

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.

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)

CONTINUING CONNECTED TRANSACTION ADMINISTRATIVE SERVICES FRAMEWORK AGREEMENT

INTRODUCTION

The Board hereby announces that on 9 March 2023, the Company entered into the Framework Agreement with Fosun International (as the services provider), pursuant to which Fosun International Group shall provide Administrative Services to the Group.

FRAMEWORK AGREEMENT

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

Date : 9 March 2023

Parties : (i) the Company; and
(ii) Fosun International.

Conditions precedent : (i) the Framework Agreement and the transactions contemplated thereunder having been duly approved by the Board and at the general meeting (if applicable) of Company;
(ii) the Framework Agreement and the transactions contemplated thereunder having been duly approved by the board of directors and at the general meeting (if applicable) of Fosun International; and
(iii) (if applicable) clearance of relevant announcement(s) and circular(s) by the Stock Exchange in relation to the Framework Agreement and the transactions contemplated hereunder having been obtained.

- Term : From 9 March 2023 to 31 December 2025
- Nature of transactions : During the term of the Framework Agreement, Fosun International Group shall provide the followings to the Group: 1) information technology-related products, technical support and consulting services (“**IT Services**”); 2) comprehensive management services (“**Comprehensive Management Services**”), including recruitment services, human resources services, change of industrial and commercial information services and training services; 3) insurance services (“**Insurance Services**”) (collectively, “**Administrative Services**”).
- Pricing policy : The Company and Fosun International or their respective subsidiaries shall enter into separate implementation agreements in accordance with terms of the Framework Agreement.

Each of implementation agreements shall set out, amongst other things, the specifications for the particular transactions including but not limited to the parties of the agreements, the specifications of the products and/or services, the prices of the products and/or services and the terms of the agreements. Each of the implementation agreements must comply with the terms of the Framework Agreement, the Listing Rules and applicable laws.

The fees for IT Services will take the unit price of products and/or services as a base with reference to the price of similar products/services in the market, adjusted by the quantity of products and/or services, term of the services and the difficulty of the project design.

The fees for Comprehensive Management Services will be set according to the content, quantity, term and responsibility of the services with reference to the price of similar products/services in the market.

The fees under the implementation agreements for Insurance Services will be set according to market trends, level of risks, condition of enterprises and content of the services.

The terms of each implementation agreement shall be agreed following arm's length negotiations between the relevant parties, but in any event at terms and prices no more favourable than those offered by the Fosun International Group to an independent third party or those offered by an independent third party to the Group in relation to the same or similar type of services.

- Termination : The Framework Agreement and the transactions contemplated thereunder may be terminated under any of the following events:
- (i) If either party to the Framework Agreement commits material breach to the Framework Agreement and the breaching party fails to remedy within a reasonable period specified in the written notice sent by the other party, the non-breaching party may terminate the Framework Agreement.
 - (ii) Each party to the Framework Agreement may terminate the Framework Agreement by sending a written notice to the other party three months in advance.

HISTORICAL AMOUNT

The historical amounts for similar transactions between Fosun International Group and the Group for the three financial years ended 31 December 2020, 2021 and 2022 are as follows:

	For the year ended 31 December		
	2020	2021	2022
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i> <i>(unaudited)</i>
Historical amount in relation to Administrative Services	1.66	1.24	8.14

ANNUAL CAPS AND BASIS FOR DETERMINING THE ANNUAL CAPS

The proposed annual caps for the transactions contemplated under the Framework Agreement for the three financial years ending 31 December 2023, 2024 and 2025 are as follows:

	For the years ended 31 December		
	2023	2024	2025
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
Annual caps for Administrative Services	15.00	15.10	15.20

In assessing the annual caps, the Board has considered a number of factors including the historical amounts of similar transactions between Fosun International Group and the Group, the historical transaction amount of Administrative Services provided by Fosun International Group to the Group, and potential cooperation opportunities between both parties in the future.

Transactions under the Framework Agreement will be financed by the internal resources of the Group.

REASONS FOR AND BENEFIT OF ENTERING INTO THE FRAMEWORK AGREEMENT

In respect of the IT Services, 1) Fosun International Group outsources the cloud products/services procured by the Group from it to independent third-party service providers. As Fosun International Group has a large procurement volume and can obtain relatively favourable prices, therefore the Company can enjoy relatively favourable prices when procuring IT Services from Fosun International Group compared with the procurement of IT Services from independent third-party service providers by the Company separately; and 2) the products provided by Fosun International Group's financial sharing units rank top in the market, which can help the Company to improve the efficiency of financial accounting, reduce costs and improve the quality of financial auditing. In respect of the Comprehensive Management Services and Insurance Services, Fosun International Group has specialised subsidiaries which are engaged in corporate management consulting and insurance service business, and have a better understanding of the Group's business and needs, therefore it would be more efficient to enter into contracts with them.

Based on the foregoing, the Directors (including the independent non-executive Directors) are of the view that the terms of the Framework Agreement and the proposed annual caps 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 and Mr. Huang Zhen, being Directors also holding directorships in Fosun International, have abstained from voting on the board resolution approving the Framework Agreement and the transactions contemplated thereunder. Save as disclosed above, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as of the date of this announcement, none of the Directors has any material interests in the Framework Agreement and the transactions contemplated thereunder or shall abstain from voting in respect of the relevant resolutions.

INFORMATION OF THE PARTIES TO THE FRAMEWORK AGREEMENT

The Group

In terms of revenue in 2019 and according to the Frost & Sullivan's report, the Group is one of the world's leading leisure-focused integrated tourism groups, and the largest leisure tourism resorts group worldwide. The Group provides a wide range of tourism and leisure services comprising its three main business sectors: (i) resorts, including brands under its management like Club Med, Club Med Joyview, as well as Casa Cook and Cook's Club; (ii) tourism destinations in 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 based on various tourism and leisure settings.

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 (stock code: 00656). Fosun International is a global innovation-driven family consumption group with a mission to provide high-quality products and services for families around the world in four major business segments, including Health, Happiness, Wealth and Intelligent Manufacturing.

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

LISTING RULES IMPLICATIONS

As at the date of this announcement, Fosun International is the controlling shareholder of the Company holding 78.01% equity interests. Therefore, the transaction contemplated under the Framework Agreement constitutes 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 Framework Agreement exceed 0.1% but all of them are less than 5%, the Framework Agreement is therefore subject to the reporting, annual review and announcement requirements but is exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

“associate”	has the meaning ascribed to it under the Listing Rules;
“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);
“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);
“Framework Agreement”	the framework agreement dated 9 March 2023 entered into between the Company and Fosun International;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	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;

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM 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;
“Property(ies)”	hotels, apartments and/or other properties;
“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

9 March 2023

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, 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.