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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)

PROFIT WARNING

This announcement is made by Fosun Tourism Group (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board of directors (the “**Board**”) of the Company wishes to inform shareholders (the “**Shareholders**”) and potential investors of the Company that, based on a preliminary view of the unaudited consolidated management accounts of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2024 (the “**Period**”), the net profit/loss attributable to equity holders of the Company for the Period will fall in the range between RMB50 million net loss and RMB10 million net profit, as compared to the audited net profit attributable to equity holders of the Company of RMB307.2 million for the financial year ended 31 December 2023 (the “**Profit Estimate**”). The Board believes that the deterioration in the financial performance of the Group for the Period is mainly attributable to declined property sales in 2024 due to the housing market downturn in China.

The information contained in this announcement is only based on a preliminary review by the Board on the unaudited consolidated management accounts of the Group for the Period. The information currently available to the Board is subject to finalisation and may be amended as necessary, and has not been confirmed or reviewed by the Company’s auditors. The actual results of the Group for the Period may significantly differ from the information described in this announcement. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

PROFIT FORECAST

On 10 December 2024, the Company issued an announcement (the “**Rule 3.5 Announcement**”) pursuant to Rule 3.5 of the Hong Kong Code on Takeovers and Mergers (the “**Code**”). As this announcement is made after the Rule 3.5 Announcement and therefore during the offer period for the purposes of the Code, the Profit Estimate is regarded as a profit forecast under Rule 10 of the Code, and needs to be reported on by the Company’s auditors or accountants and the Company’s financial advisers with such reports included in this announcement, and this announcement should contain a statement that the profit forecast has been reported on in accordance with the Code and that the reports have been lodged with the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”).

In view of the requirements of timely disclosure of inside information under Rule 13.09(2) of the Listing Rules and pursuant to Part XIVA of the SFO, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10 of the Code.

Under Rule 10 and Practice Note 2 of the Code, if a profit forecast is made during an offer period and is first published in an announcement, it must be repeated in full, together with the reports from the Company’s auditors and financial advisers on the said profit forecast, in the next document to be sent to the Shareholders by the Company. In this respect, the requisite reports in connection with the Profit Estimate by the Company’s auditors and financial adviser in accordance with Rule 10 of the Code are proposed to be contained in the Scheme Document (as defined in the Rule 3.5 Announcement) to be issued by the Company to the Shareholders in accordance with the Code, which is expected to be the next document to be sent to the Shareholders by the Company.

The Company would therefore like to draw the attention of Shareholders and potential investors to the fact that this announcement does not meet the standard required by, and has not been reported on in accordance with, Rule 10 of the Code. Shareholders and potential investors should exercise caution in placing reliance on the profit forecast, when assessing the merits and demerits of any transaction that may take place in the context of the Rule 3.5 Announcement and when dealing in the Company’s securities.

By order of the Board
Fosun Tourism Group
Xu Xiaoliang
Chairman

Hong Kong, 28 January 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 the announcement have been arrived at after due and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement in the announcement misleading.