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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 **NON-FULFILMENT OF PRE-CONDITION TO** **THE POTENTIAL SHARE ALTERNATIVE OPTION** **(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**

Deutsche Bank 

Lead Financial Adviser to the Company

FOSUN INTL CAPITAL

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 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.

NON-FULFILMENT OF PRE-CONDITION TO THE POTENTIAL SHARE ALTERNATIVE OPTION

As stated in the 3.5 Announcement, the Company reserved its right to introduce the Potential Share Alternative Option as another manner to cancel all of the Scheme Shares (other than the Trustee Unallocated Scheme Shares) whereby Scheme Shareholders (other than the Share Award Trustee with respect to the Trustee Unallocated Scheme Shares) will be entitled to elect between settlement of the Cancellation Price: (i) in cash; and (ii) in Rollover Securities at an exchange ratio to be specified.

The Potential Share Alternative Option is at the Company's sole discretion and subject to the pre-condition of the Company receiving on or between the date of the 3.5 Announcement and 50 calendar days after the 3.5 Announcement (being 29 January 2025) duly signed and dated letters of interest from Scheme Shareholders (other than the Share Award Trustee with respect to the Trustee Unallocated Scheme Shares) holding, in aggregate, not less than 1% of the issued Shares as at the date of the 3.5 Announcement (being 12,442,702 Scheme Shares), expressing their indicative interest to elect the Potential Share Alternative Option, in the manner specified in the 3.5 Announcement (the *Pre-Condition to the Potential Share Alternative Option*).

As at the date of this announcement, the Pre-Condition to the Potential Share Alternative Option has not been satisfied. Accordingly, the Company will not introduce the Potential Share Alternative Option.

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, 30 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 the announcement have been arrived at after due and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement in the announcement misleading.