Rules of Procedure of the Nomination 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 regulate the election of directors and senior management of China Tourism Group Duty Free Corporation Limited (the "Company"), optimize the composition of the Board of Directors and improve the corporate governance structure, the Board of Directors has established the Nomination Committee (the "Committee") and 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 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 selection criteria and procedures for directors and senior management, and selecting and reviewing the candidates for directors and senior management and their qualifications, 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) and at least one director shall be of a different gender. 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 selection criteria and procedures for directors and senior management, and take into full consideration factors such as the composition and professional structure of the Board of Directors. The Committee shall select and review the candidates for directors and senior management and their qualifications, and make recommendations to the Board of Directors on the following matters:

   1. nomination, appointment and removal of directors and succession planning for directors (especially the chairman and the general manager);

   2. appointment or dismissal of senior management.

(2) to assess the qualifications of directors and senior management, and where any are found not to meet the qualifications, to promptly recommend their removal/dismissal to the Board of Directors;

(3) to review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors at least annually, assist the Board of Directors in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board of Directors to complement the corporate strategy;

(4) to formulate measurable objectives and ensure the diversity of the Board of Directors based on the actual situation of the Company and taking into account factors such as gender, age, cultural and education background or professional experience;

(5) to assess the independence of independent non-executive directors;

(6) to support the regular evaluation by the Company of the performance of the Board of Directors, and to assess the time commitment of each director and his/her contribution to the Board of Directors and his/her ability to effectively perform his/her duties;

(7) other functions and powers conferred by 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 and the Articles of Association or the Board of Directors.

The Committee shall review the qualifications of the nominated independent directors and form a clear review opinion.

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:

(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 of 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.

Chapter 4 Meetings of the Committee

Article 13 The Committee may convene 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 14 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 and the relevant information.

Article 15 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 16 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 must 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 17 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 18 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 19 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 20 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 21 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 22 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 23 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 24 Meeting minutes shall be compiled for the meetings of the Committee in accordance with the regulations, 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 25 After convening a meeting of the Committee, the secretary to the Committee may prepare the meeting summary of the Committee as necessary.

Article 26 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 27 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 28 These Rules of Procedure shall be effective after consideration and approval by the Board of Directors.

Article 29 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, the departmental rules, normative documents, the relevant regulatory rules of the securities regulatory authority and the stock exchange of 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, the departmental rules, normative documents, the relevant regulatory rules of the securities regulatory authority and the stock exchange of 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 30 The Board of Directors of the Company shall have the rights of interpretation and amendment of these Rules of Procedure.

Article 31 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.