

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction.*

*This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.*

## **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**

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

**Deutsche Bank**



**Deutsche Bank AG, Hong Kong Branch  
Lead Financial Adviser to the Company**

**FOSUN INTL CAPITAL**

**Fosun International Capital  
Joint Financial Adviser to the Company**

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

**ALTUS CAPITAL LIMITED**

## **INTRODUCTION**

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; (ii) the announcement issued by the Company dated 31 December 2024 in relation to the delay in despatch of the Scheme Document; and (iii) the scheme document (the “**Scheme Document**”) dated 10 February 2025 jointly by the Company in relation to, among other things, the Proposal, the Scheme and the Share Incentive Proposal.

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

## **DESPATCH OF SCHEME DOCUMENT**

The Scheme Document, together with the notices of the Court Meeting and the EGM to be held on Tuesday, 4 March 2025 and the related forms of proxy, will be despatched to the Shareholders on Monday, 10 February 2025.

The Scheme Document, the Letter to the Share Incentive Holders and the Form of Acceptance will also be despatched to the Share Incentive Holders on Monday, 10 February 2025.

The Scheme Document contains, 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).

## **RECOMMENDATIONS OF THE INDEPENDENT FINANCIAL ADVISER**

The Independent Financial Adviser has advised the Disinterested Shareholders and the Share Incentive Holders that it considers that the terms of the Proposal, the Scheme, the Share Incentive Proposal and the Controlling Shareholders Rollover Arrangement are fair and reasonable so far as the Disinterested Shareholders and the Share Incentive Holders are respectively concerned and accordingly, it advises (a) the Disinterested Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme; and (b) the Share Incentive Holders to accept the Share Incentive Proposal.

Shareholders and Share Incentive Holders are urged to read carefully the recommendations of the Independent Financial Adviser as set out in their letter contained in the Scheme Document.

## **COURT MEETING AND EGM**

The Court Meeting and the EGM are scheduled to be held at 3:00 p.m. and 3:30 p.m. (or, if later, immediately after the conclusion or adjournment of the Court Meeting), respectively, on Tuesday, 4 March 2025 at 8th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC.

In accordance with the directions of the Grand Court, the Court Meeting will be held for the purposes of considering and, if thought fit, passing a resolution to approve the Scheme (with or without modifications).

The EGM will be held for the purpose of considering and, if thought fit, passing a special resolution to approve and give effect to (a) any reduction of the issued share capital of the Company on the Effective Date by cancelling the Scheme Shares; and (b) subject to the withdrawal of listing of the Shares on the Stock Exchange, the adoption of the Amended and Restated Articles of Association to reflect the Company's status as a non-listed limited company.

Notices of the Court Meeting and the EGM are contained in the Scheme Document. The Company and the Offeror will make an announcement in relation to the results of the Court Meeting and the EGM by 7:00 p.m. on Tuesday, 4 March 2025.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 27 February to Tuesday, 4 March 2025 (both days inclusive) and during such period, no transfer of Shares will be effected.

In order to qualify to vote at the Court Meeting and the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, 26 February 2025.

## CONDITIONS OF THE PROPOSAL

Shareholders and potential investors should be aware that the Proposal is subject to the Conditions being fulfilled or (where applicable) waived. All of the Conditions must be fulfilled or (where applicable) waived on or before the Long Stop Date, failing which the Proposal and the Scheme will lapse. If the Conditions are satisfied or (where applicable) waived, the Scheme will be binding on all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM.

The Share Incentive Proposal is conditional on the Scheme becoming effective. If any of the Conditions is not fulfilled or (where applicable) waived on or before the Long Stop Date and the Proposal and the Scheme lapse, the Share Incentive Proposal will also lapse.

If all the resolutions are passed at the Court Meeting and/or the EGM, further announcement(s) will be made in relation to, among other things, the outcome of the Court Hearing and, if the Scheme is sanctioned, the Record Date, the Effective Date and the date of withdrawal of listing of Shares from the Stock Exchange, in accordance with the requirements of the Takeovers Code and the Listing Rules.

## EXPECTED TIMETABLE

The expected timetable is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the following expected timetable. Unless otherwise specified, all times and dates refer to Hong Kong local dates and times.

**Hong Kong time  
(unless otherwise specified)**

Despatch of the Scheme Document and the  
Letter to the Share Incentive Holders . . . . . Monday, 10 February 2025

Latest time for Share Incentive Holders to  
lodge notice of exercise of their Share  
Options in order to become entitled to  
attend and vote at the Court Meeting and  
the EGM . . . . . 4:30 p.m. on  
Friday, 21 February 2025

Latest time for lodging transfers of Shares in  
order to become entitled to attend and  
vote at the Court Meeting and the EGM . . . . . 4:30 p.m. on  
Wednesday, 26 February 2025

Register of members of the Company closed for determining entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and entitlements of the Shareholders to attend and vote at the EGM (*Note 1*) . . . . . Thursday, 27 February 2025 to Tuesday, 4 March 2025 (both days inclusive)

Latest time for lodging **PINK** forms of proxy in respect of the Court Meeting (*Note 2*) . . . . . 3:00 p.m. on Sunday, 2 March 2025

Latest time for lodging **WHITE** forms of proxy in respect of the EGM (*Note 2*) . . . . . 3:30 p.m. on Sunday, 2 March 2025

Meeting Record Date . . . . . Tuesday, 4 March 2025

Court Meeting (*Note 3*) . . . . . 3:00 p.m. on Tuesday, 4 March 2025

EGM (*Note 3*) . . . . . 3:30 p.m. on Tuesday, 4 March 2025 (or as soon as practicable after the conclusion or adjournment of the Court Meeting)

Announcement of the results of the Court Meeting and the EGM . . . . . no later than 7:00 p.m. on Tuesday, 4 March 2025

Expected last time for trading of the Shares on the Stock Exchange . . . . . 4:10 p.m. on Wednesday, 5 March 2025

Latest time and date to accept the Share Incentive Proposal (*Note 4*) . . . . . 4:30 p.m. on Wednesday, 5 March 2025

Latest time for Share Incentive Holders to lodge notice of exercise of their Share Options in order to qualify for entitlements under the Scheme . . . . . 4:30 p.m. on Wednesday, 5 March 2025

Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme . . . . . 4:30 p.m. on Monday, 10 March 2025

Register of members of the Company closed for determining entitlements under the Scheme (*Note 5*) . . . . . from Tuesday, 11 March 2025 onwards

Court Hearing . . . . . Friday, 14 March 2025 (Cayman Islands time)

Announcement of (1) the results of the Court Hearing, (2) the expected Effective Date, and (3) the expected date of withdrawal of the listing of the Shares from the Stock Exchange . . . . . no later than 8:30 a.m. on Monday, 17 March 2025

Record Date . . . . . Monday, 17 March 2025

Effective Date and the effective date of the Share Incentive Proposal (*Note 6*) . . . . . Monday, 17 March 2025 (Cayman Islands time)

Announcement of (1) the Effective Date, (2) the results of the Share Incentive Proposal and (3) the withdrawal of the listing of the Shares from the Stock Exchange . . . . . no later than 8:30 a.m. on Tuesday, 18 March 2025

Withdrawal of the listing of the Shares from the Stock Exchange becomes effective (*Note 7*) . . . . . 4:00 p.m. on Wednesday, 19 March 2025

Latest time to (1) despatch cheques for cash payment of the Cancellation Price to the Scheme Shareholders under the Scheme and (2) despatch cheques or effect bank transfer for cash payment to the Share Incentive Holders (other than holders of the Unvested 2024 Share Options, Unvested 2019 Share Units, and Unvested 2024 Share Units) who have accepted the Share Incentive Proposal  
*(Notes 8 and 9)* . . . . . on or before  
 Wednesday, 26 March 2025

*Notes:*

1. The register of members of the Company will be closed during such period for the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the Shareholders to attend and vote at the EGM. This book closure period is not for determining the entitlements under the Scheme.
2. Forms of proxy should be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than the respective times and dates stated above. In the case of the **PINK** form of proxy in respect of the Court Meeting, it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting. If the **WHITE** form of proxy is not lodged at least 48 hours before the time appointed for the EGM (or any adjournment thereof), it will not be valid. The completion and return of a form of proxy for the Court Meeting or the EGM will not preclude a Scheme Shareholder or a Shareholder (as the case may be) from attending and voting at the relevant meeting or any adjournment thereof in person. In such event, the relevant form of proxy will be revoked by operation of law.
3. The Court Meeting and the EGM will be held at 8th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC, at the times and dates specified above. Please refer to the notice of Court Meeting set out in APPENDIX IX of the Scheme Document and the notice of EGM set out in APPENDIX X of the Scheme Document for details.
4. Form of Acceptance, duly completed in accordance with the instructions on them, must be returned to incentive@fosunholiday.com by no later than 4:30 p.m. on Wednesday, 5 March 2025 (or such later date and time as may be notified to you by the Company).
5. The register of members of the Company will be closed during such period for the purpose of determining the Scheme Shareholders who are qualified for entitlements under the Scheme.
6. The Scheme will become effective upon the fulfilment or waiver (as applicable) of all of the Conditions to the Proposal as set out in the section headed “3. *Conditions of the Proposal and the Scheme*” in Part VI — Explanatory Memorandum of the Scheme Document.



7. If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at 4:00 p.m. on Wednesday, 19 March 2025.
8. Cheques for payment of the Cancellation Price to the Scheme Shareholders will be despatched within 7 business days (as defined in the Takeovers Code) following the Effective Date by ordinary post in postage pre-paid envelopes addressed to the person(s) entitled thereto at their respective addresses as appearing on the register of members of the Company as at the Record Date or, in the case of joint holders, at the address appearing on the register of members of the Company as at the Record Date of the joint holder whose name then stands first in the Register in respect of the relevant joint holding.

Payment (by cheque or bank transfer) for acceptances under the Share Incentive Proposal in respect of Share Incentives in issue as at the Record Date (other than the Unvested 2024 Share Options, Unvested 2019 Share Units, and Unvested 2024 Share Units) will be despatched or made within 7 business days (as defined in the Takeovers Code) following the Effective Date and (if made by way of cheques) shall be despatched by ordinary post in postage pre-paid envelopes addressed to the relevant Share Incentive Holders at their respective last known addresses as notified by the Share Incentive Holders to the Group or (if made by way of bank transfers) shall be paid into the relevant Share Incentive Holders' bank account as customarily used by them to receive other compensations from the Group (or as otherwise notified by such Share Incentive Holders to the Group).

9. If any severe weather condition is in effect at 12:00 noon and/or thereafter on Wednesday, 26 March 2025, the latest time to (1) despatch cheques for cash payment of the Cancellation Price to the Scheme Shareholders under the Scheme and (2) despatch cheques or effect bank transfer for cash payment to the Share Incentive Holders (other than holders of the Unvested 2024 Share Options, Unvested 2019 Share Units, and Unvested 2024 Share Units) who have accepted the Share Incentive Proposal may be postponed to the next business day (that does not have any severe weather condition at 12:00 noon or thereafter), i.e. Thursday, 27 March 2025 (or a later date that does not have any severe weather condition at 12:00 noon or thereafter).

For the purpose of this document, "severe weather" refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" announced by the Hong Kong Government or a black rainstorm warning is/are in force in Hong Kong. Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather.

**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, 10 February 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.*