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Fosun Tourism Group
复星旅游文化集团

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

(Stock Code: 1992)

ANNOUNCEMENT

DELAY IN DESPATCH OF SCHEME DOCUMENT IN RELATION TO
(1) THE PROPOSED SHARE BUY-BACK OF
FOSUN TOURISM GROUP
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT
(2) PROPOSED WITHDRAWAL OF LISTING OF
FOSUN TOURISM GROUP

Financial Adviser to the Company

Deutsche Bank 

**Independent Financial Adviser to the Disinterested Shareholders and
the Share Incentive Holders**

ALTUS CAPITAL LIMITED

Reference is made to the announcement issued by Fosun Tourism Group (the *Company*) on 10 December 2024 in relation to, among other things, the proposed share buy-back of the Company by way of a scheme of arrangement under section 86 of the Companies Act and the proposed withdrawal of listing of the Company (the *3.5 Announcement*). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the 3.5 Announcement.

DELAY IN DESPATCH OF THE SCHEME DOCUMENT

As stated in the 3.5 Announcement, the Company is required to despatch the Scheme Document containing, among other things, (a) further details of the Proposal, the Scheme, and the Share Incentive Proposal, (b) an explanatory statement in respect of the Scheme as required under the Companies Act; (c) the expected timetable relating to the Proposal, the Scheme and the Share Incentive Proposal; (d) a letter of advice from the Independent Financial Adviser containing its recommendations to the Disinterested Shareholders and the Share Incentive Holders in respect of the Proposal, the Scheme and the Share Incentive Proposal; and (e) notices of the Court Meeting and the EGM (including proxy forms relating to such meetings for use by the relevant Shareholders), to the Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code and Applicable Laws.

Under Rule 8.2 of the Takeovers Code, the Scheme Document is required to be despatched to the Shareholders no later than 21 days of the date of the 3.5 Announcement (being on or before 31 December 2024), unless consent is granted by the Executive to extend the deadline for the despatch of the Scheme Document.

As stated in the 3.5 Announcement, the implementation of the Proposal, the Scheme and the Share Incentive Proposal will be conditional upon the fulfilment or waiver of all the Conditions, including the sanction of the Scheme by the Grand Court. As additional time is required to (i) finalise the content of the Scheme Document and (ii) to obtain directions from the Grand Court on the convening of the Court Meeting, particularly in light of the Christmas vacation during which the Grand Court will be closed from 20 December 2024 to 6 January 2025, the Scheme Document cannot be posted on or before 31 December 2024.

An application has been made to the Executive for consent to extend the deadline for the despatch of the Scheme Document to a date no later than 14 February 2025. The Executive has granted its consent to such application.

Further announcement will be made by the Company when the Scheme Document is despatched.

Warning: Shareholders, Share Incentive Holders and potential investors should be aware that the implementation of the Proposal, the Scheme and the Share Incentive Proposal is subject to the Conditions being fulfilled or (where applicable) waived. Accordingly, the Proposal and the Share Incentive Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders, Share Incentive Holders and potential investors are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
Fosun Tourism Group
Xu Xiaoliang
Chairman

Hong Kong, 31 December 2024

As at the date of this announcement, the executive directors of the Company are Mr. Xu Xiaoliang, Mr. Xu Bingbin and Mr. Choi Yin On; the non-executive directors are Mr. Pan Donghui and Mr. Huang Zhen; and the independent non-executive directors are Dr. Allan Zeman, Mr. Guo Yongqing, Ms. Katherine Rong Xin and Mr. He Jianmin.

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and the announcement issued by the Company on 17 December 2024 in relation to the appointment of Independent Financial Adviser (together, the **Announcements**), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Announcements have been arrived at after due and careful consideration and there are no other facts not contained in the Announcements, the omission of which would make any statement in the Announcements misleading.*