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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**

**MONTHLY UPDATE ANNOUNCEMENT  
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  
AND  
(2) PROPOSED WITHDRAWAL OF  
LISTING OF FOSUN TOURISM GROUP**

**Deutsche Bank**



**FOSUN INTL CAPITAL**

Lead Financial Adviser to the Company

Joint Financial Adviser to the Company

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

**ALTUS CAPITAL LIMITED**

Reference is made to:

- (i) the announcement issued by Fosun Tourism Group (the *Company*) dated 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*);
- (ii) the announcement issued by the Company dated 17 December 2024 in relation to the appointment of Altus Capital Limited as the Independent Financial Adviser to advise the Disinterested Shareholders in respect of the Proposal and the Share Incentive Holders in respect of the Share Incentive Proposal; and
- (iii) the announcement issued by the Company dated 31 December 2024 in relation to the delay in despatch of the Scheme Document (the *Delay Announcement*).

Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the 3.5 Announcement.

## **DIRECTIONS HEARING**

The Company wishes to update the Shareholders, Share Incentive Holders and potential investors that the hearing by the Grand Court for the applications to convene the Court Meeting (the *Directions Hearing*) is scheduled to take place on 31 January 2025. The Company will finalise the information to be included in the Scheme Document, including the expected timetable relating to the Proposal, the Scheme and the Share Incentive Proposal, following the Directions Hearing.

## **CONTROLLING SHAREHOLDERS ROLLOVER ARRANGEMENT**

Reference is made to the 3.5 Announcement, which sets out the details of the Controlling Shareholders Rollover Arrangement. As the Controlling Shareholders Rollover Arrangement is not offered to all Shareholders, it constitutes a special deal and requires the consent of the Executive under Rule 25 of the Takeovers Code. The Company has made an application to the Executive on 30 December 2024 to obtain the Executive's consent to the Controlling Shareholders Rollover Arrangement, subject to:

- (a) the independent financial adviser to the Company confirming that the terms of the Controlling Shareholders Rollover Arrangement are fair and reasonable; and
- (b) the passing of an ordinary resolution by the Disinterested Shareholders at an extraordinary general meeting of the Company to approve the terms of the Controlling Shareholder Rollover Arrangement.

## THE STATUS OF THE SCHEME DOCUMENT

As stated in the Delay Announcement, the Executive has granted its consent to extend the deadline for the despatch of the Scheme Document to a date no later than 14 February 2025. As at the date of this announcement, the Company is in the process of preparing and finalising the information to be included in the Scheme Document.

Further announcement(s) will be made by the Company in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the progress and material developments in connection with the Proposal, the Scheme, the Share Incentive Proposal and the despatch of the Scheme Document. A detailed timetable for the Proposal, the Scheme and the Share Incentive Proposal will be set out in the Scheme Document and in the announcement to be issued by the Company upon the despatch of the Scheme Document.

**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, 28 January 2025

*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 confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*