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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Fosun International Limited (the “**Company**”) will be held at 10 a.m. on Wednesday, 5 June 2019 at Grand Ballroom, 3/F, Wanda Reign on the Bund, 538 Zhong Shan Dong Er Road, Huangpu District, Shanghai, China and Grand Ballroom 1 & 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong concurrently by video conference for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the board of directors of the Company (the “**Board**”) and of Auditors for the year ended 31 December 2018;
2. To declare a final dividend for the year ended 31 December 2018;
3. To re-elect directors of the Company (the “**Directors**”) and to authorize the Board to fix the remuneration of the Directors of the Company;
4. To reappoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (ii) 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;
- (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 (“**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 (“**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;
- (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 5,973,750 new shares (“**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 535,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu is hereby approved and confirmed;
- (c) the grant of 535,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang is hereby approved and confirmed;
- (d) the grant of 310,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetao is hereby approved and confirmed;
- (e) the grant of 310,000 award shares pursuant to the Share Award Scheme to Mr. Wang Can is hereby approved and confirmed;
- (f) the grant of 235,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping is hereby approved and confirmed;
- (g) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman is hereby approved and confirmed;
- (h) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao is hereby approved and confirmed;
- (i) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang is hereby approved and confirmed;
- (j) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Yang Chao is hereby approved and confirmed;
- (k) the grant of 25,000 award shares pursuant to the Share Award Scheme to Dr. Lee Kai-Fu is hereby approved and confirmed;

- (l) the grant of 255,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Houlin is hereby approved and confirmed;
 - (m) the grant of 115,000 award shares pursuant to the Share Award Scheme to Mr. Li Tao is hereby approved and confirmed;
 - (n) the grant of 70,000 award shares pursuant to the Share Award Scheme to Mr. Qian Jiannong is hereby approved and confirmed;
 - (o) the grant of 68,000 award shares pursuant to the Share Award Scheme to Ms. Mu Haining is hereby approved and confirmed;
 - (p) the grant of 68,000 award shares pursuant to the Share Award Scheme to Mr. Gao Min is hereby approved and confirmed;
 - (q) the grant of 60,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Xueqing is hereby approved and confirmed;
 - (r) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Xu Lingjiang is hereby approved and confirmed;
 - (s) the grant of 35,000 award shares pursuant to the Share Award Scheme to Mr. Pei Yu is hereby approved and confirmed;
 - (t) the grant of 3,527,000 award shares pursuant to the Share Award Scheme to Selected Participants, other than those persons named in resolutions 9(b) – 9(s) above, is hereby approved and confirmed; and
 - (u) 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/they consider necessary, desirable or expedient 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 and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) the tranche II share option incentive scheme (the “**Yuyuan Tranche II Share Option Incentive 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 Yuyuan Tourist Mart Co., Ltd.* (上海豫園旅遊商城股份有限公司) (“**Yuyuan**”) be and is hereby approved and adopted;

- (b) the board of directors of Yuyuan be and is hereby authorized to execute all such documents and take all steps as it considers to be necessary, expedient and appropriate to give effect to the Yuyuan Tranche II Share Option Incentive Scheme, including but not limited to:
- i. to administer the Yuyuan Tranche II Share Option Incentive Scheme under which options will be granted to eligible participants for subscription for shares of Yuyuan, including but not limited to, to grant options to the participants and to handle all matters necessary, expedient or incidental to the grant of options under the Yuyuan Tranche II Share Option Incentive Scheme;
 - ii. to allot, issue and deal with any shares of Yuyuan pursuant to the exercise of any options which may be granted from time to time in accordance with the terms of the Yuyuan Tranche II Share Option Incentive Scheme; and
 - iii. to modify and/or amend the Yuyuan Tranche II Share Option Incentive Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Yuyuan Tranche II Share Option Incentive Scheme and the requirements of the Listing Rules;
- (c) any director of the Company be and is hereby authorized to execute all such documents and take all such steps as he may consider to be necessary, expedient and appropriate to give effect to the adoption of the Yuyuan Tranche II Share Option Incentive Scheme.”;
11. 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 option plan and the notified share option scheme (the “**Gland Pharma 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 Gland Pharma Limited (“**Gland Pharma**”) be and is hereby approved and adopted;

- (b) any director of the Company and Gland Pharma be and is hereby authorized to execute all such documents and take all steps as he/she considers to be necessary, expedient and appropriate to give effect to the Gland Pharma Share Option Scheme.

By Order of the Board
Guo Guangchang
Chairman

26 April 2019

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 Friday, 31 May 2019 to Wednesday, 5 June 2019, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "**Share Registrar**"), for registration no later than 4:30 p.m. on Thursday, 30 May 2019.

The register of members of the Company will also be closed from Thursday, 13 June 2019 to Monday, 17 June 2019, both days inclusive, during which period no transfer of shares will be effected. 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 Wednesday, 12 June 2019.

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 Xuetao, Mr. Wang Can and Mr. Gong Ping; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Mr. Yang Chao and Dr. Lee Kai-Fu.