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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.

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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)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES**
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 3:00 p.m. on Tuesday, 14 May 2024 at 16th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC 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) and the Company (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 branch 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 (no later than 3:00 p.m. on Friday, 10 May 2024) before the time appointed for 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.

18 April 2024

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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 3:00 p.m. on Tuesday, 14 May 2024 at 16th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC, to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out in this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors of the Company
“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: 1992)
“Company Law”	the Companies Act (Revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EUR”	Euro, the lawful currency of European Union
“FHL”	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability
“FIL”	Fosun International Limited, the Company’s controlling Shareholder, a limited liability company incorporated in Hong Kong, whose shares are listed on the main board of the Stock Exchange (stock code: 656)
“Fosun International Holdings”	Fosun International Holdings Ltd., a company incorporated in the British Virgin Islands with limited liability
“Group”	the Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“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

DEFINITIONS

“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	14 December 2018
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“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
“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 share of the Company, shares forming part of the ordinary share of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

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. Xu Xiaoliang (*Chairman*)
Mr. Xu Bingbin (*Co-president*)
Mr. Choi Yin On (*Senior Vice President*
and Chief Financial Officer)

Non-executive Directors:

Mr. Qian Jiannong
Mr. Pan Donghui
Mr. Huang Zhen

Independent Non-executive Directors:

Dr. Allan Zeman
Mr. Guo Yongqing
Ms. Katherine Rong Xin
Mr. He Jianmin

Registered Office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal Place of

Business in Hong Kong:
Room 808 & 2101-06
ICBC Tower
3 Garden Road
Central
Hong Kong

18 April 2024

To the Shareholders

Dear Sirs/Madams,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES**
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
AND
(4) 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 re-election of Directors; and (v) the re-appointment of auditors and to give you notice of the Annual General Meeting relating to, among other matters, these matters.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND ISSUANCE MANDATE

As at the Latest Practicable Date, the issued Shares comprised 1,243,376,370 Shares.

At the annual general meeting of the Company held on 26 May 2023, a general mandate was granted to the Directors to issue and repurchase Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following 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 such resolution, which is up to 124,337,637 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);
- (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 248,675,274 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); and
- (c) to extend the Issuance Mandate by an amount representing the total number of 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.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with 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. Mr. Choi Yin On, Mr. Pan Donghui, Mr. Allan Zeman and Ms. Katherine Rong Xin shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In addition, pursuant to Article 113 of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. No director was re-designated or appointed during the Reporting Period.

For re-election of any existing member of the Board, the Nomination Committee has evaluated the candidates based on certain criteria as set out in the nomination policy of the Company. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosure given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy.

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. Choi Yin On, Mr. Pan Donghui, Mr. Allan Zeman and Ms. Katherine Rong Xin are set out in Appendix II of this circular.

LETTER FROM THE BOARD

4. RE-APPOINTMENT OF AUDITORS

Ernst & Young LLP, which have audited the consolidated financial statements of the Company for the year ended 31 December 2023, will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Ernst & Young LLP, as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

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 re-election of Directors; and (v) the re-appointment of auditors.

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.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 branch 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 (no later than 3:00 p.m. on Friday, 10 May 2024) before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

6. VOTING BY POLL

The Annual General Meeting will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association.

7. 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 re-election of Directors; and (v) the re-appointment of auditors 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.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

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

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

Yours faithfully,
By Order of the Board
Fosun Tourism Group
Xu Xiaoliang
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 best 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 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 1,243,376,370 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 1,243,376,370 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 124,337,637 Shares, representing 10% of the Shares in issue 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 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and thereby 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 971,949,202 Shares, representing approximately 78.17% of the total issued Shares of the Company. FIL is a company incorporated in Hong Kong with limited liability and 73.49% held 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 971,949,202 Shares held by FIL. Apart from the 971,949,202 Shares held by FIL, FHL also held 15,389,930 Shares, thus FHL was deemed to be interested in 987,339,132 Shares, representing approximately 79.41% 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 held as to 85.29% by Mr. Guo Guangchang. 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 987,339,132 Shares held by FHL. On the basis that the number of issued Shares remains 1,243,376,370 and the number of Shares held by FHL remains 987,339,132 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 88.23% 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) has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The 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.

The Company confirmed that there is nothing unusual about the explanatory statement or the proposed share repurchase.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	10.52	8.80
May	9.47	7.00
June	8.20	6.85
July	8.78	7.21
August	9.44	7.66
September	8.68	7.30
October	7.54	6.32
November	6.82	5.65
December	6.60	5.23
2024		
January	8.82	3.81
February	4.80	3.81
March	4.61	3.40
April (<i>up to the Latest Practicable Date</i>)	3.79	3.50

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases 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.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors in relation to their retirement and re-election required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(1) MR. CHOI YIN ON (“MR. CHOI”)

Position, Experience and Length of Service

Mr. Choi Yin On (蔡賢安), aged 40, serves as an executive Director, the senior vice president and chief financial officer and the Authorized Representative of the Group, and has been appointed as a member of Environmental, Social and Governance Committee of the Company since 22 December 2023 and the chief financial officer of Club Med Group since 26 February 2024 and he also acts as the director of Thomas Cook Group. Mr. Choi is primarily responsible for overseeing the Group’s accounting and financial management, and formulating business plans, strategies and major decisions of the Group. Mr. Choi has been appointed as a director of Club Med Holding from December 2021 to February 2024. Mr. Choi has extensive experience in the industry of corporate and investment banking. Prior to joining the Group, Mr. Choi worked at Citigroup Global Markets Asia Limited from 2015 to 2021, with his last position being a director, responsible officer and principal of sponsor of Asia Pacific real estate & lodging investment banking business. From 2005 to 2015, Mr. Choi worked at DBS Bank Ltd., Hong Kong Branch and DBS Asia Capital Limited, and his last position held was a vice president of institutional banking group.

Mr. Choi obtained a bachelor’s degree in business administration from the Chinese University of Hong Kong in 2005 and a master’s degree in business administration from the University of Cambridge in 2012.

Relationships

As far as the Directors are aware, Mr. Choi 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. Choi is deemed to be interested in 1,030,000 Shares, representing approximately 0.08% of the issued Shares.

Director's emoluments

Mr. Choi entered into a letter of appointment with the Company on 18 August 2021 for a term of three years, which became effective on 18 August 2021. The 2023 annual salary of Mr. Choi is RMB5,437,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group.

(2) MR. PAN DONGHUI (“MR. PAN”)**Position, Experience and Length of Service**

Mr. Pan Donghui (潘東輝), aged 54, was appointed as a non-executive Director of the Group since 18 August 2021 and he is responsible for making recommendations on major operational and managerial matters of the Group. Mr. Pan is currently an executive Director, executive president and chief human resources officer of Fosun International, a non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd., the shares of which are listed on the Stock Exchange (stock code: 02196) and the Shanghai Stock Exchange (stock code: 600196), a director of Shanghai Foyo Culture & Entertainment Co., Ltd. (delisted from the National Equities Exchange and Quotations (NEEQ) in April 2021) and the chief human resources officer of Shanghai Fosun High Technology (Group) Co., Ltd.. Mr. Pan was a non-executive director of Linekong Interactive Group Co., Ltd. (藍港互動集團有限公司) (stock code: 08267), a company listed on the Stock Exchange, and a director of Shanghai Ganglian E-Commerce Holdings Co., Ltd. Mr. Pan worked in Zhejiang Ningbo Tiandi Group Co., Ltd. (浙江寧波天地(集團)股份有限公司, now known as Ningbo Tiandi (Group) Co., Ltd. (寧波天地(集團)股份有限公司) and served as a project manager of Forte Land Co., Ltd. (復地(集團)股份有限公司). He also served as an assistant to president, senior assistant to president, vice president and senior vice president of Shanghai Fosun High Technology (Group) Co., Ltd..

Mr. Pan obtained a bachelor's degree in engineering from Shanghai Jiaotong University in the PRC in 1991, and a master's degree in business administration from the University of Southern California, the United States in 2009.

Relationships

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

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Pan is deemed to be interested in 490,000 Shares, representing approximately 0.04% of the issued shares. Mr. Pan is also deemed to own 14,203,484 shares of Fosun International, representing approximately 0.17% of its issued shares.

Director's emoluments

Mr. Pan entered into a letter of appointment with the Company on 18 August 2021 for a term of three years, which became effective on 18 August 2021. For the year commencing 1 January 2024, Mr. Pan is eligible to receive discretionary incentive as recommended by the remuneration committee of the Company and determined by the Board. Mr. Pan will not receive any director's fee from the Company.

(3) MS. KATHERINE RONG XIN ("MS. XIN")**Position, Experience and Length of Service**

Ms. Katherine Rong Xin, aged 60, an independent non-executive Director since November 2018. Ms. Xin has been Professor of Management and Associate Dean at the China Europe International Business School. Ms. Xin served as an independent director in Shanghai Blossom Hill Hotel Management Co. Ltd., a company mainly engaged in boutique hotel management in China under the Blossom Hill brand, from March 2012 to April 2017.

Ms. Xin was awarded Chinese Most Cited Researchers by Elsevier, a global provider of scientific, technical, and medical information, for nine consecutive years from 2014 to 2022.

Ms. Xin graduated from Anhui University in July 1984 with a bachelor's degree in English. She received a master's degree in applied linguistics from Graduate University of Chinese Academy of Sciences in July 1986, and a master's degree in business administration from California State University in June 1991. She obtained a doctor's degree in business administration from the University of California in June 1995.

Relationships

As far as the Directors are aware, Ms. Xin 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

Ms. Xin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Ms. Xin entered into a letter of appointment with the Company on 10 December 2021 for a term of three years, which became effective on 14 December 2021. For the year commencing on 1 January 2024, the annual salary of Ms. Xin is HK\$600,000 as recommended by the remuneration committee of the Company and determined by the Board and will be borne by the Group. The remuneration of Ms. Xin was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

(4) MR. ALLAN ZEMAN (“MR. ZEMAN”)**Position, Experience and Length of Service**

Dr. Allan Zeman (盛智文), aged 75, an independent non-executive Director since November 2018. Dr. Zeman has been the chairman of Lan Kwai Fong Group, an independent non-executive director of Sino Land Company Limited (a company listed in the Stock Exchange, stock code: 00083), Tsim Sha Tsui Properties Limited (a company listed in the Stock Exchange, stock code: 00247) and Television Broadcasts Limited (a company listed in the Stock Exchange, stock code: 00511). Dr. Zeman has also been a non-executive chairman and an independent non-executive director of Wynn Macau, Limited (a company listed in the Stock Exchange, stock code: 01128) and a non-executive director of Pacific Century Premium Developments Limited (a company listed in the Stock Exchange, stock code: 00432) and its independent non-executive director during the period from July 2006 to March 2018. Dr. Zeman is an independent non-executive director of Global Brands Group Holding Limited (a company listed in the Stock Exchange, stock code: 00787) from June 2014 to June 2021.

Dr. Zeman has been the chairman of Ocean Park Hong Kong from 2003 to 2014 and member of the board of West Kowloon Cultural District Authority from 2008 to 2016, and chairman of commercial letting panel of the West Kowloon Cultural District Authority since December 2016. In 2023, Dr. Zeman was appointed as the member of the Task Force on Promoting and Branding Hong Kong. Dr. Zeman was appointed a Justice of the Peace in Hong Kong in 2001. Dr. Zeman was awarded the Gold Bauhinia Star in 2004 and the Grand Bauhinia Medal in 2011.

Dr. Zeman was awarded an Honorary Doctorate of Laws Degree from the University of Western Ontario, Canada in June 2004. In November 2012, he was also awarded Honorary Doctorate Degrees of Business Administration from City University of Hong Kong and the University of Science and Technology of Hong Kong. In November 2019, Dr. Zeman was awarded Honorary Doctorate Degrees of Business Administration from Open University of Hong Kong (currently known as Metropolitan University of Hong Kong). In 2023, Dr. Zeman was awarded Honorary Fellowship by Social Enterprise Research Academy (SERA). Dr. Zeman is currently a member of the Chief Executive's Council of Advisors of the Hong Kong Special

Administrative Region, a member of the Cultural Services Department and a member of the Tourism Strategy Committee of the Human Resources Planning Council of the Hong Kong Special Administrative Region.

Relationships

As far as the Directors are aware, Mr. Zeman 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

Mr. Zeman is not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations under Part XV of the SFO.

Director's emoluments

Mr. Zeman entered into a letter of appointment with the Company on 10 December 2021 for a term of three years, which became effective on 14 December 2021. For the year commencing on 1 January 2024, the annual salary of Mr. Zeman is HK\$600,000 as recommended by the remuneration committee of the Company and determined by the Board and will be borne by the Group. The remuneration of Mr. Zeman was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

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 3:00 p.m. on Tuesday, 14 May 2024 at 16th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC, to consider and pass (with or without amendments) the following resolutions of the Company as appropriate:

ORDINARY RESOLUTIONS

1. To accept, consider and adopt the audited consolidated financial statements of the Company and the reports of the board of directors (the “**Board**”) and of auditors of the Company for the year ended 31 December 2023;
2. (a) (i) To re-elect Mr. Choi Yin On as executive director of the Company;
(ii) To re-elect Mr. Pan Donghui as non-executive director of the Company;
(iii) To re-elect Ms. Katherine Rong Xin as independent non-executive director of the Company;
(iv) To re-elect Mr. Allan Zeman as independent non-executive director of the Company;
(b) To authorize the Board to fix the remuneration of the directors of the Company (the “**Directors**”);
3. To reappoint Ernst & Young LLP as auditors of the Company and to authorize the Board to fix their remuneration;
4. “**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 in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the 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

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;

5. **“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 in the 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 authorized;
- (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 authority 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% (If the Company performs share consolidation or spin-off after passing this resolution, adjustments are required) 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

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(d) for the purposes of this resolution:

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

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

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

6. **“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 total 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 total 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
Xu Xiaoliang
Chairman

18 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM 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 branch 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 (not later than 3:00 p.m. on Friday, 10 May 2024) before the time appointed for the holding of the AGM 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 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 9 May 2024 to Tuesday, 14 May 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 8 May 2024.
4. All times and dates referred to in this notice refer to Hong Kong times and dates.

As at the date of this notice, the Board comprises Mr. Xu Xiaoliang, Mr. Xu Bingbin and Mr. Choi Yin On as executive directors; Mr. Qian Jiannong, Mr. Pan Donghui and Mr. Huang Zhen as non-executive directors, and Dr. Allan Zeman, Mr. Guo Yongqing, Ms. Katherine Rong Xin and Mr. He Jianmin as independent non-executive directors.