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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)

GRANT OF OPTIONS AND GRANT OF SHARE UNITS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

GRANT OF OPTIONS

The Company’s board (the “**Board**”) of directors (“**Directors**”) announces that on 28 April 2022 (the “**Grant Date**”), it has granted 5,654,000 share options (the “**Options**”) to certain eligible participants of the Scheme (as defined below) (the “**Option Grantees**” and each an “**Option Grantee**”) who are non-executive Directors or employees of the Group, subject to acceptance by the Option Grantees, to subscribe for a total of 5,654,000 ordinary shares of the Company (the “**Shares**” and each a “**Share**”) pursuant to the 2019 share option scheme of the Company adopted on 19 August 2019 and approved by shareholders of the Company on 27 November 2019 (the “**Scheme**”).

A summary of the terms of the Options granted is set out below:

Grant Date:	28 April 2022
Exercise price of Options granted:	HK\$10.69 per Share, which is the highest among (i) the closing price of HK\$10.48 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Grant Date; (ii) the average closing price of HK\$10.69 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the Grant Date; and (iii) the nominal value of each Share.
Number of Options granted:	5,654,000
Closing price of the Shares on the Grant Date:	HK\$10.48 per Share
Average closing price of the Shares for the five trading days immediately preceding the Grant Date:	HK\$10.69 per Share
Option Period:	Subject to vesting condition and early termination, the Options shall be exercisable by the Option Grantees up to 27 April 2032.

Among the above Options granted, 1,220,000 Options were granted to 5 Directors as follows:

Name	Number of Options granted
Qian Jiannong	500,000
Xu Bingbin	260,000
Choi Yin On	210,000
Xu Xiaoliang	180,000
Pan Donghui	<u>70,000</u>
	<u><u>1,220,000</u></u>

Pursuant to Rule 17.04(1) of the Listing Rules, the above grant of Options to Mr. Qian Jiannong, Mr. Xu Bingbin, Mr. Choi Yin On, Mr. Xu Xiaoliang and Mr. Pan Donghui was approved by the independent non-executive Directors on 28 April 2022.

Save as disclosed above, none of the grantees of the Options is a Director, chief executive or substantial shareholder of the Company or an associate of any of them.

Grant of share units

The Board has granted 3,083,000 share units to certain eligible participants (the “**Unit Grantees**” and each a “**Unit Grantee**”) of the Plan (as defined below) who are non-executive Directors or employees of the Group, subject to acceptance by the Unit Grantees, to subscribe for a total of 3,083,000 Shares pursuant to the 2019 share award plan of the Company adopted on 19 August 2019 (as amended) (the “**Plan**”).

A summary of the terms of the share units granted is set out below:

Grant Date: 28 April 2022

Consideration of share units granted: Nil

Number of share units granted: 3,083,000

Among the above share units granted, 1,246,000 share units were granted to certain Directors and directors of significant subsidiaries of the Company. Details of the share units granted to the Directors are as follows:

Name	Number of share units granted
Qian Jiannong	250,000
Giscard d’Estaing Henri	190,000
Xu Bingbin	120,000
Choi Yin On	100,000
Xu Xiaoliang	120,000
Pan Donghui	50,000
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	830,000
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The grant of share units to the Directors, which forms part of their remuneration under their service contract, is fully exempt from the reporting, announcement and independent shareholders' approval requirements under Rules 14A.73(6) and 14A.95 of the Listing Rules.

Each of the grant of share units to the directors of significant subsidiaries of the Company is de minimis transaction and is fully exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The 1,246,000 share units granted to the Directors and directors of significant subsidiaries of the Company (the "**Relevant Grantees**") will be satisfied by the Company transferring necessary funds to the independent trustee appointed by the Company for the purpose of the Plan (the "**Trustee**") and instructing the Trustee to acquire Shares through on-market transactions at the prevailing market price. The Company will not issue any new Share in respect of the share units granted to the Relevant Grantees. No other share units were granted to the connected persons of the Company on the date of this announcement.

As a result, the Board has resolved to allot and issue a total of not more than 1,837,000 new Shares to satisfy the rest of grant of share units, which shall be made pursuant to the general mandate ("**General Mandate**") granted by the shareholders of the Company to the Directors to allot, issue and otherwise deal with new Shares at the annual general meeting of the Company held on 20 May 2021 (the "**AGM**").

Assuming that a total of not more than 1,837,000 new Shares are to be allotted and issued by the Company, such new Shares shall represent (i) approximately 0.15% of the total number of Shares in issue as at the date of this announcement; and (ii) approximately 0.15% of the total number of Shares as enlarged by the proposed issue (assuming there is no change in the total number of Shares in issue from the date of this announcement up to the date of such issue). No funds will be raised as a result of the aforesaid proposed issue of new Shares.

Pursuant to the General Mandate, the Company is authorized to allot and issue up to 247,240,485 Shares, representing approximately 20% of the total number of Shares in issue as at the date of the AGM. As at the date of this announcement, 3,241,082 Shares have been allotted and issued under the General Mandate. Accordingly, the maximum number of new Shares which may be issued by the Company under the General Mandate is 243,999,403 Shares, representing approximately 19.73% of the total number of Shares in issue as at the date of the AGM.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, a total of not more than 1,837,000 new Shares.

The Company has not conducted any equity fundraising activities in the past 12 months immediately preceding the date of this announcement.

The new Shares, when issued and fully paid, shall rank *pari passu* among themselves and with the other Shares in issue, with rights to receive all dividends and other distributions declared, made or paid on or after the date of allotment or issue.

By Order of the Board
Fosun Tourism Group
Qian Jiannong
Chairman

28 April 2022

As at the date of this announcement, the executive directors of the Company are Mr. Qian Jiannong, Mr. Henri Giscard d'Estaing, Mr. Xu Bingbin and Mr. Choi Yin On; the non-executive directors are Mr. Xu Xiaoliang and Mr. Pan Donghui; and the independent non-executive directors are Dr. Allan Zeman, Mr. Guo Yongqing and Ms. Katherine Rong Xin.