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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

- (1) PROPOSED SHARE BUY-BACK OF
FOSUN TOURISM GROUP
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT**
- (2) SANCTION OF THE SCHEME AND THE EFFECTIVE DATE**
- (3) RESULTS OF THE SHARE INCENTIVE PROPOSAL
AND**
- (4) WITHDRAWAL OF LISTING OF SHARES**

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 scheme document issued by the Company dated 10 February 2025 (the “**Scheme Document**”) in relation to, among other things, the Proposal, the Share Incentive Proposal and the Scheme; and (ii) the announcement issued by the Company dated 4 March 2025 in relation to, among other things, the results of the Court Meeting and the EGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

SANCTION OF THE SCHEME AND THE EFFECTIVE DATE

The Scheme was sanctioned (without modification) by the Grand Court on 14 March 2025 (Cayman Islands time). A copy of the order of the Grand Court sanctioning the Scheme has been delivered to and registered by the Registrar of Companies in the Cayman Islands on 14 March 2025 (Cayman Islands time).

All the Conditions of the Scheme as set out in the section headed “3. *Conditions of the Proposal and the Scheme*” in the Explanatory Memorandum of the Scheme Document were fulfilled and the Scheme and the Share Incentive Proposal became effective on 14 March 2025 (Cayman Islands time).

RESULTS OF THE SHARE INCENTIVE PROPOSAL

The Share Incentive Proposal was conditional upon the Scheme becoming effective. Accordingly, the Share Incentive Proposal became unconditional on 14 March 2025 (Cayman Islands time).

As at the Effective Date, valid acceptances of the Share Incentive Proposal had been received in respect of 55,382,050 Share Incentives, which represents approximately 98.26% of the total Share Incentives.

GENERAL

Immediately before the commencement of the offer period on 10 December 2024, save for:

- (a) the total number of Shares held, controlled, directed or beneficially owned by the Company and Company Concert Parties, which was 989,211,359 Shares, representing approximately 79.50% of the issued share capital of the Company; and
- (b) 11,062,125 of the 59,877,449 outstanding Share Incentives, which were held by the Directors,

none of the Company or Company Concert Parties held, controlled or directed any Shares or rights over Shares.

Save for dealings in the Shares by the Share Award Trustee which are conducted to implement the share incentive schemes as disclosed in the Scheme Document, neither the Company nor any of the Company Concert Parties had acquired or agreed to acquire any Shares or rights over Shares during the offer period.

There were no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Company or any Company Concert Party has borrowed or lent.

PAYMENT UNDER THE PROPOSAL AND THE SHARE INCENTIVE PROPOSAL

Cheques for payment of the Cancellation Price to the Scheme Shareholders will be despatched as soon as possible and in any event on or before Tuesday, 25 March 2025.

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 as soon as possible and in any event on or before Tuesday, 25 March 2025.

WITHDRAWAL OF LISTING OF THE SHARES

The withdrawal of listing of the Shares on the Stock Exchange is expected to become effective at 4:00 p.m. on Wednesday, 19 March 2025 (Hong Kong time).

By order of the Board
Fosun Tourism Group
Xu Xiaoliang
Chairman

Hong Kong, 17 March 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.