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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)

CONNECTED TRANSACTION
PROVISION OF LOAN GUARANTEED BY THE
CONTROLLING SHAREHOLDER

LOAN AGREEMENT

On 8 December 2022, Club Med, a non-wholly owned subsidiary of the Company (as the lender), entered into the Loan Agreement with the Borrower (as the borrower), pursuant to which Club Med agreed to provide a loan to the Borrower in the principal amount of EUR10 million (approximately HKD82,169,000 from the date of the Loan Agreement to 9 June 2025).

GUARANTEE AGREEMENT

On 7 December 2022, Fosun International (as the guarantor) and Club Med (the beneficiary) entered into the Guarantee Agreement, pursuant to which Fosun International irrevocably and unconditionally guarantees Club Med the punctual performance by the Borrower of its payment obligations under the Loan Agreement.

LISTING RULES IMPLICATION

Club Med is a subsidiary of the Company and the Borrower is a subsidiary of Fosun International which is the controlling shareholder of the Company with 78.06% equity interests as at the date of this announcement. Therefore, the transaction contemplated under the Loan Agreement and the Guarantee Agreement constitute connected transactions of the Company pursuant to Chapter 14A of the Listing Rules. As one or more applicable percentage ratios in respect of the transaction contemplated under the Loan Agreement and the Guarantee Agreement exceed 0.1% but all are less than 5%, the Loan Agreement and the Guarantee Agreement are therefore subject to the reporting, annual review and announcement requirements but is exempt from the requirement of independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

To strengthen its mountain leadership strategy in APAC with a project of two new ski resorts in Kiroro, Japan, thus creating synergies with the existing ski resorts Club Med Tomamu and Club Med Sahoro, Club Med signed agreements to manage Club Med Kiroro Peak and Club Med Kiroro Grand which are owned by the Fosun International Group (“**Kiroro Project**”).

In order to ensure prompt opening in December 2022 of Club Med Kiroro Peak resort in a very challenging background for construction industry, Club Med accepted to support the Kiroro Project by providing the Loan to the operator of Club Med Kiroro. Consequently, on 8 December 2022, Club Med, a non-wholly owned subsidiary of the Company (as the lender), entered into the Loan Agreement with the Borrower (as the borrower), pursuant to which Club Med agreed to provide a loan to the Borrower in the principal amount of EUR10 million (approximately HKD82,169,000) from the date of the Loan Agreement to 9 June 2025 (the “**Loan**”). On 7 December 2022, Fosun International (as the guarantor) and Club Med (the beneficiary) entered into the Guarantee Agreement, pursuant to which Fosun International irrevocably and unconditionally guarantees Club Med the punctual performance by the Borrower of its payment obligations under the Loan Agreement.

LOAN AGREEMENT

The principal terms of the Loan Agreement are set out below:

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| Date | : | 8 December 2022 |
| Parties | : | (i) Club Med (as the lender); and (ii) the Borrower (as the borrower). |
| Principal amount | : | EUR10,000,000 (approximately HKD82,169,000) |
| Interest rate | : | 5.59% per annum. |

The interest rate is determined based on the comparable uncontrolled price method with arm’s length negotiation with reference to the credit profile of the Borrower and the guarantee provided by Fosun International.

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| Maturity date | : | The Borrower shall repay all amounts in principal and interest due under the Loan on 9 June 2025 (the “ Maturity Date ”). |
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- Voluntary repayment : The Borrower may prepay the Loan or any part thereof at any time before the Maturity Date without penalty provided that a ten (10) business days' prior written notice is given to Club Med.
- Purpose of the Loan : The Borrower shall apply all amounts of the Loan exclusively towards the financing of (i) the construction costs related to the renovation of Kiroro Peak resort, (ii) the acquisition costs of the small operating equipment, (iii) the pre-opening budget and (iv) working capital, in order to deliver and open Kiroro Peak resort compliant with the Club Med concept and system and allow its commercialization by Club Med, acting as marketer, appointed by the Borrower.
- Guarantee : As a guarantee for the payment of all amounts due (both the principal amount and interests) by the Borrower to Club Med under the Loan Agreement, Fosun International shall enter into a guarantee agreement covering a maximum guaranteed amount of EUR11,500,000 (approximately HKD94,494,350).

The Group will finance the Loan from its internal resources.

GUARANTEE AGREEMENT

The principal terms of the Guarantee Agreement are set out below:

- Date : 7 December 2022
- Parties : (i) Fosun International (as the guarantor); and
(ii) Club Med (as the beneficiary).
- Guarantee : Fosun International irrevocably and unconditionally guarantees Club Med the punctual performance by the Borrower of its payment obligations under the Loan Agreement and is jointly and severally liable with Club Med for such obligations up to a maximum amount of EUR11,500,000 (approximately HKD94,494,350).

- Period : From the date of the Loan Agreement (included) and ending on the date (included) on which
- (i) Thirty days following the termination of the Loan Agreement if there is no valid claim by Club Med against Fosun International under the Guarantee Agreement remains outstanding and/or unpaid and Club Med has provided written notification to Fosun International; or
 - (ii) Club Med notifies Fosun International in writing that Fosun International has been released from the Guarantee Agreement.

REASONS FOR AND BENEFIT OF ENTERING INTO THE LOAN AGREEMENT AND THE GUARANTEE AGREEMENT

To strengthen its mountain leadership strategy in APAC with a project of two new ski resorts in Kiroro, Japan, thus creating synergies with the existing ski resorts Club Med Tomamu and Club Med Sahoro, Club Med signed agreements to manage Kiroro Project. In order to ensure prompt opening in December 2022 of Club Med Kiroro Peak resort in a very challenging background for construction industry, Club Med accepted to support the Kiroro Project by providing the Loan to the operator of Club Med Kiroro.

Based on the foregoing, the Directors (including the independent non-executive Directors) are of the view that the terms of the Loan Agreement and the Guarantee Agreement were determined after arm's length negotiation, and the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Company and are on normal commercial terms or better, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Mr. Xu Xiaoliang, being a Director also holding a directorship in Fosun International, has abstained from voting on the board resolution approving the Loan Agreement and the Guarantee Agreement and the transactions contemplated thereunder. Save as disclosed above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as of the date of this announcement, none of the Directors has any material interests in the Loan Agreement and the Guarantee Agreement and the transactions contemplated thereunder or shall abstain from voting in respect of the relevant resolutions.

INFORMATION OF THE PARTIES TO THE LOAN AGREEMENT

The Group

The Group is one of the world's leading leisure-focused integrated tourism groups, and the largest leisure tourism resorts group worldwide, in terms of revenue in 2019 according to Frost & Sullivan's report. The Group provides a wide range of tourism and leisure services which comprise its three main business sectors: (i) resorts, including brands like Club Med, Club Med Joyview, as well as Casa Cook and Cook's Club; (ii) tourism destinations, which the Company develops, operates and manages, including Atlantis Sanya, and Lijiang FOLIDAY Town, Taicang FOLIDAY Town, which are developed and operated under self-owned brand "FOLIDAY Town"; and (iii) services and solutions in various tourism and leisure settings.

The Borrower

The Borrower is a subsidiary of Fosun International with 100% interests controlled by Fosun International and is principally engaged in the leasing and operating of Kiroro Peak and Grand resorts.

Fosun International

Fosun International is incorporated under the laws of Hong Kong and its shares are listed and traded on the Main Board of the Hong Kong Stock Exchange with stock code 00656. Fosun International is a global innovation-driven consumer group with mission to provide high-quality products and services for families around the world in Health, Happiness, Wealth and Intelligent Manufacturing business segments.

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, as of the date of this announcement, Fosun International was indirectly held by Mr. Guo Guangchang as to 73.53% of equity interest.

LISTING RULES IMPLICATIONS

Club Med is a subsidiary of the Company and the Borrower is a subsidiary of Fosun International which is the controlling shareholder of the Company with 78.06% equity interests as at the date of this announcement. Therefore, the transaction contemplated under the Loan Agreement and the Guarantee Agreement constitute connected transactions of the Company pursuant to Chapter 14A of the Listing Rules.

As one or more applicable percentage ratios in respect of the transaction contemplated under the Loan Agreement and the Guarantee Agreement exceed 0.1% but all are less than 5%, the Loan Agreement and the Guarantee Agreement are therefore subject to the reporting, annual review and announcement requirements but is exempt from the requirement of independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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| “associate(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Board” | the board of Directors of the Company; |
| “Borrower” | New KRH Co., Ltd., a subsidiary of Fosun International with 100% interests controlled by Fosun International and was incorporated in accordance with the laws of Japan; |
| “Club Med” | CLUB MED SAS, a non-wholly owned subsidiary of the Company with 97.44% equity interests and is incorporated under the laws of France, incorporated with the Register of Trade and Companies of Paris under number 573 185 684; |
| “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); |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Director(s)” | the director(s) of our Company; |
| “Fosun International” | Fosun International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 656); |
| “Fosun International Group” | Fosun International and its subsidiaries (other than the Group); |
| “Group” | the Company and its subsidiaries from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “independent third party(ies)” | has the meaning ascribed to it under the Listing Rules; |
| “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; |

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| “Main Board” | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange; |
| “normal commercial terms or better” | has the meaning ascribed to it under the Listing Rules; |
| “PRC” or “China” | the People’s Republic of China, and for the purposes of this announcement only, excluding Hong Kong, Macau and Taiwan; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “Share(s)” | ordinary share(s) in the share capital of the Company with a par value of EUR0.0001 each; |
| “Shareholders” | holder(s) of our Share(s); |
| “Stock Exchange” | the Stock Exchange of Hong Kong Limited; |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules; |
| “%” | per cent. |

By order of the Board
Fosun Tourism Group
Xu Xiaoliang
Chairman

Hong Kong, 13 December 2022

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