
DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained in "Glossary" in this document.

"Accountant's Report"	the report of the Reporting Accountants dated [●], 2026, the text of which is set out in Appendix I to this document
"affiliate(s)"	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"All China Express"	All China Express Limited (跨境全日通有限公司), in which we hold 32.37% equity interest
"Articles" or "Articles of Association"	the articles of association of our Company with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix IV to this document, and as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Beneficial China Travel HK Shareholder(s)"	beneficial owner(s) of China Travel HK Shares held by any nominee, trustee, depositary or any other authorized custodian or third party whose name is entered in the register of members of China Travel HK as the holder of the China Travel HK Shares
"Board" or "Board of Directors"	the board of directors of our Company
"Bridge Shuttle"	The Hong Kong-Zhuhai-Macao Bridge Shuttle Bus Company Limited (港珠澳大橋穿梭巴士有限公司)
"business day" or "Business Day"	any day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
"BVI"	The British Virgin Islands
"Cayman Islands Legal Advisor"	Ogier, our legal advisor as to the Cayman Islands laws
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Clearing Participant"	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant

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“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China”, “Chinese Mainland”, or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this document only, the regions of Hong Kong, Macao and Taiwan of the People’s Republic of China
“China Clear”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限公司)
“China Travel HK”	China Travel International Investment Hong Kong Limited (香港中旅國際投資有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 308), which directly owns the entire issued share capital of the Company immediately prior to the completion of the Spin-off
“China Travel HK Board”	the board of directors of China Travel HK
“China Travel HK Group”	China Travel HK and its subsidiaries
“China Travel HK Share(s)”	ordinary share(s) in the share capital of China Travel HK
“China Travel HK Shareholder(s)”	holder(s) of China Travel HK Share(s)
“close associate”	has the meaning ascribed to it under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act, Cap. 22 (Law No. 3 of 1961, as combined and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	CTG Hongkong and Macao Culture and Tourism Holding Limited (中旅港澳文旅控股有限公司)
“Compliance Advisor”	Somerley Capital Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules

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“continuing connected transactions(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, with respect to our Company, refers to CTG, CTS (Holdings), CTS Asset Management and Hongkong New Travel
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CTG”	China Tourism Group Corporation Limited (中國旅遊集團有限公司), a central state-owned enterprise under the direct supervision of the State-owned Assets Supervision and Administration Commission of the State Council, and one of our Controlling Shareholders
“CTG Group”	CTG and its subsidiaries and associates, but excluding the Group for the purpose of this document
“CTS Asset Management”	CTS Asset Management (I) Limited, one of our Controlling Shareholders
“CTS (Holdings)”	China Travel Service (Holdings) Hong Kong Limited (香港中旅(集團)有限公司), one of our Controlling Shareholders
“Director(s)” or “our Director(s)”	director(s) of our Company
“Distribution”	the conditional special dividend declared by the China Travel HK Board on [●] as approved and authorized by the China Travel HK Shareholders on [●], to be satisfied by way of a distribution in specie of such number of Shares held by China Travel HK to the Qualifying China Travel HK Shareholders, further details of which are set out in the section headed “The Distribution and Spin-off” in this document
“Excluded Jurisdiction(s)”	the jurisdiction(s) outside Hong Kong in respect of which the China Travel HK Board and our Board have determined, after making relevant enquiries and based on legal advice received, that it is necessary or expedient not to distribute Shares to the China Travel HK Shareholders or the Beneficial China Travel HK Shareholders located or residing in those jurisdictions pursuant to the Distribution, on account of either the legal restrictions under the applicable laws of such jurisdiction(s) and/or the requirements of the relevant regulatory bodies or stock exchanges in such jurisdiction(s)
“Frost & Sullivan”	Frost & Sullivan Limited, our industry consultant

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“Greater Bay Area”	Guangdong-Hong Kong-Macao Greater Bay Area, a city cluster comprising Hong Kong, Macao and nine municipalities in Guangdong Province of the PRC, namely Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing
“Group”, “our Group”, “we”, “our”, or “us”	our Company and, where appropriate, its subsidiaries or, in respect of the period before the Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors, as the case may be
“HKD” or “HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS Accounting Standards”	Hong Kong Financial Reporting Standards, which as collective term include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations as issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Legal Advisor”	Jingtian & Gongcheng LLP, our legal advisor as to Hong Kong laws
	[REDACTED]
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hongkong New Travel”	Hongkong New Travel Investments Ltd. (香港新旅投資有限公司), one of our Controlling Shareholders
“Independent Third Party(ies)”	any person(s) or entity(ies) who, to the best of our Directors’ knowledge, information and belief, is not a connected person of the Company within the meaning of the Listing Rules
“Introduction”	the proposed [REDACTED] of our Company by way of introduction on the Main Board of the Stock Exchange
“Latest Practicable Date”	May 11, 2026 being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

DEFINITIONS

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Macao”	the Macao Special Administrative Region of the PRC
“Macao Legal Advisor”	TH Lawyers & Private Notary, our legal advisor as to Macao laws
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum of Association”	the memorandum of association of our Company with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix IV to this document
“Nomination Committee”	the nomination committee of the Board
“Non-Qualifying China Travel HK Shareholder(s)”	the China Travel HK Shareholder(s) with registered address(es) (as shown on the register of members of China Travel HK on the Record Date) in Excluded Jurisdiction(s), and the China Travel HK Shareholders or the Beneficial China Travel HK Shareholders who are otherwise known by China Travel HK to be located or residing in those jurisdictions, who will not receive the Shares pursuant to the Distribution
“Pearl River Delta”	the region in the southern part of the PRC mainly comprising nine municipalities in Guangdong Province, namely Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing, which forms the delta of the Pearl River
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor as to the PRC laws
“Property Valuer”	Jones Lang LaSalle Limited, an independent property valuer engaged by us
“Province” or “province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the PRC central government
“Qualifying China Travel HK Shareholder(s)”	China Travel HK Shareholder(s) whose name(s) appeared on the register of members of China Travel HK as at the Record Date and not being Non-Qualifying China Travel HK Shareholders

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[REDACTED]

“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	Renminbi yuan, the lawful currency of the PRC
“Retained Group”	China Travel HK together with its subsidiaries, excluding our Group
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a par value of HKD0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Sponsor”	China Galaxy International Securities (Hong Kong) Co., Limited
“Spin-off”	the spin-off of our Group from the China Travel HK Group by way of the Distribution and the separate [REDACTED] of our Shares on the Main Board of the Stock Exchange by way of introduction
“Spin-off Business”	the businesses of (i) passenger transportation operations; (ii) hotel operations; and (iii) travel-document and related services carried out by our Group primarily in Hong Kong and Macao
“Spin-off Reorganization”	a reorganization for the purpose of the Spin-off
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“United States” or “U.S.”	the United States of America

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“USD”, “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“%”	per cent

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language marked with “” are provided for identification purposes only.*