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

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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 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**

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A notice convening the Annual General Meeting to be held at 10:00 a.m. on Thursday 3 June 2021 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](http://www.hkexnews.hk)) and the Company ([www.fosun.com](http://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 to the extent permitted by law.

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.

27 April 2021

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## DEFINITIONS

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*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, 3 June 2021 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

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## DEFINITIONS

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“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)
“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 official 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”	20 April 2021, 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
“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
“Repurchase Mandate”	as defined in paragraph 2(a) of the “Letter from the Board” set out in this circular
“RMB”	Renminbi, the official currency of the PRC

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the shares of the Company, shares forming part of the ordinary shares of the Company
“Share 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

# 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 Xuetao  
Mr. Gong Ping

*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 2021

*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

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## LETTER FROM THE BOARD

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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.

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

On 3 June 2020, 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 8,377,333,924 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 837,733,392 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 1,675,466,784 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.

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## LETTER FROM THE BOARD

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### 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.

### 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. Wang Qunbin, Mr. Xu Xiaoliang, Mr. Zhang Shengman, and Mr. David T. Zhang shall retire by rotation at the Annual General Meeting. All of the above four retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Pursuant to A.4.3 of Appendix 14 of the Listing Rules, serving more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his 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 Shengman, has served the Company as an independent non-executive Director for more than 9 years since 1 December 2006. Accordingly, a separate resolution will be put forward at the Annual General Meeting for re-electing Mr. Zhang Shengman as an independent non-executive Director.



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## LETTER FROM THE BOARD

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While Mr. Zhang has served the Company as an independent non-executive Director for more than 9 years, the Board, in consultation with the Nomination Committee, considers 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. For instance, Mr. Zhang had served as the chairman of the corporate committee on fraud and corruption policy of the World Bank and would be able to share his unique experience with the Company on the risk management and internal control in terms of prevention of fraud and corruption;
- (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; and
- (v) Three new non-executive Directors, namely Mr. Zhuang Yuemin, Mr. Yu Qingfei and Ms. Tsang King Suen Katherine, have been appointed during the year ended 31 December 2020 with a view to bring fresh perspective and facilitate the succession planning of the Board.

Having considered the above factors, the Board is confident that Mr. Zhang Shengman will continue to make valuable contributions and bring fresh perspective to 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.

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## LETTER FROM THE BOARD

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The Board appointed Mr. Zhuang Yuemin as a non-executive Director on 5 June 2020 and appointed Mr. Yu Qingfei as a non-executive Director and Ms. Tsang King Suen Katherine as an independent non-executive Director on 10 December 2020. According to article 111 of the Articles of Association, Mr. Zhuang Yuemin, Mr. Yu Qingfei and Ms. Tsang King Suen Katherine shall retire at the Annual General Meeting and shall be eligible for re-election.

According to the Company's diversification policy, we endeavour to diversify professional backgrounds of directors in order to meet the needs of the Company's development. The appointment of Mr. Zhuang Yuemin, Mr. Yu Qingfei and Ms. Tsang King Suen Katherine can supplement the Board's professional requirements in various industries such as assets management, banking and insurance 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. Wang Qunbin, Mr. Xu Xiaoliang, Mr. Zhang Shengman, Mr. David T. Zhang, Mr. Yu Qingfei and Ms. Tsang King Suen Katherine 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.fosun.com](http://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.

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## LETTER FROM THE BOARD

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### 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 8,377,333,924 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 8,377,333,924 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 837,733,392 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 2020) 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, FHL, the Company's controlling shareholder (as defined in the Listing Rules), was interested in 6,044,246,673 Shares, representing 72.15% 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. On the basis that the number of issued Shares of the Company remains 8,377,333,924 and the number of Shares held by FHL remains 6,044,246,673, 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 80.17% 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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2020</b>		
April	9.92	8.09
May	10.58	9.13
June	10.56	9.44
July	10.86	8.62
August	9.90	8.57
September	9.08	8.29
October	9.53	8.92
November	11.38	9.27
December	12.28	10.62
<b>2021</b>		
January	12.70	11.70
February	12.42	11.40
March	12.08	10.44
April (up to the Latest Practicable Date)	11.60	10.72

## 8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchase of a total of 98,504,500 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:

<b>Date</b>	<b>No. of Shares</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
21 October 2020	1,198,000	9.40	9.24
22 October 2020	1,129,000	9.38	9.33
23 October 2020	584,000	9.41	9.34
27 October 2020	2,105,000	9.40	9.26
28 October 2020	1,207,000	9.44	9.28
29 October 2020	2,000,000	9.50	9.31
2 November 2020	524,000	9.51	9.36
3 November 2020	1,415,000	9.70	9.56

<b>Date</b>	<b>No. of Shares</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
4 November 2020	2,500,000	9.75	9.61
5 November 2020	3,000,000	9.99	9.77
6 November 2020	5,000,000	9.95	9.68
3 December 2020	4,000,000	11.00	10.64
4 December 2020	4,000,000	10.96	10.72
7 December 2020	1,283,000	11.00	10.90
8 December 2020	3,000,000	11.00	10.84
10 December 2020	2,483,000	11.00	10.84
11 December 2020	2,186,500	11.00	10.84
17 December 2020	3,000,000	11.64	11.30
23 December 2020	2,000,000	11.50	11.38
29 December 2020	3,000,000	11.82	11.58
31 December 2020	806,500	12.18	11.74
6 January 2021	145,000	12.00	11.96
15 January 2021	2,387,500	12.00	11.86
18 January 2021	53,000	12.00	11.90
22 January 2021	3,000,000	12.00	11.74
25 January 2021	2,298,000	12.00	11.76
26 January 2021	2,400,000	12.00	11.84
28 January 2021	3,000,000	11.88	11.72
29 January 2021	1,000,000	12.00	11.84
1 February 2021	3,000,000	11.98	11.64
2 February 2021	1,000,000	12.00	11.90
3 February 2021	500,000	11.96	11.88
5 February 2021	3,000,000	11.76	11.46
8 February 2021	1,000,000	11.88	11.60
9 February 2021	1,000,000	11.88	11.74
11 February 2021	1,000,000	12.00	11.84
17 February 2021	2,000,000	12.40	12.20
19 February 2021	3,000,000	12.26	11.94
22 February 2021	2,000,000	12.30	12.06
23 February 2021	2,000,000	12.22	12.08
24 February 2021	3,000,000	12.04	11.72
25 February 2021	2,000,000	12.08	11.94
26 February 2021	3,000,000	11.80	11.56
1 April 2021	1,500,000	11.06	10.82
8 April 2021	1,500,000	11.46	11.20
9 April 2021	800,000	11.38	11.28
12 April 2021	3,000,000	11.38	11.00
13 April 2021	1,500,000	11.38	11.20
14 April 2021	1,000,000	11.40	11.26
15 April 2021	1,000,000	11.34	11.20

Pursuant to Rule 13.51(2) of the Listing Rules, details of the Directors proposed to be re-elected at the Annual General Meeting according to the Articles of Association are provided below.

**(1) MR. WANG QUNBIN**

**Position, Experience and Length of Service**

**Wang Qunbin**, aged 51, is an Executive Director and Co-Chairman of the Company, and the founder of the Group.

Mr. Wang was appointed as the Co-Chairman of the Company in February 2020. Mr. Wang was a director of Yuyuan (listed on the SSE) and a non-executive director of Fosun Pharma (listed on the Hong Kong Stock Exchange and the SSE) and Sinopharm (listed on the Hong Kong Stock Exchange). Mr. Wang was awarded “Asia Pacific Outstanding Entrepreneur Awards” by *Enterprise Asia* and “Best Asian Corporate Director” at the Asian Excellence Recognition Awards by *Corporate Governance Asia*, etc., and was named one of “China’s 50 Top-performing Corporate Leaders” by *Harvard Business Review*. Mr. Wang received a bachelor’s degree in genetic engineering from Fudan University in 1991.

Save as disclosed above, Mr. Wang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

**Relationships**

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

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang held 5,000 shares of Fosun International Holdings, representing 14.71% of its issued Shares and 114,075 A Shares of Fosun Pharma, representing 0.01% of its issued A Shares.

Save as disclosed above, Mr. Wang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.



**Director's emoluments**

Mr. Wang entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2021. For the year commencing from 1 April 2021, the annual base payment of Mr. Wang is RMB4,700,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

There is no information which is disclosable nor is/was Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

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

**Xu Xiaoliang**, aged 47, is an Executive Director and Co-CEO of the Company.

Mr. Xu was appointed as the Co-CEO of the Company in February 2020. Mr. Xu joined the Group in 1998, and as at the Latest Practicable Date, he has also been the chairman of Fosun Hive, a non-independent director of Hainan Mining (listed on the SSE), a non-executive director of Fosun Pharma (listed on the Hong Kong Stock Exchange and the SSE) and a director of Yuyuan (listed on the SSE), Shanghai Foyo Culture & Entertainment Co., Ltd. (listed on the NEEQ with stock code 831472) and various companies within the Group. Mr. Xu was a non-executive director and vice chairman of Zhaojin Mining Industry Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code 01818), and a director of Shanghai Resource Property Consulting Co., Ltd. (delisted from the NEEQ in December 2020, “**Resource Property**”). As at the Latest Practicable Date, Mr. Xu has been a deputy to the 15th Shanghai Municipal People's Congress, the co-chairman of Industry-City Integration Development Federation of The Zhejiang Chamber of Commerce, Shanghai and the chairman of the Shanghai International Fashion Federation. Mr. Xu was awarded the “Shanghai 4 May Youth Medal” and “Shanghai Top Ten Youth Business People”. Mr. Xu received a master's degree in business administration from the East China Normal University in 2002 and received an EMBA degree from Fudan University in 2019.

Save as disclosed above, Mr. Xu has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

**Relationships**

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

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu is interested and deemed to be interested in 20,077,800 Shares of the Company, representing 0.24% of its issued Shares and 2,328 shares of FTG, representing 0.00% of its issued shares.

Save as disclosed above, Mr. Xu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr. Xu entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2021. For the year commencing from 1 April 2021, the annual base payment of Mr. Xu is RMB4,500,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

There is no information which is disclosable nor is/was Mr. Xu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

**(3) MR. ZHANG SHENGMAN****Position, Experience and Length of Service**

**Zhang Shengman**, aged 63, has been an independent Non-Executive Director of the Company since December 2006.

As at the Latest Practicable Date, Mr. Zhang has also been a non-executive director of Seazen Group Limited (listed on the Hong Kong Stock Exchange with stock code 01030). Mr. Zhang worked in the PRC Ministry of Finance as a deputy director and vice secretary from 1987 to 1993. From 1994 to 2005, Mr. Zhang served as an executive director for China, vice president and chief secretary, senior vice director, managing director and chairman of the

operations committee, the sanctions committee and the corporate committee on fraud and corruption policy of the World Bank. Mr. Zhang joined Citigroup Inc. (listed on the New York Stock Exchange with stock code C) in February 2006, and up to May 2016 once served as the chairman of the Public Sector Group, chairman and president of Asia Pacific. From August 2016 to March 2018, Mr. Zhang was a non-executive director of Seazen Holdings Co., Ltd. (listed on the SSE with stock code 601155). Mr. Zhang received a bachelor's degree in English literature in 1978 from Fudan University and a master's degree in public administration in 1985 from University of the District of Columbia. Mr. Zhang completed the Harvard Advanced Management Program in 1997.

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 is interested and deemed to be interested in 75,250 Shares of the Company, representing 0.00% 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. For the year commencing from 1 April 2021, the annual base payment of Mr. Zhang is HK\$750,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

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.

**(4) MR. DAVID T. ZHANG****Position, Experience and Length of Service**

**David T. Zhang**, aged 58, has been an independent non-executive Director of the Company since June 2012.

As at the Latest Practicable Date, Mr. Zhang has also been a senior corporate partner in the Hong Kong office of Kirkland & Ellis International LLP, a leading international law firm. Admitted to the practice of law in the State of New York, USA and based in Hong Kong, Mr. Zhang specializes in securities offerings and M&A transactions. He has extensive experience representing Chinese issuers and leading investment banks in US initial public offerings, Hong Kong initial public offerings and other Rule 144A and Regulation S offerings of equity, debt and convertible securities. Mr. Zhang has represented a number of leading private equity funds, multinational corporations and sovereign wealth funds in connection with their investments and M&A transactions in the Greater China region and Southeast Asia. In addition, Mr. Zhang has successfully guided China-based companies listed in the United States and Hong Kong through complex mission-critical moments, counselling leaders and boards of directors on high-stakes matters at the intersection of litigation, regulatory enforcement, reputation and public policy. Mr. Zhang has been rated as a top capital markets attorney by *Chambers Global*, *Legal 500 Asia Pacific*, *IFLR1000* and *Chambers Asia Pacific*. Prior to joining Kirkland & Ellis International LLP in August 2011, Mr. Zhang was a partner of Latham & Watkins LLP, a leading international law firm, for eight years. Mr. Zhang graduated from Beijing Foreign Studies University in 1981 and received his J.D. degree from Tulane University Law School 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 is interested and deemed to be interested in 180,000 Shares of the Company, representing 0.00% 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. For the year commencing from 1 April 2021, the annual base payment of Mr. Zhang is HK\$750,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

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.

**(5) MR. ZHUANG YUEMIN****Position, Experience and Length of Service**

**Zhuang Yuemin**, aged 49, has been a non-executive Director of the Company since June 2020.

As at the Latest Practicable Date, Mr. Zhuang has also been the chairman of AEON Insurance Asset Management Co., Ltd. and the vice president of AEON Life Insurance Company, Ltd., and in March 2021, he was appointed as a non-executive director of Guangzhou Rural Commercial Bank Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code 01551). Mr. Zhuang has experience in securities brokerage, asset management, investment management and insurance asset management for over 27 years. Mr. Zhuang had served as the vice general manager of the brokerage business management headquarters of Southern Securities Co., Ltd., the general manager of the headquarters of the South China business of Xiangcai Securities Co., Ltd., the general manager of the asset management headquarters of Huaxi Securities Co., Ltd. (listed on the Shenzhen Stock Exchange with stock code 002926), the vice president of the Goldstate Securities Co., Ltd., the vice general manager

of Minsheng Tonghui Asset Management Co., Ltd. and the director of Ningxia Jiaze Renewables Corporation Limited (listed on the SSE with stock code 601619). Mr. Zhuang graduated from Wuhan University with a master's degree in economics in 2001.

Save as disclosed above, Mr. Zhuang 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. Zhuang 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. Zhuang is deemed to be interested in 25,000 Shares of the Company, representing 0.00% of its issued Shares.

Save as disclosed above, Mr. Zhuang 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. Zhuang entered into a service contract with the Company with a fixed term of services for 2 years commencing from 5 June 2020. Mr. Zhuang is entitled to the annual base payment of HK\$750,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

There is no information which is disclosable nor is/was Mr. Zhuang 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. Zhuang that need to be brought to the attention of the Shareholders.

**(6) MR. YU QINGFEI****Position, Experience and Length of Service**

**Yu Qingfei**, aged 54, has been a non-executive Director of the Company since December 2020.

As at the Latest Practicable Date, Mr. Yu has also been the chairman, and the director of executive committee of Zhongrong Life Insurance Co., Ltd. Mr. Yu has management experience in banking and insurance industries for over 30 years and has been qualified as a lawyer in Chinese mainland since 1993. Prior to joining Zhongrong Life Insurance Co., Ltd., Mr. Yu worked in Guizhou Branch of Industrial and Commercial Bank of China Limited and successively served as the general manager of Legal Affairs Department, the general manager of Risk Management Department of the Guiyang Branch, the head of Guiyang Fushui Sub-branch, the head of Guiyang Yunyan Sub-branch, the deputy head of the Guiyang Branch and the head of the Zunyi Branch. Mr. Yu obtained his bachelor's degree in law from Southwest University of Political Science & Law in 1989 and obtained his master's degree in engineering from Yunnan University in 2015.

Save as disclosed above, Mr. Yu 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. Yu 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. Yu is deemed to be interested in 25,000 Shares of the Company, representing 0.00% of its issued Shares.

Save as disclosed above, Mr. Yu 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. Yu entered into a service contract with the Company with a fixed term of services for 2 years commencing from 10 December 2020. Mr. Yu is entitled to the annual base payment of HK\$750,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. He is also entitled to an annual discretionary bonus determined by the internal policy of the Group.

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

There is no information which is disclosable nor is/was Mr. Yu 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. Yu that need to be brought to the attention of the Shareholders.

**(7) MS. TSANG KING SUEN KATHERINE****Position, Experience and Length of Service**

**Tsang King Suen Katherine**, aged 63, has been an independent non-executive Director of the Company since December 2020.

Ms. Tsang is the founder of Max Giant Capital. As at the Latest Practicable Date, Ms. Tsang has also been an independent non-executive director of Budweiser Brewing Company APAC Limited (listed on the Hong Kong Stock Exchange with stock code 01876), Genesis Emerging Markets Fund Limited (listed on the London Stock Exchange with stock code GSS) and China CITIC Bank International Limited. Ms. Tsang was an independent non-executive director of Baoshan Iron & Steel Co., Ltd. (listed on the SSE with stock code 600019) from May 2006 to April 2012, the chairperson of Greater China of Standard Chartered Bank from August 2009 to August 2014, an independent non-executive director of Gap Inc. (listed on the New York Stock Exchange with stock code GPS) from August 2010 to May 2018. Ms. Tsang serves as a member of the Advisory Council for China of the City of London, an honorary board member of Shanghai Jiao Tong University and the member of Finance and Investment Committee of The Boys' and Girls' Clubs Association of Hong Kong. Ms. Tsang was a member of the World Economic Forum's Global Agenda Council on China from 2009 to 2012 and a member of Sotheby's Asia Advisory Board from November 2011 to October 2014. Ms. Tsang graduated from University of Alberta, Canada with a bachelor's degree in Commerce in 1978.

Save as disclosed above, Ms. Tsang 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, Ms. Tsang 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, Ms. Tsang is deemed to be interested in 25,000 Shares of the Company, representing 0.00% of its issued Shares.

Save as disclosed above, Ms. Tsang 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**

Ms. Tsang entered into a service contract with the Company with a fixed term of services for 3 years commencing from 28 March 2021. Ms. Tsang is entitled to the annual base payment of HK\$750,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. She 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 Ms. Tsang 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 Ms. Tsang that need to be brought to the attention of the Shareholders.

# FOSUN 复星

## 復星國際有限公司 FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

### 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 to the extent permitted by law.

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.

**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, 3 June 2021 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 2020;
2. To declare a final dividend for the year ended 31 December 2020;
3. (a) To re-elect Mr. Wang Qunbin as executive director of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) To re-elect Mr. Xu Xiaoliang as executive director of the Company;
  - (c) To re-elect Mr. Zhang Shengman as independent non-executive director of the Company;
  - (d) To re-elect Mr. David T. Zhang as independent non-executive director of the Company;
  - (e) To re-elect Mr. Zhuang Yuemin as non-executive director of the Company;
  - (f) To re-elect Mr. Yu Qingfei as non-executive director of the Company;
  - (g) To re-elect Ms. Tsang King Suen Katherine as independent non-executive director of the Company; and
  - (h) 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;
  - (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 12,790,000 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 1,920,000 award shares pursuant to the Share Award Scheme to Mr. Chen Qiyu is hereby approved and confirmed;
- (c) the grant of 1,920,000 award shares pursuant to the Share Award Scheme to Mr. Xu Xiaoliang is hereby approved and confirmed;
- (d) the grant of 720,000 award shares pursuant to the Share Award Scheme to Mr. Qin Xuetao is hereby approved and confirmed;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) the grant of 470,000 award shares pursuant to the Share Award Scheme to Mr. Gong Ping is hereby approved and confirmed;
- (f) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhuang Yuemin is hereby approved and confirmed;
- (g) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Yu Qingfei is hereby approved and confirmed;
- (h) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Shengman is hereby approved and confirmed;
- (i) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Huaqiao is hereby approved and confirmed;
- (j) the grant of 25,000 award shares pursuant to the Share Award Scheme to Mr. David T. Zhang 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 25,000 award shares pursuant to the Share Award Scheme to Ms. Tsang King Suen Katherine is hereby approved and confirmed;
- (m) the grant of 590,000 award shares pursuant to the Share Award Scheme to Mr. Pan Donghui is hereby approved and confirmed;
- (n) the grant of 590,000 award shares pursuant to the Share Award Scheme to Mr. Zhang Houlin is hereby approved and confirmed;
- (o) the grant of 300,000 award shares pursuant to the Share Award Scheme to Mr. Li Tao is hereby approved and confirmed;
- (p) the grant of 270,000 award shares pursuant to the Share Award Scheme to Mr. Jorge Magalhães Correia is hereby approved and confirmed;
- (q) the grant of 240,000 award shares pursuant to the Share Award Scheme to Mr. Wang Jiping is hereby approved and confirmed;
- (r) the grant of 240,000 award shares pursuant to the Share Award Scheme to Mr. Yao Fang is hereby approved and confirmed;
- (s) the grant of 180,000 award shares pursuant to the Share Award Scheme to Mr. Jin Hualong is hereby approved and confirmed;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (t) the grant of 140,000 award shares pursuant to the Share Award Scheme to Mr. Peng Yulong is hereby approved and confirmed;
- (u) the grant of 120,000 award shares pursuant to the Share Award Scheme to Mr. Gao Min is hereby approved and confirmed;
- (v) the grant of 120,000 award shares pursuant to the Share Award Scheme to Mr. Shi Kun is hereby approved and confirmed;
- (w) the grant of 4,795,000 award shares pursuant to the Share Award Scheme to Selected Participants, other than those persons named in resolutions 9(b) – 9(v) above, is hereby approved and confirmed; and
- (x) 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.”

By Order of the Board  
**Guo Guangchang**  
*Chairman*

27 April 2021



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## NOTICE OF ANNUAL GENERAL MEETING

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*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, 31 May 2021 to Thursday, 3 June 2021, 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, 28 May 2021.

The register of members of the Company will also be closed from Thursday, 10 June 2021 to Tuesday, 15 June 2021, 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, 9 June 2021.

*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 and Mr. Gong Ping; 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.*