

Fosun Tourism Group

复星旅游文化集团

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1992)
(the “Company”)

DIRECTOR NOMINATION POLICY

I. OBJECTIVE

- 1.1 This director nomination policy (the “**Policy**”) sets out the approach, criteria and procedures the board of directors of the Company (the “**Board**”) adopts for the selection, nomination and appointment of directors of the Company (the “**Directors**”), including the appointment of additional Directors, replacement of Directors, and re-election of Directors.

II. POLICY STATEMENT

- 2.1 The Company recognises the importance of having a qualified and competent Board to achieve the Group corporate strategy as well as promote shareholder value.
- 2.2 The Company believes that a Board that possesses a balance of skill set, experience, expertise and diversity of perspectives enhances decision-making capability and the overall effectiveness of the Board. The Board is committed to ensuring that proper nomination and election processes are in place for the selection, nomination and appointment of Directors.
- 2.3 The nomination committee of the Company (the “**Committee**”) shall identify, assess, select and nominate suitable director candidates to the Board for it to consider for appointment.
- 2.4 The ultimate responsibility for the selection and appointment of Directors rests with the Board as a whole.

III. SELECTION CRITERIA

3.1 In the determination of the suitability of a candidate, the Committee shall consider the board diversity policy and potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, expertise, independence, age, culture, ethnicity and gender diversity, the needs of the Company and other relevant statutory requirements and regulations. The Committee shall consider the following selection criteria and such other factors that it may consider appropriate for a position on the Board:

- (i) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board.
- (ii) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.
- (iii) **Commitment:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities.
- (iv) **Motivation:** The candidate should be self-motivated and have a strong interest in the Company's businesses.
- (v) **Integrity:** The candidate should be a person of integrity, honesty, good repute and high professional standing.
- (vi) **Independence:** Independent non-executive director ("**INED**") candidates must satisfy the independence requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The INED candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company.
- (vii) other factors applicable to the Company's business.

The above selection criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

IV. NOMINATION PROCEDURES

4.1 Appointment of New and Replacement Directors

- (i) If the Board determines that an additional or replacement Director is required, the Committee will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.
- (ii) If the process involves one or more desirable candidates, the Committee shall prioritize them based on the needs of the Company and each candidate's certification review, as applicable.
- (iii) Upon compilation and interview of the list of potential candidates, the Committee will shortlist candidates and make recommendation based on the above selection criteria and such other factors that it considers appropriate for consideration by the Board.
- (iv) The Board has the final authority on determining suitable director candidate for appointment.

4.2 Re-election of Directors and Nomination from Shareholders

- (i) Where a retiring Director, being eligible, offers himself for re-election, the Committee shall review the overall contribution and service to the Company of such retiring director and the level of participation (including attendance at board meetings and general meetings) and performance on the Board, and make recommendation to the Board for its consideration, for such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.

- (ii) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the Company Secretary of the Company within the lodgment period specified in the procedures for shareholders to nominate candidates for election as Directors (a) a written nomination of the candidate, (b) a written confirmation from such nominated candidate of his or her willingness to stand for election, and (c) biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules. The Committee and/or the Board shall evaluate the candidate in accordance with the above selection criteria to determine whether the candidate is eligible to serve as a Director. The Committee and/or the Board shall make recommendations to shareholders (if applicable) on the appointment of Directors at general meetings.

V. REVIEW AND MONITORING

- 5.1 The Committee will from time to time review the Policy, monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice and makes recommendation on any proposed revisions as may be required to the Board for approval.

VI. DISCLOSURE AND PUBLICATION

- 6.1 The Policy is available on the Company's website for public information.
- 6.2 A summary of the Policy, and the progress on achieving the objectives set in the Policy, will be disclosed in the Corporate Governance Report of the Company annually.