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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, 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(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**PROPOSED ADOPTION OF THE SHARE OPTION SCHEME OF FOSUN TOURISM
AND
PROPOSED GRANT OF SHARE OPTIONS BY FOSUN TOURISM
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 10:00 am on Friday, 23 February 2018 at Beaufort Terrace, 4/F, Hefeng House, 10 Wenchang Road, Shanghai, PRC as set out on pages N-1 to N-2 and a form of proxy for the EGM are despatched together with this circular. Whether or not you are able to attend the EGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instruction printed thereon and return the same 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 time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you wish.

A letter from the Board is set out on page 4 to 8 of the circular.

1 February 2018

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“Adoption Date”	29 December 2017, the date on which the Share Option Scheme was adopted by the board of directors of Fosun Tourism
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Business Day(s)”	any day (excluding Saturday and Sunday) on which the Stock Exchange generally is open for business of dealing in securities
“Company” or “Fosun International”	Fosun International Limited (復星國際有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Date of Grant”	in respect of any particular Option, the date on which an Offer is made to a Participant which shall be a Business Day
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 10:00 am on Friday, 23 February 2018 at Beaufort Terrace, 4/F, Hefeng House, 10 Wenchang Road, Shanghai, PRC for the purpose of considering and approving the proposed adoption of the Share Option Scheme and the Proposed Grant of Options
“Exercise Price”	the price per Share at which a Grantee may subscribe for the Shares on the exercise of an Option
“Fosun Tourism”	Fosun Tourism and Culture Group (Cayman) Company Limited, a company incorporated in the Cayman Islands with limited liability, a directly wholly-owned subsidiary of the Company
“Fosun Tourism Group”	Fosun Tourism and its subsidiaries
“Grantee”	any Participant who accepts an Offer in accordance with the terms and conditions of the Scheme or (where the context so permits) a person who is entitled to any such Option in consequence of the death of the original Grantee

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 January 2018, the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	the listing on an internationally recognised stock exchange whether in Hong Kong or elsewhere of Fosun Tourism or its holding company (except for the Company, which is already listed on the Stock Exchange) or such other company that then holds the business conducted or to be conducted by Fosun Tourism and its subsidiaries after the date of adoption of the Share Option Scheme
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Mr. Qian”	Mr. Qian Jiannong, a director, chairman and president of Fosun Tourism, and senior vice president of the Company
“Offer”	the offer of the grant of an Option made in accordance with the Share Option Scheme
“Option”	a right granted to subscribe for the shares of Fosun Tourism pursuant to the Share Option Scheme
“Option Period”	the period during which a Grantee may exercise the Options in accordance with the terms of the Share Option Scheme, provided that in no event shall such period be more than ten (10) years from the Date of Grant
“Participant”	means (i) any full-time employee(s) of the Fosun Tourism or of any of its subsidiaries; (ii) directors of the Fosun Tourism or of any of its subsidiaries; and (iii) any person(s) whether or not an employee(s) or officer(s) of Fosun Tourism or of any of its subsidiaries whom the board of directors of Fosun Tourism, or the duly authorized committee thereof, considers to be able to enhance the operations or value of Fosun Tourism Group
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Proposed Grant of Options”	the proposed grant of Options under the Share Option Scheme to Mr. Qian to subscribe for an aggregate of 20,000,000 shares in Fosun Tourism, subject to the Shareholders’ approval at the EGM
“Scheme Mandate Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of shares in Fosun Tourism which may be issued upon exercise of options to be granted under the Share Option Scheme and all other share option schemes of Fosun Tourism, being 10% of the total number of shares in Fosun Tourism in issue as at the Adoption Date
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the board of directors of Fosun Tourism on 29 December 2017, subject to the approval of the Shareholders, and as amended from time to time in accordance with the provision thereof
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Executive Directors:

Mr. Guo Guangchang (*Chairman*)
Mr. Wang Qunbin (*Chief Executive Officer*)
Mr. Chen Qiyu (*Co-President*)
Mr. Xu Xiaoliang (*Co-President*)
Mr. Qin Xuetang
Mr. Wang Can
Ms. Kang Lan
Mr. Gong Ping

Registered office:

Room 808, ICBC Tower,
3 Garden Road,
Central,
Hong Kong

Independent Non-executive Directors:

Mr. Zhang Shengman
Mr. Zhang Huaqiao
Mr. David T. Zhang
Mr. Yang Chao
Dr. Lee Kai-Fu

1 February 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED ADOPTION OF THE SHARE OPTION SCHEME OF FOSUN TOURISM
AND
PROPOSED GRANT OF SHARE OPTIONS BY FOSUN TOURISM
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with relevant details for you to make informed decision, among others, the following ordinary resolutions proposed for voting at the EGM: the proposed adoption of the Share Option Scheme and the Proposed Grant of Options under the Share Option Scheme.

LETTER FROM THE BOARD

II. PROPOSED ADOPTION OF THE SHARE OPTION SCHEME

The Share Option Scheme, which was adopted by the board of directors of Fosun Tourism on 29 December 2017, subject to the approval of the Shareholders, is designed to provide the Participants of the Share Option Scheme with the opportunity to acquire proprietary interests in Fosun Tourism, which will encourage the Grantees to work towards enhancing the value of Fosun Tourism and for the benefit of the Company as a whole.

Fosun Tourism is dedicated to developing a global tourism ecosystem by delivering exciting leisure travel experiences to its customers. It is primarily engaged in development, management and operation of premium leisure resorts, tourism destinations travel products, entertainment and other tourist-related services. As at the Latest Practicable Date, there were no other share option schemes put in place by Fosun Tourism.

The shares to be issued upon an exercise of the Options granted under the Share Option Scheme will be the shares in Fosun Tourism, not the Company's shares. The shares of Fosun Tourism are not listed.

The board of directors of Fosun Tourism has given its approval for the adoption of the Share Option Scheme conditional upon the approval by the Shareholders at the EGM. A summary of the principal terms of the Share Option Scheme is set out in the Appendix to this circular. Copy of the Share Option Scheme will be available for inspection at the Company's registered office at Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong from the date of this circular up to and including the date of the EGM.

The Share Option Scheme complies with the applicable requirements under Chapter 17 of the Listing Rules.

III. PROPOSED GRANT OF SHARE OPTIONS BY FOSUN TOURISM

The board of directors of Fosun Tourism proposed to grant Options under the Share Option Scheme that are entitled to subscribe for 20,000,000 shares in Fosun Tourism to Mr. Qian, a director, chairman and president of Fosun Tourism, representing approximately 2% of all the shares of Fosun Tourism in issue as at the Adoption Date.

The details of the Proposed Grant of Options to Mr. Qian are set out below:

Number of shares in respect of the Options to be granted:	20,000,000 shares in Fosun Tourism
Exercise Price:	HK\$8.43 per share, which was determined, subject to the adjustments as provided in the Share Option Scheme, with reference to the estimated fair market value per share of Fosun Tourism as at the Adoption Date
Valid period of the Options granted:	10 years from the Date of Grant

LETTER FROM THE BOARD

Vesting criteria: 20% of the Options granted to Mr. Qian shall be vested upon each of the first, second, third and fourth anniversary from the Date of Grant, 5% of the Options granted shall be vested upon each of the fifth, sixth, seventh and eighth anniversary from the Date of Grant, subject to the Shareholders' approval at the EGM. Notwithstanding the foregoing or anything to the contrary, the exercise of the Options proposed to be granted to Mr. Qian shall be subject to and conditional upon the fulfillment of certain performance targets as the board of directors of Fosun Tourism, or the duly authorized committee thereof, may determine at its sole discretion in accordance with the Share Option Scheme.

Listing Rules Implications

Pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of Options to each Participant or Grantee (as the case may be) would result in the shares of Fosun Tourism issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of Fosun Tourism in issue, such further grant must be separately approved by the Shareholders in general meeting.

As the total number of shares of Fosun Tourism issued and to be issued upon exercise of the Options that proposed to be granted to Mr. Qian would in a 12-month period exceed 1% of the shares of Fosun Tourism in issue, the Proposed Grant of such Options to and acceptance thereof by Mr. Qian is conditional upon (i) the Shareholders passing an ordinary resolution to approve the proposed adoption of the Share Option Scheme; and (ii) the Shareholders passing an ordinary resolution to approve the Proposed Grant at the EGM, with Mr. Qian and his associates abstaining from voting.

As at the Latest Practicable Date, other than the Options proposed to be granted to Mr. Qian for the subscription of 20,000,000 shares in Fosun Tourism (representing approximately 2% of all shares of Fosun Tourism in issue as at the Adoption Date), no other share options entitled to subscribe for shares in Fosun Tourism was granted to Mr. Qian.

Reason for the Proposed Grant to Mr. Qian

The Options conditionally granted to Mr. Qian is to provide him with the opportunity to acquire proprietary interests in Fosun Tourism and to encourage him to work towards enhancing the value of Fosun Tourism and its shares for the benefit of Fosun Tourism and its shareholder(s) as a whole. Mr. Qian is a key figure to Fosun Tourism Group and has devoted his services to Fosun Tourism Group and the tourism industry for over 8 years, and made a treasured contribution to the growth of the business of Fosun Tourism Group. Now serving as a director, chairman and president of Fosun Tourism, Mr. Qian continues to guide Fosun Tourism Group in strategic planning and business development as well as lead the management in implementing the business strategies of Fosun Tourism Group.

LETTER FROM THE BOARD

IV. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the EGM to be held at 10:00 am on Friday, 23 February 2018 at Beaufort Terrace, 4/F, Hefeng House, 10 Wenchang Road, Shanghai, PRC as set out on pages N-1 to N-2 of this circular. Whether or not you are able to attend the EGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 EGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

Mr. Qian, Mr. Cao Minglong, Mr. Xu Bingbin and Mr. Chen Bo, being the Participants of the Share Option Scheme, are also the Shareholders holding approximately 0.004% of all Shares in issue as at the Latest Practicable Date, and therefore, they and their respective associates shall abstain from voting. Except as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Participants and their respective associates is a Shareholder and entitled to vote at the EGM. Further, excepted as disclosed above, no Shareholder has any material interest in the resolutions to be proposed at the EGM and therefore, no Shareholder is required to abstain from voting at the EGM.

V. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20 February 2018 to Friday, 23 February 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM to be held on Friday, 23 February 2018, 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, for registration no later than 4:30 p.m. on Thursday, 15 February 2018.

LETTER FROM THE BOARD

VI. VOTING BY POLL

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 EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

VII. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the proposed resolutions are fair and reasonable and in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of the resolutions proposed at the EGM.

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

The following is a summary of the principal terms of the Share Option Scheme to be adopted at the EGM:

1. PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to provide the Participants with the opportunity to acquire proprietary interests in Fosun Tourism and to encourage the Participants to work towards enhancing the value of Fosun Tourism and its shares for the benefit of Fosun Tourism and its shareholder(s) as a whole.

2. ADMINISTRATION

The Share Option Scheme shall be subject to the administration of the board of directors of Fosun Tourism, or the duly authorized committee thereof, in accordance with the terms of the Share Option Scheme and the decision of the board of directors of Fosun Tourism, or the duly authorized committee thereof, (save as otherwise provided herein) shall be final and binding on all parties. The board of directors, or the duly authorized committee thereof, shall have the right to (i) interpret and construe the provisions of the Share Option Scheme, (ii) determine the persons who will be offered Options under the Share Option Scheme, and the number of shares and the Exercise Price in relation to such Options, subject to the provisions of Share Option Scheme, (iii) subject to provisions of Share Option Scheme, make such appropriate and equitable adjustments to the terms of the Options granted under the Share Option Scheme as it deems appropriate, and (iv) make such other decisions or determinations as it shall deem appropriate in the administration of the Share Option Scheme or in order to comply with the relevant requirements under applicable laws or the Listing Rules.

3. PARTICIPANTS

The Participants of the Share Option Scheme include (i) any full-time employee(s) of the Fosun Tourism or of any of its subsidiaries; (ii) directors of the Fosun Tourism or of any of its subsidiaries; and (iii) any person(s) whether or not an employee(s) or officer(s) of Fosun Tourism or of any of its subsidiaries who the board of directors of Fosun Tourism, or the duly authorized committee thereof, considers to be able to enhance the operations or value of Fosun Tourism Group.

4. DURATION AND GRANT OF OPTIONS

- 4.1. Subject to the termination provisions under the Share Option Scheme and provided that under no circumstance shall the life of the Share Option Scheme be more than 10 years from the Adoption Date, the Share Option Scheme shall be valid and effective for a period commencing on the Adoption Date and ending on the date immediately preceding the date of Listing, after which period no further Options shall be granted but the provision of the Share Option Scheme shall remain in full force and effect in all other respects. Subject to the above, in all other respects, in particular, in respect of Options remaining outstanding on the expiration of the period referred to in this paragraph, the provisions of the Share Option Scheme shall remain in full force and effect.

- 4.2. Each grant of the Options to any director, chief executive or substantial shareholder of Fosun International, or any of their respective associates (as such terms are defined in the Listing Rules) shall for so long as Fosun Tourism remains a subsidiary of Fosun International, be subject to the prior approval of the independent non-executive directors of Fosun International (excluding any independent non-executive director who is a proposed grantee of the Option in question). Where any grant of Options to a substantial shareholder or an independent non-executive director of Fosun International, or any of their respective associates (as such term is defined in the Listing Rules) would result in the shares in Fosun Tourism which may be issued and to be issued upon exercise of all Options already granted and to be granted (including the Options redeemed, exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the shares of Fosun Tourism in issue, such further grant of Options shall be subject to prior approval by the shareholders of Fosun International (voting by way of poll) by resolution on which the Grantee, his or her associates (as defined in the Listing Rules) and all core connected persons (as defined in the Listing Rules) of Fosun International must abstain from voting (except that any such person may vote against the relevant resolution provided that his intention to do so has been stated in the circular to be sent to the shareholders of Fosun International in connection therewith).
- 4.3. An Offer shall be deemed to have been accepted and the Option to which the Offer relates shall be deemed to have been granted when the duplicate offer letter comprising acceptance of the Offer duly signed by the Grantee together with a remittance to Fosun Tourism of RMB1.00 (or any other amount as determined by the board of directors of Fosun Tourism, or the duly authorized committee thereof) as a consideration for the grant thereof is received by Fosun Tourism within 5 Business Days from the date on which the offer letter is delivered to the Participant (or any other amount as determined by the board of directors of Fosun Tourism, or the duly authorized committee thereof). Such remittance shall in no circumstances be refundable.

5. MAXIMUM NUMBER OF SHARES SUBJECT TO OPTIONS

- 5.1. Subject to the adjustment pursuant to the Share Option Scheme, the total number of shares in Fosun Tourism which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of Fosun Tourism shall not exceed the Scheme Mandate Limit (being 10% of the number of the relevant class of shares in Fosun Tourism in issue as at the Adoption Date). The Scheme Mandate Limit shall include the number of shares in Fosun Tourism which would be issued upon the exercise of all outstanding Options by the Grantees (to the extent not already exercised) together with the number of shares in Fosun Tourism which have already been issued pursuant to the earlier exercise of any Option granted under the Share Option Scheme. Options lapsed in accordance with the terms and conditions of the Share Option Scheme or any other share option schemes of Fosun Tourism shall not be counted for the purpose of calculating the Scheme Mandate Limit. Any refreshment or increase of such Scheme Mandate Limit shall only be made in compliance with the Listing Rules (including Chapter 17 thereof).

5.2. The total number of shares in Fosun Tourism which may be issued and to be issued upon exercise of the Options granted and to be granted to each Participant or Grantee (as the case may be) (including both redeemed and outstanding Options) in any 12-month period shall not exceed 1% of the number of the relevant class of shares of Fosun Tourism in issue as of the proposed date of grant; unless any further grant of Options (including redeemed, cancelled and outstanding Options) to the Participant or the Grantee exceeding the 1% limit is made in compliance with the requirements under the Listing Rules (including the prior approval of the shareholders of Fosun International).

6. EXERCISE PRICE

6.1. Subject to paragraph 6.2 below, the Exercise Price shall be determined solely by the board of directors of Fosun Tourism, or the duly authorized committee thereof, with reference to factors which may include business performance and value of Fosun Tourism and individual performance of the relevant Grantee.

6.2. No Option may be granted at an Exercise Price lower than the new issue price (if any) either after Fosun Tourism has resolved to seek a Listing or during the period commencing six months before the lodgement of an application with the relevant stock exchange for the Listing up to the date of Listing. In such event, the board of directors of Fosun Tourism, or the duly authorized committee thereof, shall have the discretion to adjust the exercise price of options granted during such period to not lower than the new issue price (if any).

7. EXERCISE OF OPTIONS

7.1. An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option, except that, with the prior written approval of the board of directors of Fosun Tourism, or the duly authorized committee thereof, the Grantee may hold the Option indirectly through a special purpose vehicle, a nominee or any other arrangement for the purposes of complying with the applicable laws, including those rules and regulations relating to foreign exchange controls in the PRC; provided that such arrangement shall not affect the obligations of the Grantee in respect to the Option under the Share Option Scheme and all the provisions therein shall apply to the Grantee in respect to the Option, as if the Grantee held such Option directly. Any breach of the foregoing shall entitle Fosun Tourism to cancel any outstanding Option or part thereof granted to such Grantee without incurring any liability on part of Fosun Tourism.

7.2. An Option shall be vested after meeting the vesting period and vesting conditions. The board of directors of Fosun Tourism, or the duly authorized committee thereof, shall determine and inform the Grantee of the Option Period, and determine other terms and conditions relating to the Offer including (i) any minimum periods for which an Option must be held; and/or (ii) minimum performance targets or other criteria (including a vesting period) that must be reached before the Option can be vested/exercised in whole or in part; and/or (iii) such other terms as may be imposed at the discretion of the board of directors of Fosun Tourism, or the duly authorized

committee thereof, either on a case-by-case basis or generally which in the opinion thereof are fair and reasonable but not being inconsistent with the rules and procedures applicable to the Share Option Scheme or the relevant requirements under applicable laws or the Listing Rules.

- 7.3. An Option may be exercised in whole or in part by the Grantee during the Option Period by giving notice in writing to Fosun Tourism stating that the Option is thereby exercised and the number of shares in Fosun Tourism in respect of which it is exercised. Each such notice must be accompanied by a remittance for the aggregate amount of the Exercise Price multiplied by the number of shares in respect of which the notice is given.

Upon the exercise of an Option, (x) with the prior written approval of the board of directors of Fosun Tourism, or the duly authorized committee thereof, the Grantee may hold, or (y) at the request or direction of the board of directors of Fosun Tourism, or the duly authorized committee thereof, the Grantee shall unconditionally agree to hold, the shares in Fosun Tourism in respect of which the Option is exercised indirectly through a special purpose vehicle, a nominee or any other arrangement for purposes of complying with the applicable laws, including those rules and regulations relating to foreign exchange controls in the PRC, and in each case, the Grantee shall produce or execute such documents or take such other actions as the board of directors of Fosun Tourism, or the duly authorized committee thereof may in its sole discretion determine to be necessary or advisable for purposes of or in connection with such arrangement for indirect holding of the shares in Fosun Tourism by the Grantee.

Within 30 days after receipt of the notice, Fosun Tourism shall allot, and shall instruct the share registrars (or the secretary of Fosun Tourism if there is no appointment of share registrars) to allot and issue, the relevant shares to the Grantee (or, with the prior approval of the board of directors of Fosun Tourism, or the duly authorized committee thereof, any nominee designated by the Grantee) credited as fully paid and issue to the Grantee (or such nominee) a share certificate in respect of the shares so issued and allotted.

- 7.4. The shares of Fosun Tourism to be allotted upon the exercise of an Option will be subject to all the provisions of the articles of association of Fosun Tourism for the time being in force and will rank *pari passu* with the fully paid shares in issue at the time when the name of Grantee (or his nominee as approved by the board of directors of Fosun Tourism, or the duly authorized committee thereof) is registered in the register of members of Fosun Tourism and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the time when the name of Grantee (or such nominee) is registered in the register of members of Fosun Tourism other than any dividend or other distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the name of Grantee (or such nominee) is registered in the register of members of Fosun Tourism, provided always that, when the date of exercise of the Option falls on a date upon which the register of members of Fosun Tourism is closed then the exercise of the Option shall become effective on the first Business Day on which the register of members of Fosun Tourism is re-opened. Prior to the Grantee (or such nominee) being registered on the register of members, the Grantee (whether directly or through a special purpose vehicle, a nominee or any

other arrangement as pre-approved by the directors of Fosun Tourism) shall not have any voting rights, or rights to participate in any dividends, or any right of transfer, or any rights arising on a liquidation of Fosun Tourism, or any other rights, in respect of the shares to be issued upon the exercise of the Option.

- 7.5. Any Options granted but not exercised may be cancelled with consent of the Grantees and new Options may be granted to the Grantee provided that such new Options fall within the limits prescribed by paragraph 5 above, excluding the cancelled Options, and are otherwise granted in accordance with the terms and conditions of the Share Option Scheme. The Grantee shall not be entitled to any redemption or compensation or benefits whatsoever and shall have no claim against Fosun Tourism.
- 7.6. The shares issued on exercise of the Options will on issue be identical to the then existing issued shares of Fosun Tourism.

8. LAPSE OF OPTION

- 8.1. Without prejudice to provisions of the Share Option Scheme, an Option shall lapse automatically (to the extent not already vested or exercised) on the earliest of:-
- (i) the expiry of the Option Period;
 - (ii) to the date of the consummation of the liquidation or dissolution of Fosun Tourism;
 - (iii) the date on which the Grantee with respect to such Option commits a breach of paragraph 7.1 above;
 - (iv) the date on which the Grantee with respect to such Option commits a breach or engages in any prohibited action as provided in the Share Option Scheme;
 - (v) upon reassignment or transfer of the Grantee's position in Fosun Tourism or its subsidiaries, as determined by the board of director of Fosun Tourism, or the duly authorized committee thereof, in accordance with the terms of the Share Option Scheme, or upon the expiration of the prescribed period as provided in the Share Option Scheme with respect to any Option has already vested;
 - (vi) the date on which the Grantee with respect to such Option ceases to be a Participant of the Share Option Scheme pursuant to the terms thereof, or upon the expiration of the prescribed period as provided in the Share Option Scheme with respect to any Option has already vested; or
 - (vii) upon the expiration of the prescribed period or such other day as the board of directors, or the duly authorized committee thereof, may specify in the event of change in control of Fosun Tourism pursuant to the terms of the Share Option Scheme.

9. CAPITAL RESTRUCTURING

9.1. In the event of any capitalisation issue, rights issue or reduction of capital of Fosun Tourism, while any option granted remains exercisable, such corresponding adjustment (if any) shall be made to (a) the number of shares subject to any option so far as such option remains unexercised and subject to the Share Option Scheme; and/or (b) the Exercise Price, provided that any such adjustment shall be on the basis that the proportion of the issued share capital of Fosun Tourism to which a grantee is entitled after such adjustment shall remain the same as that to which he/she was previously entitled and no such adjustments shall be made to the extent that would enable any share in Fosun Tourism to be issued at less than its nominal value (if any) and no such adjustments will be required in circumstances where there is an issue of shares in Fosun Tourism as consideration in a transaction. In respect of any such adjustments, other than any made on a capitalisation issue, an independent financial adviser or the Fosun Tourism's auditor must confirm to the directors of Fosun Tourism in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules. In addition, any adjustment must comply with Chapter 17 of the Listing Rules, the supplemental guidance issued on 5 September 2005 by the Stock Exchange entitled "Supplemental Guidance on Main Board Listing Rules 17.03(13)/GEM Listing Rule 23.03(13) and the note immediately after the Rule" and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time.

No such adjustment shall be made, unless the independent financial advisor or the auditors of Fosun Tourism shall certify in writing to its board of directors, or the duly authorized committee thereof, either generally or as regards any particular Grantee such adjustment is in its opinion fair and reasonable. Fosun Tourism will notify the Grantee of such adjustments in writing within 28 days after receipt of the independent financial advisor's or auditors' certificate. The independent financial advisor or auditors so appointed shall act as expert and not as arbitrators and its certification shall be final and binding on the Grantee and Fosun Tourism.

9.2. Without prejudice to paragraph 9.1 above, in the event if there is any alteration of the issued share capital of Fosun Tourism for the purpose of the Listing and/or pursuant to the capitalisation issue in relation to the Listing or otherwise, the board of directors of Fosun Tourism, or the duly authorized committee thereof, shall be authorized to (and may) adjust (i) the number or nominal amount of the shares in Fosun Tourism to which the Share Option Scheme relates subject to the Options so far as unexercised; and/or (ii) the Exercise Price, proportionally or correspondingly, in order to reflect the alteration.

10. TERMINATION

Fosun Tourism, by resolution in general meeting, or its board of directors (or the duly authorized committee thereof) may at any time terminate the operation of the Share Option Scheme and in such event no further Option shall be offered but the provisions thereof shall remain in full force and effect in all other respects. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Share Option Scheme and which remains unexpired immediately prior to the termination of the operation thereof shall continue to be exercisable until and unless they are expired.

11. ALTERATION OF THE SCHEME

The Share Option Scheme may be altered in any respect by resolution of the board of directors of Fosun Tourism, or the duly authorized committee thereof, except those specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules, as amended from time to time, which cannot be altered to the advantage of the Grantees or prospective Grantees and no changes to the authority of the directors of Fosun Tourism or administrator of the Share Option Scheme in relation to any alteration of the terms of the Share Option Scheme shall be made, without the prior approvals required under the Listing Rules (including the approval of the shareholders of Fosun International). Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of options granted must be approved by the board of directors of Fosun Tourism, or the duly authorized committee thereof, and for so long as Fosun Tourism remains a subsidiary of Fosun International, approved by the shareholders of Fosun International, except where the alterations take effect automatically under the existing terms of the Share Option Scheme. The Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Fosun International Limited (the “Company”) will be held at 10:00 am on Friday, 23 February 2018 at Beaufort Terrace, 4/F, Hefeng House, 10 Wenchang Road, Shanghai, PRC for the following purpose:

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

1. “**THAT** the adoption of the proposed share option scheme of Fosun Tourism and Culture Group (Cayman) Company Limited (“**Fosun Tourism**”) (a copy of which has been produced to this EGM marked ‘A’ and initialled by the chairman of the EGM for the purpose of identification, the “**Share Option Scheme**”) be and are hereby approved and the directors of the Company and Fosun Tourism be and are hereby authorized to execute such documents and take such action as they deem appropriate to implement and give effect to the Share Option Scheme.”
2. “**THAT** subject to and conditional upon the passing of resolution 1 above, the proposed grant of options to subscribe for 20,000,000 shares in Fosun Tourism to Mr. Qian Jiannong under the Share Option Scheme be and is hereby approved.”
3. “**THAT** the directors of Fosun Tourism be and are hereby authorized to allot and issue shares of Fosun Tourism to be issued upon exercise of share options to be granted under the Share Option Scheme, as well as to take all steps as considered necessary, expedient and appropriate to the said allotment and issuance.”

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

1 February 2018

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. A proxy need 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.*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 (the "Share Registrar") 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 Tuesday, 20 February 2018 to Friday, 23 February 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with the Share Registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 15 February 2018.*
4. *For details in relation to the ordinary resolutions set out in the above notice, please refer to the circular regarding the proposed adoption of Share Option Scheme and proposed grant of share options by Fosun Tourism despatched together with this notice.*

As at the date of this notice, the executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Qin Xuetang, Mr. Wang Can, Ms. Kang Lan and Mr. Gong Ping; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Mr. Yang Chao and Dr. Lee Kai-Fu.