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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) POLL RESULTS OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING; (2) CHANGE OF CHAIRMAN AND VICE CHAIRPERSON OF THE BOARD; AND (3) CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

References are made to the notice of the 2024 first extraordinary general meeting (the “EGM”) and the circular (the “Circular”) of China Tourism Group Duty Free Corporation Limited (the “Company”) dated September 27, 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

CONVENING AND ATTENDANCE OF THE EGM

The EGM was held at conference hall, Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing at 2:30 p.m. on Thursday, October 17, 2024.

The EGM was convened by the Board and chaired by Mr. WANG Xuan, chairman of the Board. The Company has five Directors, all of whom attended the EGM. The Company has three supervisors, two of whom attended the EGM. Mr. LIU Defu did not attend due to his business commitments. The general manager of the Company and the secretary to the Board Mr. CHANG Zhujun attended the EGM.

As at the date of the EGM, the total number of issued Shares was 2,068,859,044 Shares (including 1,952,475,544 A Shares and 116,383,500 H Shares), which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM. As at the date of the EGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) and no voting rights of treasury shares were exercised at the EGM; and (ii) no repurchased Shares which were to be cancelled and shall be excluded from the total number of issued Shares for the purpose of the EGM.

To the best knowledge of the Directors having made all reasonable enquiries, as at the date of the EGM, no Shareholder was required to abstain from voting on any of the resolutions at the EGM. There were no restrictions on any Shareholders to cast votes on the resolutions proposed at the EGM. None of the Shareholders have indicated their intention in the Circular to vote against or abstain from voting in respect of any resolution proposed at the EGM.

Shareholders and authorized proxies who attended the EGM are as follows:

The Shareholders, holding in aggregate 1,098,640,309 Shares, representing approximately 53.1037% of the total number of Shares carrying the voting rights on the resolutions, attended the EGM and voted in respect of the resolutions proposed at the EGM in person, by proxy or via network. Among the Shareholders who presented (either in person or by proxies), 3,005 were A Shareholders (or their proxies), holding an aggregate of 1,086,526,447 Shares, representing approximately 52.5182% of the total number of Shares with voting rights and 1 was H Shareholder, holding an aggregate of 12,113,862 Shares, representing approximately 0.5855% of the total number of Shares with voting rights.

POLL RESULTS OF THE EGM

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolutions on Cumulative Voting Basis		Cumulative voting	
		Number of Shares	Percentage (%)
1.	To consider and approve the Resolutions on the Election of Non-independent Directors of the Fifth Session of the Board of the Company.		
1.01	To elect Mr. FAN Yunjun as a non-executive Director of the fifth session of the Board of the Company.	1,095,006,405	99.6692
1.02	To elect Ms. LIU Kun as a non-executive Director of the fifth session of the Board of the Company.	1,094,778,907	99.6485
1.03	To elect Mr. WANG Yuehao as an executive Director of the fifth session of the Board of the Company.	1,095,203,281	99.6872

As more than half of the votes were cast in favor of the above resolutions, these resolutions were duly passed as ordinary resolutions of the Company.

For details of the resolutions, please refer to the Circular.

SCRUTINY OF VOTE-COUNTING AND LEGAL OPINION

Poll voting for the resolutions of the EGM was taken in accordance with Rule 13.39(4) of the Hong Kong Listing Rules and the articles of association of the Company. Pursuant to the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as one of the scrutineers in respect of the vote-taking at the EGM.

Pursuant to the legal opinion issued by Jia Yuan Law Offices, the convening, procedures, qualifications of attendees and convener and voting procedure of the EGM conformed to the requirements of the relevant laws, regulations and the articles of association of the Company and the voting results were lawful and valid.

CHANGE OF CHAIRMAN AND VICE CHAIRPERSON OF THE BOARD

Reference is made to the announcement of the Company dated September 19, 2024, relating to Mr. CHEN Guoqiang's resignation as the executive Director and vice chairman of the Board due to his retirement. The Board further announces that Mr. WANG Xuan has resigned as the chairman of the Board, the chairman of the strategy and sustainability committee of the fifth session of the Board (the "**Strategy and Sustainability Committee**") and the member of the nomination committee of the fifth session of the Board (the "**Nomination Committee**") due to work adjustments, with effect from the date of delivery of his resignation report to the Board (i.e. October 17, 2024).

The Company and the Board would like to express their sincere gratitude to Mr. WANG Xuan for his contribution to the development of the Company during his tenure as the chairman of the Board. Following his resignation, Mr. WANG Xuan will continue to serve as the executive Director of the fifth session of the Board and a member of the Strategy and Sustainability Committee.

Upon the approval by the Nomination Committee, the Board has approved the election of Mr. FAN Yunjun as the chairman of the Board of the fifth session of the Board and Ms. LIU Kun as the vice chairlady of the Board of the fifth session of the Board at the seventeenth meeting of the fifth session of the Board convened on October 17, 2024, with their respective term commencing from the date of consideration and approval by the Board (i.e. October 17, 2024) until the date of expiration of the fifth session of the Board.

CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

At the seventeenth meeting of the fifth session of the Board held on October 17, 2024, the Board elected Mr. FAN Yunjun and Ms. LIU Kun as members of the Strategy and Sustainability Committee, with Mr. FAN Yunjun to serve as chairman of the Strategy and Sustainability Committee; and elected Mr. WANG Yuehao as a member of the Nomination Committee. The term of the above committee members shall commence from the date of consideration and approval by the Board (i.e. October 17, 2024) until the date of expiration of the fifth session of the Board.

The composition of the relevant committees after the change is as follows:

Strategy and Sustainability Committee: Mr. FAN Yunjun (Chairman), Ms. LIU Kun, Mr. CHANG Zhujun, Mr. WANG Xuan, Mr. WANG Qiang.

Nomination Committee: Mr. WANG Qiang (Chairman), Mr. CHANG Zhujun, Mr. WANG Yuehao, Mr. GE Ming, Ms. WANG Ying.

By order of the Board
China Tourism Group Duty Free Corporation Limited
Mr. FAN Yunjun
Chairman of the Board

Beijing, the PRC
October 17, 2024

As at the date of this announcement, the members of the Board comprise Mr. CHANG Zhujun, Mr. WANG Yuehao and Mr. WANG Xuan as the executive Directors, Mr. FAN Yunjun and Ms. LIU Kun as the non-executive Directors, and Mr. GE Ming, Ms. WANG Ying and Mr. WANG Qiang as the independent non-executive Directors.