

FOLIDAY 复星旅文

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Fosun Tourism Group

Terms of Reference of the Strategy Committee

Office of Board Secretary

Fosun Tourism & Culture Group

2018-[11]-[01]

**FOSUN TOURISM GROUP**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(“Company”)**

**TERMS OF REFERENCE**  
**OF THE STRATEGY COMMITTEE**  
**ADOPTED BY THE BOARD ON [•] 2018**

**1. Membership**

- (a) The strategy committee of the Company (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) and shall consist of not less than three members.
- (b) The chairman of the Committee shall be the chairman of the Board.

**2. Attendance at Meetings**

- (a) The quorum of the Committee meeting shall be two members of the Committee.
- (b) The Committee shall invite any appropriate persons to attend the meeting whenever it is necessary. Other Board members shall also have the right of attendance.
- (c) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee in advance.
- (d) The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.
- (e) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

**3. Frequency and Proceedings of Meetings**

- (a) Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.
- (b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least seven days’ prior notice.

## **4. Committee's Resolutions**

Resolutions in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a meeting of the Board or Committee to be held.

## **5. Authorities**

- (a) The Committee is authorized by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.
- (b) The Committee is authorized by the Board to obtain, in connection with its duties and at the Company's expense, any outside legal or other independent professional advice and to secure the attendance of external advisors with relevant experience and expertise if it considers this necessary. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it to discharge its duties.
- (c) The Committee shall be provided with sufficient resources to perform its duties.

## **6. Duties**

The principal duties of the Committee are as follows:

- (a) to consider and make recommendations on the Company's mid and long-term strategies;
- (b) to consider and make recommendations to the Board on significant investments and financial proposals which are subject to the approval by the Board meeting or the shareholder's meeting pursuant to the articles of association of the Company or other applicable laws, rules and regulations of the Company;
- (c) to consider and make recommendations on other significant matters which will affect the development of the Company;
- (d) to inspect and evaluate the implementation of the above matters; and
- (e) to make timely recommendations for adjustment and to deal in any other matters delegated by the Board from time to time.

## **7. Reporting Procedures**

- (a) The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.
- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records within a reasonable time after the board meeting is held.
- (c) The Committee shall make available the chairman of the Committee (or in his absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about audit issues.

## **8. Revision of the Terms of Reference**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances. Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall be in full compliance with the regulatory requirements.

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.