60	9.00
November	9.30	8.46
December	8.96	7.92

Month	Highest HK\$	Lowest HK\$
2022		
January	8.93	8.08
February	9.34	8.23
March	8.96	6.50
April (up to the Latest Practicable Date)	8.85	8.00

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchase of a total of 28,347,500 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 (HK\$)	Lowest (HK\$)
25 October 2021	1,500,000	9.24	9.10
27 October 2021	1,000,000	9.12	9.04
28 October 2021	1,500,000	9.14	9.01
29 October 2021	1,000,000	9.20	9.09
1 November 2021	3,000,000	9.08	8.92
2 November 2021	2,000,000	9.07	8.88
3 November 2021	1,000,000	9.00	8.88
4 November 2021	1,000,000	8.96	8.85
5 November 2021	1,000,000	8.81	8.75
2 December 2021	1,547,500	8.93	8.64
3 December 2021	800,000	8.96	8.82
8 December 2021	1,000,000	8.83	8.75
10 December 2021	1,000,000	8.82	8.73
14 December 2021	1,000,000	8.59	8.41
15 December 2021	1,000,000	8.47	8.32
16 December 2021	1,500,000	8.40	8.23
17 December 2021	500,000	8.25	8.18
20 December 2021	4,000,000	8.08	7.93
21 December 2021	500,000	8.16	8.02
22 December 2021	500,000	8.14	8.05
30 December 2021	1,500,000	8.27	8.14
6 January 2022	500,000	8.32	8.14

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. GUO GUANGCHANG

Position, Experience and Length of Service

Guo Guangchang, aged 55, is an Executive Director and Chairman of the Company, and the founder of the Group.

As at the Latest Practicable Date, Mr. Guo has also been a director of both FHL and Fosun International Holdings (the direct and indirect controlling shareholders of the Company, respectively), vice chairman of The General Association of Zhejiang Entrepreneurs, honorary chairman of The Zhejiang Chamber of Commerce, Shanghai, etc.. Mr. Guo was honored, among others, the “China Democratic League Anti-COVID-19 Outstanding Individual”, the “Anti-epidemic Action Award” at the “2020 Ram Charan Management Practice Awards” hosted by *Harvard Business Review (Chinese version)*, the “Outstanding Businessman of Listed Company Award” at the “Top 100 Hong Kong Listed Company” Award, co-organized by Tencent News and Finet Group Limited, and “Lifetime Achievement Award” at the 16th CNBC Asia Business Leaders Award Ceremony etc.. Mr. Guo received a bachelor’s degree in philosophy in 1989 and a master’s degree in business administration in 1999, both from Fudan University.

Save as disclosed above, Mr. Guo 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

Mr. Guo is the director of FHL and Fosun International Holdings, and the controlling shareholder of the Company. Save as disclosed above and disclosed in the section headed “Interests in Shares” below, as far as the Directors are aware, Mr. Guo 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. Guo was interested and deemed to be interested in 6,044,984,673 Shares of the Company, representing 72.73% of its issued Shares. Mr. Guo directly held 29,000 shares of Fosun International Holdings, representing 85.29% of its issued shares and 114,075 A shares of Fosun Pharma, representing 0.01% of its issued A shares. Mr. Guo held 1 share of FHL through Fosun International Holdings, representing 100% of its issued shares; and through Fosun International Holdings, FHL, the Company and/or its subsidiaries held 938,095,290 A shares of Fosun Pharma, representing 46.65% of its issued A shares, 77,533,500 H shares of Fosun Pharma, representing 14.05% of its issued H shares; 331,024,000 shares of Sisram Medical Ltd (listed on the Stock Exchange with stock code 01696), representing 71.01% of its issued shares; 1,012,023,932 shares of FTG, representing 81.68% of its issued shares; 291,365,387 domestic shares of Shanghai Henlius, representing 80.00% of its issued domestic shares and 32,211,239 H shares of Shanghai Henlius, representing 19.71% of its issued H shares.

Save as disclosed above, Mr. Guo 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. Guo entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2021. From 1 April 2022, the annual base payment of Mr. Guo is RMB6,900,000 which is subject to certain adjustments (if any) as determined by the Board. 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 disclosable nor is/was Mr. Guo 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. Guo that need to be brought to the attention of the Shareholders.

(2) MR. CHEN QIYU**Position, Experience and Length of Service**

Chen Qiyu, aged 49, is an Executive Director and Co-CEO of the Company.

Mr. Chen joined the Group in 1994 and as at the Latest Practicable Date, he has also been a non-executive director of Fosun Pharma (listed on the Stock Exchange and the SSE) and Shanghai Henlius (listed on the Stock Exchange), a non-executive director and vice chairman of Sinopharm Group Co., Ltd. (listed on the Stock Exchange with stock code 01099), a director of Gland Pharma Limited (listed on the BSE Limited and National Stock Exchange of India Limited with stock code GLAND), Beijing Sanyuan Foods Co., Ltd. (listed on the SSE with stock code 600429) and various companies within the Group. Mr. Chen was a director of Dian Diagnostics Group Co., Ltd. (listed on the Growth Enterprise Market Board of the Shenzhen Stock Exchange with stock code 300244), a non-executive director of BabyTree (listed on the Stock Exchange) and a co-chairman of New Frontier Health Corporation (delisted from the New York Stock Exchange in January 2022). As at the Latest Practicable Date, Mr. Chen has been the chairman of China Medical Pharmaceutical Material Association, a vice chairman of China Pharmaceutical Innovation and Research Development Association, the honorary chairman and chief supervisor of Shanghai Biopharmaceutics Industry Association, and a member of the 13th Shanghai Standing Committee of the Chinese People's Political Consultative Conference. Mr. Chen was awarded "Asia's Best CEO" by *Corporate Governance Asia*, etc.. Mr. Chen received a bachelor's degree in genetics from Fudan University in 1993 and an EMBA degree from China Europe International Business School in 2005.

Save as disclosed above, Mr. Chen 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. Chen 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. Chen was interested and deemed to be interested in 26,604,000 Shares of the Company, representing 0.32% of its issued Shares; 114,075 A shares of Fosun Pharma, representing 0.01% of its issued A shares and 501,478 shares of FTG, representing 0.04% of its issued shares.

Save as disclosed above, Mr. Chen 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. Chen entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2021. From 1 April 2022, the annual base payment of Mr. Chen is RMB6,300,000 which is subject to certain adjustments (if any) as determined by the Board. 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 disclosable nor is/was Mr. Chen 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. Chen that need to be brought to the attention of the Shareholders.

(3) MR. QIN XUETANG**Position, Experience and Length of Service**

Qin Xuetang, aged 58, is an Executive Director and Executive President of the Company.

Mr. Qin was appointed as the Executive President of the Company in August 2021. Since joining the Group in 1995, Mr. Qin has been in charge of the legal and internal control affairs of the Company, possessing in-depth knowledge in the area of mergers and acquisitions, as well as corporate governance of listed companies. In addition, Mr. Qin oversees all matters related to the Company's audit, compliance, risk control and information disclosure. Mr. Qin received a bachelor's degree in law in 1985 from the Southwest University of Political Science & Law and was admitted to practice law in the PRC in 1990. Prior to joining the Group, Mr. Qin worked in the Law School of Fudan University.

Save as disclosed above, Mr. Qin 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. Qin 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. Qin was interested and deemed to be interested in 17,960,640 Shares of the Company, representing 0.22% of its issued Shares and 200,000 shares of FTG, representing 0.02% of its issued shares.

Save as disclosed above, Mr. Qin 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. Qin entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2021. From 1 April 2022, the annual base payment of Mr. Qin is RMB3,900,000 which is subject to certain adjustments (if any) as determined by the Board. 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 disclosable nor is/was Mr. Qin 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. Qin that need to be brought to the attention of the Shareholders.

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

Gong Ping, aged 47, is an Executive Director, Executive President and CFO of the Company.

Mr. Gong was appointed as the Executive President of the Company in August 2021. Mr. Gong joined the Group in 2011 and as at the Latest Practicable Date, he has also been a director of Yuyuan (listed on the SSE) and 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 Stock Exchange with stock code 00755) and Fosun Pharma (listed on the Stock Exchange and the SSE), and a director of Shanghai Bailian Group Co., Ltd. (listed on the SSE with stock code 600827, “**Shanghai Bailian**”) and Shanghai Resource Property Consulting Co., Ltd. (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 and vice chairman of Shanghai Youth Entrepreneurs' Association. 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, 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

As far as the Directors are aware, 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 and deemed to be interested in 12,928,000 Shares of the Company, representing 0.16% of its issued Shares and 200,988 shares of FTG, representing 0.02% of its issued shares.

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 2021. From 1 April 2022, the annual base payment of Mr. Gong is RMB3,540,000 which is subject to certain adjustments (if any) as determined by the Board. 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 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.

(5) MR. HUANG ZHEN

Position, Experience and Length of Service

Huang Zhen, aged 50, is an Executive Director and Executive President of the Company.

Mr. Huang was appointed as the Executive Director and the Executive President of the Company in March 2022. Mr. Huang joined the Group in 2017 and as at the Latest Practicable Date, he has also been the chairman of Yuyuan (listed on the SSE), the non-executive director of Zhaojin Mining Industry Co., Ltd. (listed on the Stock Exchange with stock code 01818) and the vice chairman of Baihe Jiayuan Network Group Co., Ltd. (delisted from NEEQ in December 2019), the director of Jinhui Liquor Co., Ltd. (listed on the SSE with stock code 603919), Shede Spirits Co., Ltd. (listed on the SSE with stock code 600702), Shanghai Resource Property Consulting Co., Ltd. (delisted from NEEQ in December 2020), Shanghai

Bailian (listed on the SSE) and various companies within the Group. 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 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 "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, 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

As far as the Directors are aware, 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 and deemed to be interested in 1,400,000 Shares of the Company, representing 0.02% of its issued Shares; 1,631,000 shares of Yuyuan, representing 0.04% of its issued shares; 58,000 shares of FTG, representing 0.00% of its issued shares and 45,500 A shares of Fosun Pharma, representing 0.00% of its issued A shares.

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 23 March 2022. Mr. Huang does not receive any cash remuneration from the Company. He is 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 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.

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

Zhang Huaqiao, aged 58, is 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 (stock code 00672), Logan Group Company Limited (stock code 03380), Luye Pharma Group Ltd. (stock code 02186), Radiance Holdings (Group) Company Limited (stock code 09993) and Haitong International Securities Group Limited (stock code 00665), all of which are listed on the Stock Exchange. 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 and later became co-head of China research. 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 Stock Exchange with stock code 00604). From September 2008 to June 2011, he was 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 Stock Exchange with stock code 01685), an independent non-executive director of Yancoal Australia Ltd. (listed on the Australian Stock Exchange with stock code YAL and on the Stock Exchange with stock code 03668), Wanda Hotel Development Company Limited (listed on the Stock Exchange with stock code 00169), China Huirong Financial Holdings Limited (listed on the Stock Exchange with stock code 01290), Sinopec Oilfield Service Corporation (listed on the SSE with stock code 600871 and on the Stock Exchange with stock code 01033), and China Rapid Finance Limited (listed on the New York Stock Exchange with stock code XRF), and a non-executive director, executive director and chairman of China Smartpay Group Holdings Limited (listed on the 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, 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, 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 and deemed to be interested in 505,000 Shares of the Company, representing 0.01% of its issued Shares.

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 2021. From 1 April 2022, Mr. Zhang is entitled to the annual base payment of HK\$750,000 which is subject to certain adjustments (if any) as determined by the Board. 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 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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting of the Company, including but not limited to (i) compulsory body temperature checks, (ii) wearing of surgical face mask throughout the Annual General Meeting, (iii) physical distancing through seating arrangement, (iv) no provision of refreshments or drinks and (v) no distribution of corporate gifts.

Shareholders and Shareholders' agents who intend to attend the Annual General Meeting on site shall abide by the relevant provisions on epidemic prevention and control at the meeting venue, cooperate with the preparation of temperature checking and take effective personal protective measures. To the extent permitted by law, participants who do not comply with the above precautions are not allowed to enter the meeting venue by the Company.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

Due to the constantly evolving COVID-19 pandemic situation and related change of legal restrictions or requirements, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the latest legal requirements, policies and notices announced by the authorities from time to time. As at the date of this circular, it is not certain as to whether the group gathering restrictions and related legal requirements and policies will continue to apply on the date of the Annual General Meeting, and those restrictions, requirements and policies may still have a significant impact on the Annual General Meeting arrangements on that date. Shareholders should check the website of the Company at www.fosun.com for future announcements and updates on the Annual General Meeting arrangements, if any.

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, 2 June 2022 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 2021;
2. To declare a final dividend for the year ended 31 December 2021;
3. (a) To re-elect Mr. Guo Guangchang as an executive director of the Company;
(b) To re-elect Mr. Chen Qiyu as an executive director of the Company;
(c) To re-elect Mr. Qin Xuetao as an executive director of the Company;
(d) To re-elect Mr. Gong Ping as an executive director of the Company;
(e) To re-elect Mr. Huang Zhen as an executive director of the Company;
(f) To re-elect Mr. Zhang Huaqiao as an independent non-executive director of the Company; and
(g) To authorize the Board to fix the remuneration of the directors of the Company (the “Directors”);
4. To reappoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

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."
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 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).”

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 (the “**Listing Rules**”) and the terms and conditions of the share option scheme which was approved by the Shareholders on 6 June 2017 and the share option scheme which was approved by the Shareholders on 19 June 2007 and expired on 18 June 2017 (the “**Old 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 Share Option Scheme; (ii) during the Relevant Period, to issue and allot shares of the Company as and when any options granted under the Share Option Scheme and the Old Share Option Scheme are exercised; and (iii) at any time after the Relevant Period, to issue and allot shares of the Company pursuant to the exercise of share options granted under the Share Option Scheme and the Old Share Option Scheme;

NOTICE OF ANNUAL GENERAL MEETING

- (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 Share Option 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.”
9. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“THAT:

- (a) the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of 30,979,000 new shares (the “**New Award Shares**”) to Computershare Hong Kong Trustees Limited to hold on trust for selected participants who are selected by the Board (the “**Selected Participants**”) for participation in the share award scheme adopted by the Company on 25 March 2015 (the “**Share Award Scheme**”) (a copy of which has been produced to the AGM marked “A” and signed by the chairman of the AGM for the purpose of identification) (the “**Award**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant of 738,000 award shares pursuant to the Share Award Scheme to Mr. Guo Guangchang is hereby approved and confirmed;
- (c) the grant of 704,000 award shares pursuant to the Share Award Scheme to Mr. Wang Qunbin is hereby approved and confirmed;
- (d) the grant of 3,106,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu is hereby approved and confirmed;
- (e) the grant of 2,704,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang is hereby approved and confirmed;
- (f) the grant of 1,448,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetao is hereby approved and confirmed;
- (g) the grant of 1,048,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping is hereby approved and confirmed;
- (h) the grant of 800,000 award shares pursuant to the Share Award Scheme to Mr. Huang Zhen is hereby approved and confirmed;
- (i) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhuang Yuemin is hereby approved and confirmed;

NOTICE OF ANNUAL GENERAL MEETING

- (j) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Yu Qingfei is hereby approved and confirmed;
- (k) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman is hereby approved and confirmed;
- (l) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao is hereby approved and confirmed;
- (m) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang is hereby approved and confirmed;
- (n) the grant of 25,000 award shares pursuant to the Share Award Scheme to Dr. Lee Kai-Fu is hereby approved and confirmed;
- (o) the grant of 25,000 award shares pursuant to the Share Award Scheme to Ms. Tsang King Suen Katherine is hereby approved and confirmed;
- (p) the grant of 1,538,000 award shares pursuant to the Share Award Scheme to Mr. Pan Donghui is hereby approved and confirmed;
- (q) the grant of 1,315,000 award shares pursuant to the Share Award Scheme to Mr. Yao Fang is hereby approved and confirmed;
- (r) the grant of 893,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Houlin is hereby approved and confirmed;
- (s) the grant of 887,000 award shares pursuant to the Share Award Scheme to Mr. Li Tao is hereby approved and confirmed;
- (t) the grant of 798,000 award shares pursuant to the Share Award Scheme to Mr. Wang Jiping is hereby approved and confirmed;
- (u) the grant of 555,000 award shares pursuant to the Share Award Scheme to Mr. Jin Hualong is hereby approved and confirmed;
- (v) the grant of 460,000 award shares pursuant to the Share Award Scheme to Mr. Qian Jiannong is hereby approved and confirmed;
- (w) the grant of 371,000 award shares pursuant to the Share Award Scheme to Mr. Qian Shunjiang is hereby approved and confirmed;
- (x) the grant of 360,000 award shares pursuant to the Share Award Scheme to Mr. Jorge Magalhães Correia is hereby approved and confirmed;
- (y) the grant of 358,000 award shares pursuant to the Share Award Scheme to Mr. Huang Yixin is hereby approved and confirmed;
- (z) the grant of 345,000 award shares pursuant to the Share Award Scheme to Mr. Shi Kun is hereby approved and confirmed;
- (aa) the grant of 311,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Liangsen is hereby approved and confirmed;

NOTICE OF ANNUAL GENERAL MEETING

- (bb) the grant of 277,000 award shares pursuant to the Share Award Scheme to Mr. Gao Min is hereby approved and confirmed;
 - (cc) the grant of 260,000 award shares pursuant to the Share Award Scheme to Mr. Wang Kexin is hereby approved and confirmed;
 - (dd) the grant of 220,000 award shares pursuant to the Share Award Scheme to Ms. Hao Yuming is hereby approved and confirmed;
 - (ee) the grant of 200,000 award shares pursuant to the Share Award Scheme to Ms. Guan Xiaohui is hereby approved and confirmed;
 - (ff) the grant of 121,000 award shares pursuant to the Share Award Scheme to Mr. Peng Yulong is hereby approved and confirmed;
 - (gg) the grant of 60,000 award shares pursuant to the Share Award Scheme to Mr. Wei Junfeng is hereby approved and confirmed;
 - (hh) the grant of 10,927,000 award shares pursuant to the Share Award Scheme to Selected Participants, other than those persons named in resolutions 9(b) – 9(gg) above, is hereby approved and confirmed; and
 - (ii) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/she/they consider necessary, expedient or appropriate for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder, including but not limited to the issue and allotment of the New Award Shares pursuant to the Share Award Scheme.”
10. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“THAT:

- (a) the adoption of the proposed share incentive scheme (the “**Fosun Health Share Option Scheme**”, a copy of which has been produced to the AGM marked “B” and signed by the chairman of the AGM for the purpose of identification) of Shanghai Fosun Health Technology (Group) Co., Ltd. (“**Fosun Health**”) be and is hereby approved;
- (b) any director of the Company and the board of directors of Fosun Health be and are hereby authorized to execute all such documents and take all actions as he/she/it considers to be necessary, expedient or appropriate to give effect to the Fosun Health Share Option Scheme.”

NOTICE OF ANNUAL GENERAL MEETING

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

(a) “**THAT:**

(i) the adoption of the proposed share option scheme (the “**Lovelink Share Option Scheme**”, a copy of which has been produced to the AGM marked “C” and signed by the chairman of the AGM for the purpose of identification) of Lovelink Inc. (“**Lovelink**”) be and is hereby approved; and

(ii) any director of the Company and the board of directors of Lovelink be and is hereby authorized to execute all such documents and take all actions as he/she/it considers to be necessary, expedient or appropriate to give effect to the Lovelink Share Option Scheme.”

(b) “**THAT** subject to and conditional upon the effective adoption of the Lovelink Share Option Scheme, the proposed grant of options to subscribe for 18,525,000 shares in Lovelink to Mr. Wu Linguang under the Lovelink Share Option Scheme be and is hereby approved.”

By Order of the Board
Guo Guangchang
Chairman

27 April 2022

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 Monday, 30 May 2022 to Thursday, 2 June 2022, 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, 27 May 2022.

The register of members of the Company will also be closed from Friday, 10 June 2022 to Tuesday, 14 June 2022, both days inclusive, during which period no transfer of shares will be effected. The ex-dividend date will be Wednesday, 8 June 2022. 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, 9 June 2022.

As at the date of this document, the executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Qin Xuetang, Mr. Gong Ping and Mr. Huang Zhen; the non-executive directors are Ms. Chen Shucui, Mr. Zhuang Yuemin and Mr. Yu Qingfei; 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.