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## **China Tourism Group Duty Free Corporation Limited**

### **中國旅遊集團中免股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1880)**

**(1) PROPOSED APPOINTMENT OF AN EXECUTIVE  
DIRECTOR OF THE FOURTH SESSION OF THE BOARD;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(3) CHANGE OF GENERAL MANAGER; AND  
(4) APPOINTMENT OF SENIOR MANAGEMENT**

**(1) PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR OF THE FOURTH  
SESSION OF THE BOARD**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Tourism Group Duty Free Corporation Limited (the “**Company**”) hereby announces that the Company has received a nomination letter submitted by China Tourism Group Co., Ltd., the controlling shareholder of the Company, in accordance with the requirement of relevant laws, regulations and the articles of association of the Company (the “**Articles of Association**”), nominated Mr. LI Gang as an executive Director of the fourth session of the Board.

At the thirty-seventh meeting of the fourth session of the Board convened on January 4, 2023, the Board, with the recommendation of the nomination committee of the Board, proposed to appoint Mr. LI Gang as an executive Director of the fourth session of the Board. Mr. LI Gang will serve for a term commencing from the date of the approval at the general meeting of the Company until the date of expiration of the fourth session of the Board.

Biography details of Mr. LI Gang are set out as follows:

Mr. LI Gang, aged 55, is currently the deputy general manager of China Tourism Group Co., Limited, the controlling shareholder of the Company. He served as the general manager of China International Travel Service Corporation Limited (the former name of the Company) from April 2009 to January 2014, the general manager and director from January 2014 to March 2017, of which he served as a director since February 2014, and the chairman from March 2017 to August 2019. Prior to joining the Company, Mr. LI Gang served as a staff member and a deputy principal staff member of the Department of Personnel, Labor and Education of China National Tourism Administration from August 1989 to December 1994.

Mr. LI Gang obtained a bachelor degree of Arts in history from Jilin University in August 1989.

Mr. LI Gang has confirmed that, saved as disclosed above: (i) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies during the past three years; (ii) he has no relationship with any other directors, senior management or substantial shareholders of the Company or any of its subsidiaries; and (iii) as at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. LI Gang has also confirmed that there is no other information in relation to his appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and there is no other matter in relation to his appointment that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

Mr. LI Gang will not receive any remuneration from the Company. After the appointment of Mr. LI Gang as an executive Director of the fourth session of the Board becomes effective, the Company will enter into a service contract with Mr. LI Gang.

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

At the thirty-seventh meeting of the fourth session of the Board convened on January 4, 2023, the Board proposed to make amendments to certain articles in the Articles of Association.

In order to further improve its corporate governance, in accordance with the Company Law of the People’s Republic of China, the Guideline for the Articles of Association of Listed Companies issued by China Securities Regulatory Commission and other laws, regulations and regulatory documents, and after taking into consideration of the actual situation of the Company, it is proposed to make amendments to certain articles in the Articles of Association as follows:

Original Articles	Proposed Amendments
<p>Article 94</p> <p>General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfill the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>.....</p>	<p>Article 94</p> <p>General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfill the duty thereof, <b><u>the deputy chairman shall preside over the meetings; where the deputy chairman cannot or does not fulfill the duty thereof,</u></b> more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>.....</p>

Original Articles	Proposed Amendments
<p>Article 146</p> <p>.....</p> <p>The board of directors shall have a chairman, and shall be elected by more than half of all directors. If the chairman is unable or fails to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties. The chairman shall serve a term of 3 years, and is eligible for re-election.</p>	<p>Article 146</p> <p>.....</p> <p>The board of directors shall have a chairman <b><u>and a deputy chairman</u></b>, and shall be elected by more than half of all directors. <b><u>The deputy chairman of the Company shall assist the work of the chairman.</u></b> If the chairman is unable or fails to perform his/her duties, <b><u>the deputy chairman shall perform such duties; if the deputy chairman is unable or fails to perform his/her duties,</u></b> a director shall be elected jointly by more than half of the directors to perform such duties. The chairman <b><u>and the deputy chairman</u></b> shall serve a term of 3 years, and <b><u>is are</u></b> eligible for re-election.</p>

Save for the proposed amendments to the Articles of Association set out above, other provisions in the Articles of Association shall remain unchanged.

The full text of the proposed amendments to the Articles of Association was prepared in the Chinese language. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English version of the proposed amendments to the Articles of Association, the Chinese version shall prevail.

### **(3) CHANGE OF GENERAL MANAGER**

The Board recently received a written resignation letter from Mr. CHEN Guoqiang, the general manager of the Company. Mr. CHEN Guoqiang tendered his resignation as the general manager of the Company to the Board due to work arrangements. In accordance with the Company Law of the People's Republic of China and other relevant laws and regulations and the Articles of Association, the resignation of Mr. CHEN Guoqiang shall take effect from the date on which his resignation letter was delivered to the Board.

Mr. CHEN Guoqiang has confirmed that he has no disagreement with the Company and the Board, and there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited.

The Company would like to express its sincere gratitude to Mr. CHEN Guoqiang for his contribution to the development of the Company during his term of office as the general manager of the Company.

The Board further announces that, in accordance with the Company Law of the People's Republic of China and other relevant laws and regulations and the Articles of Association, the Board agreed to appoint Mr. WANG Xuan as the general manager of the Company for a term of office commencing from the date of approval by the Board until the expiry of the term of the fourth session of the Board.

Biographical details of Mr. WANG Xuan are set out as follows:

Mr. WANG Xuan (former name: WANG Dayong), aged 54, is currently an executive Director and a general manager of the Company. Mr. WANG Xuan has been serving as deputy general manager of the Company since August 2019, standing deputy general manager since April 2021, executive Director since May 2021, and general manager since January 2023. At China Duty Free Group Co., Ltd., Mr. WANG Xuan served as director of the investment management department from March 2005 to July 2009, assistant to the general manager from June 2008 to May 2009 and deputy general manager from May 2009 to June 2017. Prior to joining the Company, Mr. WANG Xuan served as deputy general manager of the enterprise management department of China Yuanwang Group General Company from December 1996 to September 1999.

Mr. WANG Xuan obtained a bachelor degree in engineering and economics from the Beijing University of Technology in China in July 1992 and an MBA degree from the University of Science and Technology Beijing in June 2002. Mr. WANG Xuan obtained senior economist qualification from the Beijing Senior Professional Technical Qualifications Evaluation Committee in December 2003.

#### (4) APPOINTMENT OF SENIOR MANAGEMENT

The Board further announces that Mr. WANG Xuan ceased to be the standing deputy general manager of the Company due to work adjustment. In accordance with the Company Law of the People's Republic of China and other relevant laws and regulations and the Articles of Association, and based on the actual situation of the Company, the Board agreed to appoint Mr. CHANG Zhujun as the standing deputy general manager of the Company and Mr. ZHOU Lingjun as the deputy general manager of the Company. The terms of office of Mr. CHANG Zhujun and Mr. ZHOU Lingjun shall commence from the date of approval by the Board until the expiry of the term of the fourth session of the Board.

Biographical details of Mr. CHANG Zhujun and Mr. ZHOU Lingjun are set out as follows:

Mr. CHANG Zhujun, aged 49, is currently the deputy general manager, secretary to the Board and joint company secretary of the Company. Mr. CHANG Zhujun has been the deputy general manager of the Company since November 2019 and secretary to the Board since January 2020. He was appointed as joint company secretary in August 2022 and has been serving as standing deputy general manager since January 2023. At China Duty Free Group Co., Ltd., Mr. CHANG Zhujun served as director of the boutique perfume and cosmetics department from May 2007 to November 2014, director of the perfume and food sales department from November 2014 to December 2018, director of the department for imported liquor, tobacco and food sales and marketing from January 2017 to December 2018, assistant to the general manager from December 2018 to November 2019 and general manager of China Duty Free International Limited (中免國際有限公司) since August 2018.

Mr. CHANG Zhujun obtained a bachelor degree in economics from the Beijing Wuzi University in China in July 1996.

Mr. ZHOU Lingjun, aged 45, is currently the deputy general manager of the Company and concurrently the general manager of the Hainan Branch of the controlling shareholder the Company, China Tourism Group Co., Ltd. Mr. ZHOU Lingjun has been serving as deputy general manager of the Company since January 2023. At the Hainan regional headquarters/Hainan Branch of China Tourism Group Co., Ltd., Mr. ZHOU Lingjun served as the deputy general manager from December 2019 to August 2022, and has been serving as general manager since August 2022. Prior to joining the Company, Mr. ZHOU Lingjun served as the deputy county head, standing member and deputy secretary of the Party Committee of the People's Government of Chengmai County, Hainan Province from December 2011 to December 2019.

Mr. ZHOU Lingjun obtained a bachelor degree of arts from the Anqing Normal University in July 2001 and a master degree in law from Anhui University in July 2004.

Mr. WANG Xuan, Mr. CHANG Zhujun and Mr. ZHOU Lingjun have confirmed that, saved as disclosed above: (i) they have not been a director in any other listed companies during the past three years; (ii) they have no relationship with any other directors, senior management or substantial shareholders of the Company or any of its subsidiaries; and (iii) as at the date of this announcement, they do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. WANG Xuan, Mr. CHANG Zhujun and Mr. ZHOU Lingjun have also confirmed that there is no other information in relation to their appointments that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter in relation to their appointments that needs to be brought to the attention of the Shareholders.

## **GENERAL**

The Company will put forward the ordinary resolutions of the proposed appointment of an executive Director of the fourth session of the Board and proposed appointments of domestic and international auditors, and special resolution of proposed amendments to the Articles of Association for the Shareholders to consider and, if thought fit, approve at the general meeting of the Company (“**General Meeting**”).

A circular containing, details of the proposed appointment of an executive Director of the fourth session of the Board, proposed appointments of domestic and international auditors of the Company, proposed amendments to the Articles of Association and the notice of the General Meeting, will be despatched to the Shareholders in due course.

By order of the Board  
**China Tourism Group Duty Free Corporation Limited**  
**Mr. PENG Hui**  
*Chairman*

Hong Kong, January 4, 2023

*As at the date of this announcement, the members of the board of directors of the Company comprises Mr. PENG Hui, Mr. CHEN Guoqiang and Mr. WANG Xuan as executive directors and Mr. ZHANG Rungang, Mr. WANG Bin, Ms. LIU Yan and Mr. GE Ming as independent non-executive directors.*