

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

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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Fosun Tourism Group (the “**Company**”) will be held at 3:30 p.m. on Tuesday, 4 March 2025 at 8th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC (or as soon as practicable after the conclusion or adjournment of the Court Meeting(as defined in the Scheme Document (as defined below)) for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the composite scheme document of the Company dated 10 February 2025 (the “**Scheme Document**”) of which this notice forms part.

ORDINARY RESOLUTION

1. “**THAT** the Controlling Shareholders Rollover Arrangement be and is hereby approved.”

SPECIAL RESOLUTIONS

1. “**THAT**:
 - (i) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (the “**Scheme**”) as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date, the reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares be and is hereby approved and the credit created as a result of the cancellation of the Scheme Shares be credited to a distributable reserve account of the Company;

- (ii) subject to the Scheme becoming effective, the Amended and Restated Articles of Association (as defined in the Scheme Document) in the form as set out in Appendix VIII of the Scheme Document be and is hereby approved as the new articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association with effect from the day on which the listing of the Shares of the Company on the Stock Exchange is withdrawn; and
- (iii) the directors of the Company be and are hereby authorised to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Proposal, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the Shares from the Stock Exchange, subject to the Scheme taking effect; (ii) the determination of the manner or terms of the repurchase of the Scheme Shares under the Scheme not being inconsistent with the Scheme including payment for the repurchase out of share capital, profits or the share premium account of the Company or in any manner provided for in the Companies Act (2023 Revision) (As Revised) of the Cayman Islands; (iii) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary for or desirable in connection with the implementation of the Proposal and in relation to the proposed privatisation of the Company by way of the Scheme as a whole.”

By order of the Board
Fosun Tourism Group
Choi Yin On
Executive Director

Hong Kong, 10 February 2025

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:
Rooms 808 & 2101-06
ICBC Tower
3 Garden Road
Central
Hong Kong

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules, the Takeovers Code and the articles of association of the Company.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the **WHITE** form of proxy for use at the EGM, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the Company's Hong Kong share registrar, 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 no later than 48 hours before the time appointed for holding the EGM (i.e., 3:30 p.m. on Tuesday, 4 March 2025) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 27 February 2025 to Tuesday, 4 March 2025 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, 26 February 2025.
5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Xu Xiaoliang, Mr. Xu Bingbin and Mr. Choi Yin On, two non-executive Directors, namely Mr. Pan Donghui and Mr. Huang Zhen, and four independent non-executive Directors, namely, Dr. Allan Zeman, Mr. Guo Yongqing, Ms. Katherine Rong Xin and Mr. He Jianmin.