THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, a 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 or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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FOSUN 复星

復星國際有限公司

FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND PROPOSED GRANTING OF SHARE OPTION MANDATE AND PROPOSED GRANTING OF SHARE AWARD MANDATE AND PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Thursday, 5 June 2025 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China is despatched together with this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.fosun.com).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it as soon as possible to Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting physically at such meeting if you so wish.

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

25 April 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"2007 Share Option Scheme"	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the extraordinary general meeting held on 19 June 2007
"2017 Share Option Scheme"	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the annual general meeting held on 6 June 2017
"2023 Share Award Scheme"	the share award scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the extraordinary general meeting held on 16 March 2023
"2023 Share Option Scheme"	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders at the extraordinary general meeting held on 16 March 2023
"Annual General Meeting"	an annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 5 June 2025 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out in this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company"	Fosun International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed and traded on the main board of the Hong Kong Stock Exchange (Stock Code: 00656)
"Director(s)"	the director(s) of the Company

"Eligible Person(s)"	any person belonging to the following classes of participants: (a) any employee participant; (b) any related entity participant; and (c) any service provider.
"FHL"	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability
"Fosun International Holdings"	Fosun International Holdings Ltd., a company incorporated in the British Virgin Islands with limited liability
"Fosun Pharma"	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a company whose A shares are listed on the SSE with stock code 600196, and whose H shares are listed on the Hong Kong Stock Exchange with stock code 02196
"Group"	the Company and its subsidiaries
"Henlius"	Shanghai Henlius Biotech, Inc.* (上海復宏漢霖生物技術股份有限公司), a company whose shares are listed on the Hong Kong Stock Exchange with stock code 02696
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Issuance Mandate"	as defined in paragraph 2(b) of the "Letter from the Board" set out in this circular
"Latest Practicable Date"	14 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Nomination Committee"	the nomination committee of the Company

"PRC" or "China"	the People's Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
"Repurchase Mandate"	as defined in paragraph 2(a) of the "Letter from the Board" set out in this circular
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the shares of the Company, shares forming part of the ordinary shares of the Company
"Share Award Mandate"	as defined in paragraph 4 of the "Letter from the Board" set out in this circular
"Share Option Mandate"	as defined in paragraph 3 of the "Letter from the Board" set out in this circular
"Shareholder(s)"	holder(s) of issued Share(s)
"Sinopharm"	Sinopharm Group Co., Ltd.* (國藥控股股份有限公司), a company whose shares are listed on the Hong Kong Stock Exchange with stock code 01099
"SSE"	the Shanghai Stock Exchange
"Takeovers Code"	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong

* *For identification purpose only*

FOSUN 复星

復星國際有限公司
FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

Executive Directors:
Mr. Guo Guangchang *(Chairman)*
Mr. Wang Qunbin *(Co-Chairman)*
Mr. Chen Qiyu *(Co-Chief Executive Officer)*
Mr. Xu Xiaoliang *(Co-Chief Executive Officer)*
Mr. Gong Ping
Mr. Huang Zhen
Mr. Pan Donghui

Non-executive Directors:
Mr. Li Shupei
Mr. Li Fuhua

Independent Non-executive Directors:
Mr. Zhang Shengman
Mr. Zhang Huaqiao
Mr. David T. Zhang
Dr. Lee Kai-Fu
Ms. Tsang King Suen Katherine

Registered Office:
Room 808, ICBC Tower
3 Garden Road
Central
Hong Kong

25 April 2025

To the Shareholders

Dear Sirs or Madams,

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND PROPOSED GRANTING OF SHARE OPTION MANDATE AND PROPOSED GRANTING OF SHARE AWARD MANDATE AND PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, *inter alia*, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issuance Mandate; (iii) the extension of the Issuance

Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of the Share Option Mandate; (v) the granting of the Share Award Mandate; and (vi) the re-election of Directors.

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND THE ISSUANCE MANDATE

On 6 June 2024, general mandates were granted to the Directors to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, the issued Shares of the Company comprised 8,182,003,124 Shares.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

(a) to repurchase Shares on the Hong Kong Stock Exchange of up to 10% of the total issued Shares on the date of passing of such resolution, which is up to 818,200,312 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) (the "**Repurchase Mandate**");

(b) to allot, issue or deal with new Shares of up to 20% of the total issued Shares on the date of passing of such resolution, which is up to 1,636,400,624 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) (the "**Issuance Mandate**"); and

(c) to extend the Issuance Mandate by an amount representing the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of Annual General Meeting as set out in this circular. In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate and also constituting the memorandum required under Section 239(2) of the Companies Ordinance, is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF THE SHARE OPTION MANDATE

Under Sections 140 and 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. The Company has a 2023 Share Option Scheme under which the Directors may grant share options to any Eligible Person(s)

to subscribe for Shares, subject to the terms and conditions as stipulated therein. It is proposed at the Annual General Meeting to grant the Directors an unconditional mandate to grant share options under the 2023 Share Option Scheme and to issue and allot Shares pursuant to the exercise of share options granted under the 2023 Share Option Scheme, 2017 Share Option Scheme and 2007 Share Option Scheme (the "**Share Option Mandate**").

The Share Option Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or the date of the expiration of the 2023 Share Option Scheme or any earlier date as referred to in the proposed ordinary resolutions contained in item 8 of the notice of Annual General Meeting as set out in this circular.

4. PROPOSED GRANTING OF THE SHARE AWARD MANDATE

Under Sections 140 and 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. The Company has a 2023 Share Award Scheme under which the Directors may grant award Shares to any Eligible Person(s), subject to the terms and conditions as stipulated therein. It is proposed at the Annual General Meeting to grant the Directors an unconditional mandate to issue and allot award Shares under the 2023 Share Award Scheme (the "**Share Award Mandate**").

The Share Award Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or the date of the expiration of the 2023 Share Award Scheme or any earlier date as referred to in the proposed ordinary resolutions contained in item 9 of the notice of Annual General Meeting as set out in this circular.

5. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Articles 106 and 107 of the Articles of Association, at each annual general meeting of the Company, at least one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to and is at least one-third) shall retire from office by rotation. The Directors to retire by rotation shall be those who have been serving longest in office since their last appointment or reappointment. As between persons who became or were last reappointed Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to Articles 106 and 107 of the Articles of Association, Mr. Guo Guangchang, Mr. Chen Qiyu, Mr. Li Shupei, Mr. Li Fuhua and Ms. Tsang King Suen Katherine shall retire by rotation at the Annual General Meeting. All of the above 5 retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any retiring director(s) proposed to be re-elected or new director(s) proposed to be elected in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Guo Guangchang, Mr. Chen Qiyu, Mr. Li Shupei, Mr. Li Fuhua and Ms. Tsang King Suen Katherine are set out in Appendix II of this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out in this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, (i) the granting of the Repurchase Mandate; (ii) the granting of the Issuance Mandate; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of the Share Option Mandate; (v) the granting of the Share Award Mandate; and (vi) the re-election of Directors.

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

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (*www.hkexnews.hk*) and the Company (*www.fosun.com*). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at 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, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting physically at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate; (ii) the granting of the Issuance Mandate; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the granting of the Share Option Mandate; (v) the granting of the Share Award Mandate; and (vi) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Guo Guangchang
Chairman

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules and section 239(2) of the Companies Ordinance to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate to the Directors is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to them to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. ISSUED SHARES

As at the Latest Practicable Date, the issued Shares of the Company comprised 8,182,003,124 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 8,182,003,124 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 818,200,312 Shares, representing 10% of the Shares in issue of the Company as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Ordinance and/or any other applicable laws and regulations in Hong Kong, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Guo Guangchang, the Company's controlling shareholder (as defined in the Listing Rules), was interested and deemed to be interested in 5,954,510,843 Shares (including 5,953,772,843 Shares owned by FHL and 738,000 Shares held by him personally), representing 72.78% of the total issued Shares of the Company. FHL is a company incorporated in Hong Kong with limited liability and wholly owned by Fosun International Holdings which was owned as to 85.29% and 14.71% by Mr. Guo Guangchang and Mr. Wang Qunbin, respectively. Pursuant to Part XV of the SFO, FHL is a controlled corporation of Mr. Guo Guangchang and accordingly, Mr. Guo Guangchang was deemed to be interested in 5,953,772,843 Shares owned by FHL. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting and assuming that there will be no other change in the total number of issued Shares since the Latest Practicable Date and the number of Shares directly and indirectly held by Mr. Guo Guangchang remains 5,954,510,843, the interest of Mr. Guo Guangchang in the issued Shares would increase to approximately 80.86% of the total number of issued Shares.

The Directors will not make repurchase of Shares to such extents which would, in the circumstances, result in less than 20% of the number of issued Shares being held in public hands. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Hong Kong Stock Exchange during each of the following previous months were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2024		
April	4.66	4.22
May	5.15	4.38
June	4.95	4.20
July	4.41	3.98
August	4.27	3.94
September	4.98	3.89
October	6.18	4.41
November	4.69	4.15
December	4.71	4.27
2025		
January	4.41	4.09
February	4.53	4.16
March	4.61	4.17
April (up to the Latest Practicable Date)	4.43	3.83

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The repurchase of a total of 32,495,500 Shares were made by the Company in the six months prior to the Latest Practicable Date, details of which are set out in the table below:

Date	No. of Shares	Highest Price Paid Per Share *(HK$)*	Lowest Price Paid Per Share *(HK$)*
15 October 2024	1,690,000	4.79	4.64
22 November 2024	453,000	4.16	4.13
13 January 2025	299,500	4.09	4.05
31 March 2025	4,423,000	4.22	4.00
1 April 2025	4,530,000	4.45	4.23
2 April 2025	1,460,000	4.43	4.35
3 April 2025	1,479,000	4.35	4.3
7 April 2025	5,000,000	3.95	3.79
8 April 2025	4,100,000	3.93	3.81
9 April 2025	3,360,000	4.00	3.75
10 April 2025	3,289,500	4.05	3.98
11 April 2025	1,861,500	4.05	3.94
14 April 2025	550,000	4.10	4.03

Pursuant to Rule 13.51(2) of the Listing Rules, details of the Directors proposed to be re-elected at the Annual General Meeting according to the Articles of Association are provided below.

(1) MR. GUO GUANGCHANG

Position, Experience and Length of Service

Guo Guangchang, aged 58, is an Executive Director and Chairman of the Company, and the founder of the Group.

Mr. Guo has been the founder of the Group and has also been a director of both Fosun Holdings and Fosun International Holdings (the direct and indirect controlling shareholders of the Company, respectively), honorary chairman of The Zhejiang Chamber of Commerce, Shanghai, etc.. Mr. Guo was honored the "Lifetime Achievement Award" by the 8th World Chinese Economic Summit, the "Lifetime Achievement Award" at the 16th CNBC Asia Business Leaders Award Ceremony, and the "50 Most Influential Business Leaders in China 2023" by Fortune China etc.. Mr. Guo received a bachelor's degree in philosophy in 1989 and a master's degree in business administration in 1999, both from Fudan University.

Save as disclosed above, as at the Latest Practicable Date, Mr. Guo has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Mr. Guo is the director of FHL and Fosun International Holdings, and the controlling shareholder of the Company. Save as disclosed above and disclosed in the section headed "Interests in Shares" below, as far as the Directors are aware, Mr. Guo does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Guo was interested in and/or deemed to be interested in (i) 5,954,510,843 Shares of the Company, representing 72.78% of its issued Shares. Mr. Guo directly held 29,000 shares of Fosun International Holdings, representing 85.29% of its issued shares and 114,075 A shares of Fosun Pharma, representing 0.01% of its issued A shares. Mr. Guo held 1 share of FHL through Fosun International Holdings, representing 100% of its issued shares; and through Fosun International Holdings, FHL, the Company and/or its subsidiaries held 889,890,955 A shares of Fosun Pharma, representing 41.99% of its issued A shares, 77,533,500 H shares of Fosun Pharma, representing 14.05% of its issued H shares; 334,504,800 shares of Sisram Medical Ltd (listed on the Hong Kong Stock Exchange with stock code 01696), representing 71.42% of its issued shares; 296,077,806 unlisted shares of Henlius,

representing 77.90% of its issued unlisted shares and 32,331,100 H shares of Henlius, representing 19.78% of its issued H shares. Fosun International Holdings and Fosun Pharma are associated corporations of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Guo was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Guo entered into a service contract with the Company with a fixed term of services for 3 years, effective from 28 March 2024. Mr. Guo has the right to receive an annual base remuneration of RMB5.625 million, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. He is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Guo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

(2) MR. CHEN QIYU

Position, Experience and Length of Service

Chen Qiyu, aged 52, is an Executive Director and Co-CEO of the Company.

Mr. Chen joined the Group in 1994 and as at the Latest Practicable Date, he has also been a non-executive director of Fosun Pharma (listed on the Hong Kong Stock Exchange and the SSE) and Henlius (listed on the Hong Kong Stock Exchange), a non-executive director and vice chairman of Sinopharm (listed on the Hong Kong Stock Exchange) and various companies within the Group. Mr. Chen was a director of Sanyuan Foods (listed on the SSE), a non-executive director of Gland Pharma Limited (listed on the BSE Limited and National Stock Exchange of India Limited) and a co-chairman of New Frontier Health Corporation (delisted from the NYSE in January 2022). As at the Latest Practicable Date, Mr. Chen has been the chairman of China Medical Pharmaceutical Material Association, a vice chairman of China Pharmaceutical Innovation and Research Development Association, the honorary chairman and chief supervisor of Shanghai Biopharmaceutics Industry Association, a member of the 14th Shanghai Standing Committee of the Chinese People's Political Consultative Conference, the chairman of Shanghai Chamber of Biopharmaceutical Commerce, etc.. Mr. Chen was awarded "Asia's Best CEO" by Corporate Governance Asia, etc.. Mr. Chen received a bachelor's degree in genetics from Fudan University in 1993 and an EMBA degree from China Europe International Business School in 2005.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was interested in and/or deemed to be interested in (i) 35,530,400 Shares of the Company; and (ii) 114,075 A shares of Fosun Pharma. Fosun Pharma is associated corporation of the Company (as defined in Part XV of the SFO).

Save as disclosed above, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Chen entered into a service contract with the Company with a fixed term of services for 3 years, effective from 28 March 2024. Mr. Chen has the right to receive an annual base remuneration of RMB5.175 million, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. He is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(3) MR. LI SHUPEI

Position, Experience and Length of Service

Li Shupei, aged 43, is a Non-Executive Director of the Company.

Mr. Li has been a Non-Executive Director of the Company since November 2022. As at the Latest Practicable Date, Mr. Li has also been a deputy head of the equity investment center and the head of research and development department of the equity center of China Everwin Asset Management Co., Ltd. and a non-executive director of Ronshine China Holdings Limited (listed on the Hong Kong Stock Exchange with stock code 03301). Mr. Li has joined China Everwin Asset Management Co., Ltd. since 2018, and served as a macro strategist and non-bank financial analyst and first level researcher at the securities investment department of China Life Asset Management Company Limited from 2015 to 2018. From 2010 to 2015, Mr. Li served as a macro analyst, strategist and vice president at the research and development department of CSC Financial Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code 06066 and the SSE with stock code 601066). Mr. Li graduated from Zhengzhou University with a bachelor's degree in management in 2005, and graduated from Nankai University with a master's degree in economics in 2007 and a doctor's degree in economics in 2010, respectively.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Li does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Li entered into a service contract with the Company for a fixed term of services of one year, effective from 4 November 2024. Mr. Li will not receive any remuneration for holding his office as a non-executive Director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(4) MR. LI FUHUA

Position, Experience and Length of Service

Li Fuhua, aged 54, is a Non-Executive Director of the Company.

Mr. Li has been a Non-Executive Director of the Company since February 2023. As at the Latest Practicable Date, Mr. Li has also been the head of finance and the general manager of the planning and finance department of AEON Life Insurance Co., Ltd. ("**AEON Life Insurance**"), the head of finance of AEON Insurance Asset Management Co., Ltd., a director of Shanghai Zhuli (a subsidiary of the Company) and an executive director of Wangjin Holdings (Dalian) Co., Ltd.. From 1993 to 1997, Mr. Li served as the accounting supervisor of the financial department of Jinan silk factory of Shandong Provincial Silk Corporation. From 1997 to 2000, he served as the financial supervisor and financial manager of the financial department of China Ping An Life Insurance Co., Ltd. ("**Ping An Life Insurance**") Jinan Branch. From 2000 to 2002, he served as the director of the financial department and the project manager of financial enterprise resource planning (ERP) of Ping An Life Insurance. From 2002 to 2004, he was the director of the financial management office of the financial planning department of Ping An Insurance (Group) Company of China, Ltd. (listed on the Hong Kong Stock Exchange with stock code 02318 and the SSE with stock code 601318). From 2004 to 2008, he served as the assistant general manager of the financial department of Taikang Life Insurance Co., Ltd. ("**Taikang Life Insurance**"). From 2009 to 2013, he served as the deputy general manager of the financial department of Taikang Life Insurance. From 2013 to 2017, he served as the general manager of the accounting department of AEON Life Insurance. Mr. Li graduated from Shandong College of Finance (currently known as Shandong University of Finance and Economics) with a bachelor's degree in accountancy in 1998. Mr. Li holds certificates of qualification of Senior International Finance Manager and International Certified Management Accountant.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Li does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Mr. Li entered into a service contract with the Company with a fixed term of services for one year, effective from 2 February 2025. Mr. Li will not receive any remuneration for holding his office as a non-executive Director.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(5) MS. TSANG KING SUEN KATHERINE

Position, Experience and Length of Service

Tsang King Suen Katherine, aged 67, is an Independent Non-Executive Director of the Company.

Ms. Tsang has been an Independent Non-Executive Director of the Company since December 2020. Ms. Tsang is the founder of Max Giant Capital. As at the Latest Practicable Date, Ms. Tsang has also been an independent non-executive director of Budweiser Brewing Company APAC Limited (listed on the Hong Kong Stock Exchange with stock code 01876), Fidelity Emerging Markets Limited (listed on the London Stock Exchange with stock code FEML) and China CITIC Bank International Limited. Ms. Tsang was an executive director and chief executive officer of HK Acquisition Corporation (listed on the Hong Kong Stock Exchange with stock code 07841 from February 2022 to October 2024). Ms. Tsang was an independent non-executive director of Baoshan Iron & Steel Co., Ltd. (listed on the SSE with stock code 600019) from May 2006 to April 2012, the chairperson of Greater China of Standard Chartered Bank from August 2009 to August 2014, an independent non-executive director of Gap Inc. (listed on the NYSE with stock code GPS) from

August 2010 to May 2018. Ms. Tsang has been a member of the Advisory Council for China of the City of London, an honorary board member of Shanghai Jiao Tong University. Ms. Tsang was a member of the World Economic Forum's Global Agenda Council on China from 2009 to 2012 and a member of Sotheby's Asia Advisory Board from November 2011 to October 2014. Ms. Tsang graduated from University of Alberta, Canada with a bachelor's degree in Commerce in 1978.

Save as disclosed above, as at the Latest Practicable Date, Ms. Tsang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tsang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tsang was interested in and/or deemed to be interested in 100,000 Shares of the Company.

Save as disclosed above, Ms. Tsang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Ms. Tsang entered into a service contract with the Company with a fixed term of services for 3 years, effective from 28 March 2024. Ms. Tsang has the right to receive an annual remuneration of HK$750,000, which shall be determined by the Board with reference to his duties and responsibilities and the Company's remuneration policy. She is also entitled to receive discretionary award shares, options and/or annual bonus as may be prescribed by the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Ms. Tsang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Tsang that need to be brought to the attention of the Shareholders.

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FOSUN 复星

復星國際有限公司

FOSUN INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00656)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of Fosun International Limited (the "**Company**") will be held at 10:00 a.m. on Thursday, 5 June 2025 at 39th Floor, Tower S1, the Bund Finance Center, 600 Zhongshan No. 2 Road (E), Huangpu District, Shanghai, China for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the board of directors of the Company (the "**Board**") and of Auditors for the year ended 31 December 2024;

2. To declare a final dividend for the year ended 31 December 2024;

3. (a) To re-elect Mr. Guo Guangchang as an executive director of the Company;

   (b) To re-elect Mr. Chen Qiyu as an executive director of the Company;

   (c) To re-elect Mr. Li Shupei as a non-executive director of the Company;

   (d) To re-elect Mr. Li Fuhua as a non-executive director of the Company;

   (e) To re-elect Ms. Tsang King Suen Katherine as an independent non-executive director of the Company ; and

   (f) To authorize the Board to fix the remuneration of the directors of the Company (the "**Directors**");

4. To reappoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration;

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

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(b) the total shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held."

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

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above shall not exceed 20% of the total issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly, except in the following circumstances:

(i) a Rights Issue (as defined below);

(ii) the issue of shares under a share scheme that complies with Chapter 17 of Listing Rules; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held;

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

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

"**THAT**:

conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company on the date of the passing of this resolution."

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

"**THAT**:

(a) subject to the Companies Ordinance, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") and the terms and conditions of the share option scheme which was approved by the shareholders of the Company ("**Shareholders**") on 16 March 2023 ("**2023 Share Option Scheme**"), the share option scheme which was approved by the Shareholders on 6 June 2017 and was terminated on 16 March 2023 ("**2017 Share Option Scheme**"), the share option scheme which was approved by the Shareholders on 19 June 2007 and expired on 18 June 2017 ("**2007 Share Option Scheme**"), a mandate be and is hereby unconditionally given to the Directors (i) to exercise all the powers of the Company during the Relevant Period (as defined below) to grant options under the 2023 Share Option Scheme; and (ii) during and at any time after the Relevant Period, to issue and allot shares of the Company in respect of the exercise of any options granted under the 2023 Share Option Scheme, 2017 Share Option Scheme and 2007 Share Option Scheme;

(b) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the expiration of the 2023 Share Option Scheme;

(ii) the conclusion of the next annual general meeting of the Company;

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iv) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.''

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

''**THAT**:

(a) subject to the Companies Ordinance, Listing Rules and the terms and conditions of the share award scheme which was approved by the Shareholders on 16 March 2023 (''**2023 Share Award Scheme**''), a mandate be and is hereby unconditionally given to the Directors (i) to exercise all the powers of the Company during the Relevant Period (as defined below) to grant award shares of the Company under the 2023 Share Award Scheme; and (ii) during and at any time after the Relevant Period, to issue and allot shares of the Company in respect of any award shares of the Company granted under the 2023 Share Award Scheme;

(b) for the purpose of this resolution, ''Relevant Period'' means the period from the passing of this resolution until whichever is the earliest of:

(i) the expiration of the 2023 Share Award Scheme;

(ii) the conclusion of the next annual general meeting of the Company;

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iv) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.''

By Order of the Board
Guo Guangchang
Chairman

25 April 2025

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/her. A proxy needs 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.

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 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 physically 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 Monday, 2 June 2025 to Thursday, 5 June 2025, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, 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 (the "**Share Registrar**"), for registration no later than 4:30 p.m. on Friday, 30 May 2025.

   The register of members of the Company will also be closed from Friday, 13 June 2025 to Tuesday, 17 June 2025, both days inclusive, during which period no transfer of shares will be effected. The ex-dividend date will be Wednesday, 11 June 2025. In order to qualify for the final dividend to be proposed at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Thursday, 12 June 2025.

As at the date of this document, 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. Li Shupei 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.