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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: 1992)**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “**Notice of AGM**”) of Fosun Tourism Group (the “**Company**”) dated 18 April 2024, which set out the time and venue of the annual general meeting of the Company (the “**AGM**”) and contain the resolutions to be considered by the shareholders of the Company at the AGM.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled at 3:00 p.m. on Tuesday, 14 May 2024 at 16th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC. In addition to the resolutions contained in the Notice of AGM, the following resolution will also be considered:

#### **ORDINARY RESOLUTIONS**

7. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalization issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Share(s)**”) which may be issued in respect of the Scheme Mandate Limit (as defined in the supplemental circular of the Company dated 22 April 2024 (the “**Supplemental Circular**”), the 2024 Share Option Scheme, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved and adopted; and any director of the Company and/or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all

such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme, including but without limitation:

- (i) to administer the 2024 Share Option Scheme under which options will be granted to the eligible participants under the 2024 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the options in accordance with the terms of the 2024 Share Option Scheme;
  - (ii) to modify and/or amend the 2024 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to grant options under the 2024 Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the options to be granted under the 2024 Share Option Scheme and subject to the Listing Rules and applicable laws;
  - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the options to be granted under the 2024 Share Option Scheme and subject to the Listing Rules and applicable laws; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Option Scheme and subject to the Listing Rules and applicable laws; and
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the date of AGM or the relevant date of approval of the refreshment of the Scheme Mandate Limit.

8. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the Scheme Mandate Limit, the 2024 Share Award Plan, a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved and adopted; and any director of the Company or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Award Plan, including but without limitation:
- (i) to administer the 2024 Share Award Plan under which share units will be granted to the eligible participants under the 2024 Share Award Plan to subscribe for Shares, including but not limited to determining and granting the share units in accordance with the terms of the 2024 Share Award Plan;
  - (ii) to modify and/or amend the 2024 Share Award Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Award Plan relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to grant share units under the 2024 Share Award Plan and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the share units to be granted under the 2024 Share Award Plan and subject to the Listing Rules and relevant laws;
  - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share units to be granted under the 2024 Share Award Plan and subject to the Listing Rules and relevant laws; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Award Plan and subject to the Listing Rules and relevant laws; and

- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Award Plan and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the date of AGM or the relevant date of approval of the refreshment of the Scheme Mandate Limit.

By Order of the Board  
**Xu Xiaoliang**  
*Chairman*

22 April 2024

*Notes:*

1. Details of the ordinary resolutions numbered 7 and 8 stated above are set out in the supplemental circular of the Company dated 22 April 2024 (the “**Supplemental Circular**”). A revised form of proxy (“**Revised Proxy Form**”) containing the above ordinary resolutions is enclosed with the Supplemental Circular. Please refer to the section headed “Annual General Meeting and Proxy Arrangement” on pages 9 and 10 of the Supplemental Circular for arrangements on the completion and submission of the Revised Proxy Form.
2. Apart from the new ordinary resolutions and other information as set out in the Supplemental Circular, all the other matters of the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters, please refer to the circular of the Company dated 18 April 2024.

*As at the date of this notice, the Board comprises Mr. Xu Xiaoliang, Mr. Xu Bingbin and Mr. Choi Yin On as executive directors; Mr. Qian Jiannong, Mr. Pan Donghui and Mr. Huang Zhen as non-executive directors, and Dr. Allan Zeman, Mr. Guo Yongqing, Ms. Katherine Rong Xin and Mr. He Jianmin as independent non-executive directors.*