Rules of Procedure of the Remuneration and Evaluation Committee of the Board of Directors of China Tourism Group Duty Free Corporation Limited

(Amended in December 2025)

Chapter 1 General Provisions

Article 1 In order to further set up and optimize the performance appraisal and evaluation system for the directors and senior management of China Tourism Group Duty Free Corporation Limited (the "Company") and formulate a scientific and effective remuneration management system, the Board of Directors has established the Remuneration and Evaluation Committee (the "Committee") and has formulated these Rules of Procedure in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed, as well as the Articles of Association, the Rules of Procedure of the Board of Directors of the Company and other relevant requirements.

Article 2 The Committee is a special working body established under the Board of Directors of the Company, mainly responsible for formulating the appraisal standards for and conducting appraisal on the directors and senior management of the Company, and formulating and reviewing the remuneration policies and plans for the directors and senior management of the Company, and is accountable to the Board of Directors.

Article 3 The Human Resources Department of the Company is the daily office of the Committee, responsible for the daily work of the Committee such as liaison, organization of meetings, preparation of materials and file management, and the person in charge shall concurrently serve as the secretary to the Committee.

The Office of the Board of Directors of the Company shall cooperate with other relevant departments to provide necessary working conditions for the Committee.

Article 4 These Rules of Procedure are applicable to the Committee and the relevant persons and departments involved in these Rules of Procedure.

Chapter 2 Composition of the Committee

Article 5 The Committee shall consist of three (3) or more directors, of which the majority of the members shall be independent directors (that is, independent non-executive directors). Members of the Committee shall be nominated by the Chairman of the Board of Directors, not less than half of the independent directors or not less than one-third of the directors and are subject to election by the Board of Directors.

Article 6 The Committee shall have one (1) chairman (convener), who is a member and an independent director, and is responsible for presiding over committee work. The chairman shall be nominated by the Chairman of the Board of Directors and appointed by the Board of Directors.

Article 7 The term of office of the Committee shall be consistent with the term of office of the same session of the Board of Directors, and the term of office of a member shall be consistent with that of a director of the same session. A member may be re-elected for consecutive appointments upon expiration of his/her term of office. If a member of the Committee ceases to be a director of the Company during his/her term of office, he/she will be automatically disqualified as a member.

Changes may be made to the members of the Committee during their term of office after discussion and approval by the Board of Directors.

A member of the Committee may be appointed concurrently to act in positions of other special committees under the Board of Directors provided he/she is competent to perform the duties and responsibilities.

Article 8 When the number of members in the Committee falls below the required number of members stipulated in these Rules of Procedure, the Board of Directors shall fill the vacancies in accordance with relevant laws, administrative regulations, departmental rules, normative documents, relevant regulatory rules of the securities regulatory authority and stock exchange where the Company's securities are listed, the Articles of Association, the Rules of Independent Directors of the Company and these Rules of Procedure.

Chapter 3 Duties and Responsibilities of the Committee

Article 9 The primary duties and responsibilities of the Committee are:

(1) to formulate the appraisal standards for directors and senior management and conduct appraisal, formulate and review the remuneration policies and plans for directors and senior management, including the remuneration determination mechanism, decision-making process, and arrangements for payment and clawback, and make recommendations to the Board of Directors on the following matters:

   1. remuneration of directors and senior management;

   2. formulate or change the equity incentive plan and employee share ownership plan, and the incentive participants are granted the rights and interests and the conditions for exercising the rights and interests are fulfilled;

   3. the directors and senior management shall arrange a share ownership plan for the proposed spin-off of its subsidiaries.

(2) to make recommendations to the Board of Directors on the policy and structure for all directors and senior management and on the establishment of formal and transparent procedures to formulate the remuneration policy;

(3) to review and approve the remuneration proposals of the management with reference to the corporate goals and objectives set by the Board of Directors;

(4) to consider the remuneration paid by similar companies, the time to be devoted by and responsibilities of directors and the senior management, the employment conditions of other positions in the Company;

(5) to study and review the Company's payroll management system, payroll budget and implementation;

(6) to review and approve the payment of compensation to executive directors and senior management for loss or termination of employment or appointment so as to ensure that such compensation conforms with the contractual terms or is otherwise fair and reasonable and not excessive;

(7) to review and approve the compensation arrangements in relation to the dismissal or removal of directors as a result of misconduct so as to ensure that such arrangements confirm with the contractual terms or is otherwise reasonable and appropriate;

(8) to ensure that no director or any of his/her associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the "Hong Kong Listing Rules") is involved in determining his/her own remuneration;

(9) to review and/or approve matters relating to share schemes as described in Chapter 17 of the Hong Kong Listing Rules;

(10) other duties and powers as conferred by laws, administrative regulations, departmental rules, normative documents, relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed, these Rules of Procedure and the Board of Directors.

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Committee, the opinions of the Committee and the specific reasons therefor shall be recorded in the resolutions of the Board of Directors and be disclosed.

If necessary, the Committee may engage an intermediary to provide professional advice. The relevant expenses incurred by the Committee in performing its duties shall be borne by the Company.

Article 10 Duties and responsibilities of the chairman of the Committee are:

(1) to convene and preside over meetings of the Committee;

(2) to supervise and inspect the work of the Committee;

(3) to sign relevant documents of the Committee;

(4) to report to the Board of Directors on the work of the Committee;

(5) to perform other duties and responsibilities as required or conferred by laws, administrative regulations, departmental rules, normative documents, relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed, these Rules of Procedure and the Board of Directors.

Article 11 Rights and obligations of the members of the Committee are as follows:

(1) to attend meetings of the Committee as scheduled, express opinions on matters for discussion at the meetings, and exercise voting rights;

(2) to suggest topics for discussion at the meetings of the Committee;

(3) to attend or sit-in the relevant meetings of the Company as audience and conduct investigative studies and obtain the required relevant information, such as reports, documents and information, for the purpose of performing duties;

(4) to fully understand the duties and responsibilities of the Committee and his/her own duties as a member of the Committee, familiarize with the operation and management conditions, business activities and development status of the Company relating to his/her duties, ensure his/her capabilities in performing his/her duties;

(5) to provide full assurance for the working time and efforts required to perform his/her duties;

(6) to perform other duties and responsibilities as required or conferred by laws, administrative regulations, departmental rules, normative documents, relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed, these Rules of Procedure and the Board of Directors.

Article 12 The Committee is accountable to the Board of Directors, and proposals from the Committee shall be submitted to the Board of Directors for consideration and decision.

Article 13 The Human Resources Department of the Company is the daily office of the Committee, and is responsible for the preparatory work for the decision-making of the Committee, including but not limited to the provision of following information:

(1) the achievement of major financial indicators and business objectives of the Company;

(2) the scope of work and main responsibilities of directors and senior management of the Company;

(3) the performance appraisal indicators and completion of business performance of directors and senior management of the Company;

(4) to formulate the relevant calculation basis of the Company's remuneration distribution plan and distribution method according to the Company's performance;

(5) to provide the relevant remuneration system and the implementation of the system of the Company as required by the Committee.

Article 14 The Committee shall, in accordance with the performance evaluation standards and procedures, conduct performance evaluation of directors and senior management and formulate remuneration plans.

Chapter 4 Meetings of the Committee

Article 15 The Committee may convene extraordinary meetings on irregular basis according to its needs. The Committee may convene an extraordinary meeting under any of the following circumstances:

(1) when it is necessary in the opinion of the Board of Directors;

(2) when it is necessary in the opinion of the chairman of the Committee;

(3) when proposed by more than two (2) members.

Article 16 The Office of the Board of Directors shall be responsible for duly delivering the meeting notice and meeting documents by hand, by fax, by email or by other means to all members of the Committee and the relevant persons invited to attend the meeting as audience three (3) days prior to the date of convening the meeting. But under special or emergency circumstances, the aforementioned notice period for convening an extraordinary meeting may be exempted. The contents of the notice of meeting shall include the method, time, venue and agenda for convening a meeting, the issue date of the notice, etc.

Article 17 After the members of the Committee have received the notice of meeting, they shall acknowledge receipt on a timely basis through an appropriate method, and feedback with the relevant information (including but not limited to whether he/she will attend the meeting, the arrangement of itinerary, etc.).

Article 18 The members of the Committee shall attend the meeting in person. If a member is unable to attend a meeting in person, he/she may submit an authorization letter signed by him/her to appoint another member of the Committee to attend the meeting on his/her behalf to express opinions. The authorization letter shall state clearly the scope and period of authorization. Each member shall not accept authorizations from more than two (2) members at the same time. If a member, who is independent director, is unable to attend the meeting in person for some reasons, he/she shall review meeting materials in advance to form clear opinions and authorize in writing another member who is also an independent director to attend on his/her behalf.

The authorized member who attends the meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member is unable to attend the meeting of the Committee in person, but has not authorized another member to exercise his/her rights on his/her behalf, he/she will be deemed to have abstained from exercising his/her rights.

Article 19 If a member of the Committee fails to attend the meetings of the Committee in person for two (2) times consecutively, and does not appoint other members of the Committee as representative, or if the number of meetings of the Committee that a member has attended in person within a year is less than three-fourths, such member will be deemed to have failed in performing his/her duties, the Board of Directors may adjust the members of the Committee according to these Rules of Procedure.

Article 20 A meeting of the Committee shall be convened when more than two-thirds of the members are present; each member has one (1) vote; and a resolution made by the meeting shall be passed by more than half of all members. A meeting shall be presided by the chairman of the Committee, and if the chairman of the Committee is unable to attend the meeting, another member who is an independent director may be authorized to chair the meeting.

According to the relevant regulations, where a member shall stop performing his/her duties but has not stop performing his/her duties or shall be removed from his/her duties but has not been removed, when that member attends and votes at a meeting of the Committee, his/her vote shall be invalid and shall not be counted in the quorum.

Article 21 When a discussion is conducted at the meeting of the Committee to study the matters on the agenda of the meeting, members of the Committee shall express their own opinions clearly, independently and sufficiently based on their own judgement; and if unanimous opinions cannot be reached, it shall be recorded in the meeting minutes.

Article 22 Meetings of the Committee shall be convened in the form of physical meetings. On the premise of ensuring that all participating members can fully communicate and express their opinions, upon consent given by the chairman of the Committee, the meeting may be held by video, telephone or other means in accordance with the procedures if necessary.

Article 23 If necessary, the Committee may invite directors, relevant senior management, the relevant experts of the Company or experts and academics in society, as well as intermediaries and relevant persons to attend the meeting as audience. Persons who attend the meeting as audience shall give explanation and presentation as requested by the members of the Committee.

Article 24 If a member of the Committee is interested in the matters to be discussed at the meeting of the Committee, such member shall abstain from attending the meeting.

Article 25 All persons who are attending a meeting are obliged to keep confidential all the matters which have been considered at the meeting, and they are forbidden to disclose any related information without authorization.

Article 26 Meeting minutes shall be compiled for the meetings of the Committee, and the meeting minutes shall be true, accurate and complete, and shall fully reflect the opinions of the participants on the matters considered. Members, recorders and other relevant personnel attending the meeting shall sign on the meeting minutes. The meeting minutes shall be delivered to all members of the Committee within reasonable time after the meeting for seeking their comments.

Article 27 After convening a meeting of the Committee, the secretary to the Committee may prepare the meeting summary of the Committee as necessary.

Article 28 The meeting minutes, meeting summary, authorization letter and other meeting materials arising from the meetings of the Committee shall be kept by the Human Resources Department in accordance with the relevant filing management system of the Company.

The above meeting materials shall be kept at least ten (10) years.

Chapter 5 Supplemental Provisions

Article 29 Unless specified otherwise, the terms used in these Rules of Procedure shall have the same meanings as those used in the Articles of Association.

Article 30 These Rules of Procedure shall be effective after consideration and approval by the Board of Directors.

Article 31 Any matters not provided in these Rules of Procedure shall be executed in accordance with the relevant national laws, administrative regulations, departmental rules, normative documents, the relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed and the provisions of the Articles of Association.

If these Rules of Procedure have conflicts with the national laws and administrative regulations promulgated in future, departmental rules, normative documents, the relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed, and the amended Articles of Association in compliance with legal procedure, the provisions of the relevant laws, administrative regulations, departmental rules, normative documents, the relevant regulatory rules of the securities regulatory authority and the stock exchange at the place where the securities of the Company are listed and the Articles of Association shall prevail, and these Rules of Procedure will be amended accordingly for consideration and approval by the Board of Directors.

Article 32 The Board of Directors of the Company shall have the rights of interpretation and amendment of these Rules of Procedure.

Article 33 These Rules of Procedure are compiled in English and Chinese versions, and if any discrepancy arises between the English and the Chinese versions, the Chinese version shall prevail.