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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)

**PROPOSED ADOPTION OF 2024 SHARE OPTION SCHEME AND
TERMINATION OF 2019 SHARE OPTION SCHEME
AND
PROPOSED ADOPTION OF 2024 SHARE AWARD PLAN AND
TERMINATION OF THE 2019 SHARE AWARD PLAN**

The Board is pleased to announce that on 15 April 2024 (after trading hours), the Board has resolved to terminate the 2019 Share Option Scheme and the 2019 Share Award Plan with effect from the conclusion of the Annual General Meeting, and to propose the adoption of the 2024 Share Option Scheme and the 2024 Share Award Plan for the approval by the Shareholders at the Annual General Meeting to be convened by the Company.

**TERMINATION OF 2019 SHARE OPTION SCHEME AND PROPOSED
ADOPTION OF THE 2024 SHARE OPTION SCHEME**

The 2019 Share Option Scheme was adopted on 19 August 2019 and approved by Shareholders on 27 November 2019. According to the terms of the 2019 Share Option Scheme, the Company by ordinary resolution in a general meeting or the Board may at any time terminate the 2019 Share Option Scheme and in such event no further options shall be offered or granted but the provisions of the 2019 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2019 Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the terms of the 2019 Share Option Scheme. As at the date of this announcement, (i) the Company had 40,331,454 outstanding options granted under the 2019 Share Option Scheme which shall continue to be valid and exercisable during the prescribed exercisable period in accordance with the terms of the 2019 Share Option Scheme; (ii) the maximum number of options that can be granted by the Company under the 2019 Share Option Scheme was 46,907,269.

Pursuant to the “Consultation Conclusions on Proposed Amendments to Listing Rules relating to Share Schemes of Listed Issuers and Housekeeping Rule Amendment” published on 29 July 2022 (the “**2022 Consultation Conclusions**”), both share option schemes and share award plans involving the grant of new shares or options are governed by the new Chapter 17 of the Listing Rules with effect from 1 January 2023. Accordingly, in observance of the applicable requirements under the Listing Rules, the Board has resolved to terminate the 2019 Share Option Scheme with effect from the conclusion of the Annual General Meeting and proposed to adopt the 2024 Share Option Scheme which is in line with the new Chapter 17 of the Listing Rules.

The adoption of the 2024 Share Option Scheme is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders at a general meeting of the Company to (1) approve and adopt the 2024 Share Option Scheme; (2) authorize the Board to grant options under the 2024 Share Option Scheme; and (3) authorize the Board to allot and issue Shares in respect of any options to be granted pursuant to the 2024 Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Share on the Stock Exchange which may be issued in respect of the scheme mandate limit of the Company.

TERMINATION OF 2019 SHARE AWARD PLAN AND PROPOSED ADOPTION OF THE 2024 SHARE AWARD PLAN

The 2019 Share Award Plan was adopted by the Board on 19 August 2019. As at the date of this announcement, (i) the Company had 7,487,901 outstanding share units granted under the 2019 Share Award Plan which shall continue to be valid during the prescribed period in accordance with the terms of the 2019 Share Award Plan; (ii) the maximum number of share units that can be granted by the Company under the terms of the 2019 Share Award Plan was 19,403,854.

Pursuant to the 2022 Consultation Conclusions, both share option schemes and share award plans involving the grant of new shares or options are governed by the new Chapter 17 of the Listing Rules with effect from 1 January 2023. Accordingly, in observance of the applicable requirements under the Listing Rules, the Board has resolved to terminate the 2019 Share Award Plan with effect from the conclusion of the Annual General Meeting and proposed to adopt the 2024 Share Award Plan which is in line with the new Chapter 17 of the Listing Rules.

According to the terms of the 2019 Share Award Plan the Company, may terminate the 2019 Share Award Plan by a resolution of the Board (or the duly authorized committee thereof) and in such event no further share unit shall be offered but the provisions of the 2019 Share Award Plan shall remain in full force and effect in all other respects; share units complying with the Listing Rules which are granted during the life of the 2019 Share Award Plan and which remains unexpired immediately prior to the termination of the operation of the 2019 Share Award Plan shall continue until and unless they expired.

The adoption of the 2024 Share Award Plan is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders at a general meeting of the Company to (1) approve and adopt the 2024 Share Award Plan; (2) authorize the Board to grant share units under the 2024 Share Award Plan; and (3) authorize the Board to allot and issue Shares in respect of any share units to be granted pursuant to the 2024 Share Award Plan; and
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Share on the Stock Exchange which may be issued in respect of the scheme mandate limit of the Company.

ANNUAL GENERAL MEETING

The Annual General Meeting will be convened for the Shareholders to, among other things, consider and, if though fit, pass the ordinary resolutions to approve the adoption of the 2024 Share Option Scheme and 2024 Share Award Plan. A supplemental circular of the Company containing, among others, (i) details relating to the adoption of the 2024 Share Option Scheme; (ii) details relating to the adoption of the 2024 Share Award Plan; (iii) the principal terms of the 2024 Share Option Scheme; (iv) the principal terms of the 2024 Share Award Plan; and (v) a supplemental notice of convening the Annual General Meeting, is expected to be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

DEFINITIONS

“2019 Share Award Plan”	the Company’s share award plan adopted on 19 August 2019;
“2019 Share Option Scheme”	the Company’s share option scheme adopted on 19 August 2019 and approved by shareholders of the Company on 27 November 2019;
“2024 Share Award Plan”	the new share award plan which is proposed to be adopted by the Company pursuant to a resolution to be passed by the Shareholders at the AGM;

“2024 Share Option Scheme”	the new share option scheme which is proposed to be adopted by the Company pursuant to a resolution to be passed by the Shareholders at the AGM;
“Annual General Meeting”	annual general meeting of the Company to be held at 3:00 p.m. on Tuesday, 14 May 2024 at 16th Floor, Tower T1, No. 118 Feihong Road, Hongkou District, Shanghai, the PRC;
“Board”	the board of Directors of the Company;
“Company”	Fosun Tourism Group, a company incorporated under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1992);
“Director(s)”	the director(s) of the Company;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of EUR0.0001 each;
“Shareholders”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

By Order of the Board
Fosun Tourism Group
Xu Xiaoliang
Chairman

15 April 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. Qian Jiannong, 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.