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## **Fosun Tourism Group** **复星旅游文化集团**

*(a company incorporated under the laws of the Cayman Islands with limited liability)*  
**(Stock Code: 01992)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Fosun Tourism Group (the “**Company**”) will be held at 39th Floor, Tower S1, the Bund Finance Centre, 600 Zhongshan No.2 Road (E), Huangpu District, Shanghai, the PRC on Wednesday, 27 November 2019, at 4:45 p.m. for the following purpose:

#### **ORDINARY RESOLUTION**

1. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to and conditional upon (i) the passing of the necessary resolution by the shareholders of Fosun International Limited, a shareholder of the Company, in general meeting to approve and adopt the share option scheme of the Company (the “**2019 Share Option Scheme**”, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and to authorize the directors of the Company to grant options to subscribe for shares of the Company (the “**Shares**”) thereunder and to allot, issue and deal with Shares pursuant to the exercise of any options granted under the 2019 Share Option Scheme; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the options which may be granted under the 2019 Share Option Scheme, the 2019 Share Option Scheme be and is hereby approved and adopted; and
- (b) the board of directors of the Company be and is hereby authorized to execute all such documents and take all steps as it considers to be necessary, expedient and appropriate in order to give full effect to the 2019 Share Option Scheme, including but without limitation:
  - (i) to administer the 2019 Share Option Scheme under which options will be granted to the eligible participants under the 2019 Share Option Scheme to subscribe for the Shares, including but not limited to, to grant options to the eligible participants in accordance with the 2019 Share Option Scheme and to handle all matters necessary in relation to, expedient or incidental to the grant of options under the 2019 Share Option Scheme;

- (ii) to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any options which may be granted from time to time in accordance with the terms of the 2019 Share Option Scheme; and
- (iii) to modify and/or amend the 2019 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2019 Share Option Scheme and the requirements of the Listing Rules.”

By Order of the Board  
**Fosun Tourism Group**  
**Qian Jiannong**  
*Chairman*

7 November 2019

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the 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 such power or authority, shall be deposited with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.
3. To ascertain shareholders’ eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 22 November 2019 to Wednesday, 27 November 2019 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify to attend and vote at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 21 November 2019.
4. The ordinary resolution set out above will be determined by way of poll.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the meeting, shareholders are suggested to visit the Company’s website at ([www.fosunholiday.com](http://www.fosunholiday.com)) for arrangements of the meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

*As at the date of this notice, the executive directors of the Company are Mr. Qian Jiannong, Mr. Henri Giscard d’Estaing and Mr. Wang Wenping; the non-executive director is Mr. Wang Can; and the independent non-executive directors are Dr. Allan Zeman, Mr. Guo Yongqing and Ms. Katherine Rong Xin.*