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FOSUN 复星
復星國際有限公司
FOSUN INTERNATIONAL LIMITED
(在香港註冊成立之有限公司)
(股份代號: 00656)

GRANT OF OPTIONS AND SHARE AWARDS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

GRANT OF OPTIONS

The board (the “**Board**”) of directors (the “**Directors**”) of Fosun International Limited (the “**Company**”, collectively with its subsidiaries, the “**Group**”) announces that on 26 June 2024 (the “**Grant Date**”), the Company has granted 64,230,000 share options (the “**Option(s)**”) to 182 eligible participants (the “**Option Grantee(s)**”) of the share option scheme adopted by the Company on 16 March 2023 (the “**2023 Option Scheme**”) who are directors and employees of the Group pursuant to the 2023 Option Scheme, to subscribe for an aggregate of 64,230,000 shares of the Company (the “**Share(s)**”) subject to acceptance by the Option Grantees.

A summary of the terms of the Options granted is set out below:

Grant Date:	26 June 2024
Type of the Option Grantees:	182 directors and employees of the Group
Exercise price of the Options granted:	Each Option shall entitle the holder of such Option to subscribe for one Share upon exercise of such Option at an exercise price of HK\$4.39 per Share, which is at least the higher of: (i) the closing price of HK\$4.33 per Share as stated in the daily quotations sheet issued by the Hong Kong Stock Exchange on the Grant Date; and

- (ii) the average closing price of approximately HK\$4.39 per Share as stated in the daily quotations sheets issued by the Hong Kong Stock Exchange for the five business days immediately preceding the Grant Date.

Number of Options granted: 64,230,000

granted:

Exercise period and vesting period of the Options granted: The Options, being granted to 91 global core management staff of the Group are exercisable in three tranches (the “**Option Schedule I**”) as set out below:

	Vesting Period*	Exercise Period*
First 20% of the Options	26 June 2024 to 25 June 2027	26 June 2027 to 25 June 2034
Further 30% of the Options	26 June 2024 to 25 June 2028	26 June 2028 to 25 June 2034
Remaining 50% of the Options	26 June 2024 to 25 June 2029	26 June 2029 to 25 June 2034

The Options, being granted to 91 outstanding employees of the Group are exercisable in four tranches as set out below:

	Vesting Period*	Exercise Period*
First 25% of the Options	26 June 2024 to 25 June 2025	26 June 2025 to 25 June 2034
Further 25% of the Options	26 June 2024 to 25 June 2026	26 June 2026 to 25 June 2034
Further 25% of the Options	26 June 2024 to 25 June 2027	26 June 2027 to 25 June 2034
Remaining 25% of the Options	26 June 2024 to 25 June 2028	26 June 2028 to 25 June 2034

Performance targets of the Options granted:

Each of the Option Grantees is required to meet their performance assessment targets during the vesting period. In general, the performance assessment of the Option Grantees is classified into three broad categories: (i) individual performance, (ii) the Group’s performance, and (iii) performance of business segments, business lines and/or functional departments managed by the Option Grantees:

1. Individual performance: The assessment criteria are based on, among others, their management ability and efficiency and their contribution to enhancing the performance of the respective business segments or business lines, such as ability to introduce key talents, risk control and quality operation system, digitalization and entrepreneurship;
2. The Group’s performance: The assessment criteria are based on, among others, revenue, profit, cash flow, credit rating, improvement of Environmental, Social and Governance (“ESG”) performance and organization evolution of the Group; and
3. Performance of business segments, business lines and/or functional departments

managed by the Option Grantees: The assessment criteria are based on a wide range of factors which are important to the long-term development of such business segments, business lines and/or functional departments depending on their respective industry nature, business development stage and strategic goals, such as segment financial performance, industry ranking, customer satisfaction, risk control, digital transformation, production safety, expense management and human resource planning.

Given that the industry nature, business development stage and strategic goal of the business segments, business lines and/or functional departments managed by the Option Grantees are different, performance assessment of the Option Grantees are individualized, with different assessment criteria and weighting based on their different roles and functions.

Clawback mechanism for the Options granted: All Options granted which are unvested shall automatically lapse under certain circumstances specified in the 2023 Option Scheme, such as the Option Grantee having been convicted of any criminal offence involving his/her integrity or honesty, or having done something which brings the Group into disrepute or causes damages to the Group (including, among others, causing material misstatement of the financial statements of the Company). For details of the circumstances in which Options which are unvested shall lapse, please refer to the paragraph titled “13. Rights on cessation of employment or retirement” in the Appendix I to the circular of the Company dated 27 February 2023.

Among the above Options granted, 15,200,000 Options were granted to 5 Directors, subject to their respective acceptance of the Options, with details as follows:

Name of Option Grantees	Position	Number of Options Granted
Chen Qiyu	Executive Director and Co-Chief Executive Officer	4,000,000
Xu Xiaoliang	Executive Director and Co-Chief Executive Officer	4,000,000
Gong Ping	Executive Director	2,400,000
Huang Zhen	Executive Director	2,400,000
Pan Donghui	Executive Director	2,400,000

Note: All Options granted to the Directors will be vested and become exercisable according to the Option Schedule I.

The grant of the Options to the above-mentioned Directors has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. The grant of such Options was also approved by the Board, save that Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Huang Zhen and Mr. Pan Donghui, each abstained on voting on the relevant resolutions relating to the grant of Options to himself.

Such grant of Options will not result in the total number of options and award Shares granted

and to be granted to an eligible participant for a 12-month period up to and including the Grant Date exceeding 1% of the Shares in issue. No grant of Options is subject to the approval of shareholders of the Company. Save as disclosed above, none of the Option Grantee is a Director, chief executive or substantial shareholder of the Company or any of their respective associates. There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Option Grantees to facilitate the purchase of Options under the 2023 Option Scheme.

GRANT OF SHARE AWARDS

The Board announces that on the Grant Date, the Company has granted 21,768,000 award Shares (the “**Award Share(s)**”) to 100 eligible participants (the “**Share Award Grantee(s)**”) of the share award scheme adopted by the Company on 16 March 2023 (the “**2023 Award Scheme**”) who are directors and employees of the Group pursuant to the 2023 Award Scheme (the “**2024 Award**”).

A summary of the terms of the Award Shares granted is set out below:

Grant Date:	26 June 2024
Type of the Share Award Grantees:	100 directors and employees of the Group
Number of Award Shares granted:	21,768,000
Purchase price of the Award Shares granted:	Nil
Closing price of the Shares on the Grant Date:	HK\$4.33 per Share
Vesting period of Award Shares granted:	a. Subject to the satisfaction of the vesting criteria and conditions of the 2024 Award, 18,661,000 Award Shares shall be transferred to the 97 Share Award Grantees upon expiry of the following vesting period (the “ Award Schedule I ”):

Percentage of the Award Shares to be vested under the 2024 Award	Vesting Period*
33%	26 June 2024 to 25 June 2025
33%	26 June 2024 to 25 June 2026
34%	26 June 2024 to 25 June 2027

- b. Subject to the satisfaction of the vesting criteria and conditions of the 2024 Award, 3,107,000 Award Shares shall be transferred to 19 Share Award Grantees upon expiry of the following vesting period:

Percentage of the Award Shares to be vested under the 2024 Award	Vesting Period*
100%	26 June 2024 to 25 June 2025

Performance targets of Award Shares granted:

Except for independent non-executive Directors who are not subject to the performance assessment system of the Company, each of the Share Award Grantees has satisfied their respective performance assessment targets for the previous financial year before the Grant Date. In general, the performance assessment of the Share Award Grantees is classified into three broad categories: (i) individual performance, (ii) the Group's performance, and (iii) performance of business segments, business lines and/or functional departments managed by the Share Award Grantees:

1. Individual performance: The assessment criteria are based on, among others, their management ability and efficiency and their contribution to enhancing the performance of the respective business segments or business lines, such as ability to introduce key talents, risk control and quality operation system, digitalization and entrepreneurship;
2. The Group's performance: The assessment criteria are based on, among others, revenue, profit, cash flow, improvement of ESG performance and organization evolution of the Group; and
3. Performance of business segments, business lines and/or functional departments managed by the Share Award Grantees: The assessment criteria are based on a wide range of factors which are important to the long-term development of such business segments, business lines and/or functional departments depending on their respective industry nature, business development stage and strategic goals, such as segment financial performance, industry ranking, customer satisfaction, risk control, digital transformation, production safety, expense management and human resource planning.

Given that the industry nature, business development stage and strategic goal of the business segments, business lines and/or functional departments managed by the

Share Award Grantees are different, performance assessment of the Share Award Grantees are individualized with different assessment criteria and weighting based on their different roles and functions.

Save for vesting in accordance with Award Schedule I, the Award Shares granted to the independent non-executive Directors shall not be subject to any performance targets, criteria or conditions.

The remuneration committee of the Company (with each of the independent non-executive Directors abstained on voting in respect of the proposed Award Shares to be granted to himself/ herself) is of the view that it is appropriate to grant Award Shares to the independent non-executive Directors without any performance target because of the following reasons:

- (i) Issuers generally should not grant equity-based remuneration with performance-related elements to independent non-executive directors under the recommended best practice E.1.9 of Appendix C1 of the Listing Rules; and
- (ii) A fixed number of Award Shares were granted to the independent non-executive Directors to recognize their continued effort for bringing in fresh perspectives, objective insights and independent judgment to the Board and the Board committees of which he/she serves as a member, which would contribute to the sustainable development of the Company's business.

Clawback mechanism for the Award Shares granted:

All Award Shares granted which are unvested shall automatically lapse under certain circumstances specified in the 2023 Award Scheme, such as the Share Award Grantee having been convicted of any criminal offence involving his/her integrity or honesty, or having done something which brings the Group into disrepute or causes damages to the Group (including, among others, causing material misstatement of the financial statements of the Company). For details of the circumstances in which Award Shares which are unvested shall lapse, please refer to the paragraph titled "15. Cessation as an Eligible Person" in the Appendix II to the circular of the Company dated 27 February 2023.

Among the above Award Shares granted, 7,140,000 Award Shares were granted to the Directors with details as follows:

Name of Share Award Grantees	Position	Number of Award Shares Granted
Chen Qiyu	Executive Director and Co-Chief Executive Officer	1,911,000
Xu Xiaoliang	Executive Director and Co-Chief Executive Officer	1,911,000
Gong Ping	Executive Director	1,256,000
Huang Zhen	Executive Director	751,000
Pan Donghui	Executive Director	1,186,000
Zhang Shengman	Independent Non-executive Director	25,000
Zhang Huaqiao	Independent Non-executive Director	25,000
David T. Zhang	Independent Non-executive Director	25,000
Lee Kai-Fu	Independent Non-executive Director	25,000
Tsang King Suen Katherine	Independent Non-executive Director	25,000

Note: All Award Shares granted to the Directors will be vested according to the Award Schedule I.

The grant of the Award Shares to the above-mentioned Directors has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. The grant of such Award Shares was also approved by the Board, save that Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Huang Zhen, Mr. Pan Donghui, Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Dr. Lee Kai-Fu and Ms. Tsang King Suen Katherine, each abstained on voting on the relevant resolutions relating to the grant of Award Shares to himself/herself.

Such grant of Award Shares will not result in the total number of options and award Shares granted and to be granted to an eligible participant for a 12-month period up to and including the Grant Date exceeding 1% of the Shares in issue. No grant of Award Shares is subject to the approval of the shareholders of the Company. Save as disclosed above, none of the Share Award Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associates. There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Share Award Grantees to facilitate the purchase of the Award Shares under the 2023 Award Scheme.

After the grant of the abovementioned Options and Award Shares, the number of Shares available for future grant under the scheme mandate limit and the service provider sublimit of the 2023 Option Scheme and 2023 Award Scheme will be 643,890,212 Shares and 41,101,050 Shares, respectively.

**Vesting period refers to the period starting from the Grant Date up to the date immediately before the vesting date of the relevant Options or Award Shares. Exercise period refers to the period starting from the vesting date up to the expiry date of the relevant Option.*

By Order of the Board
Fosun International Limited
Guo Guangchang
Chairman

26 June 2024

As at the date of this announcement, the executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Chen Qiyu, Mr. Xu Xiaoliang, Mr. Gong Ping, Mr. Huang Zhen and Mr. Pan Donghui; the non-executive directors are Mr. Yu Qingfei, Mr. Li Shupeii and Mr. Li Fuhua; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao, Mr. David T. Zhang, Dr. Lee Kai-Fu and Ms. Tsang King Suen Katherine.