THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Tobacco International (HK) Company Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中煙國際（香港）有限公司
China Tobacco International (HK) Company Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 6055)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
PROPOSED FINAL DIVIDEND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Tobacco International (HK) Company Limited to be held at 3:00 p.m. on Friday, 29 May 2026 at 17/F, Tower A, China Life Center, One Harbour Gate, 18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong is set out on pages 14 to 17 of this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, and in any event so that it is received not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Shareholders are reminded that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM by completing and returning the form of proxy attached to this circular. For the avoidance of doubt, holders of treasury Shares of the Company, if any, are not entitled to vote at the AGM in connection to such treasury Shares.

No refreshment or corporate gift will be provided at the AGM.

24 April 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

Term	Definition
"AGM"	the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 29 May 2026 at 17/F, Tower A, China Life Center, One Harbour Gate, 18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong or any adjournment thereof
"Articles of Association"	The articles of association of the Company
"Board"	the board of Directors
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"CNTC"	China National Tobacco Corporation*(中國煙草總公司), an enterprise incorporated in the PRC and the ultimate controlling shareholder of the Company
"Company"	China Tobacco International (HK) Company Limited(中煙國際(香港)有限公司), a company incorporated in Hong Kong with limited liability and whose Shares are listed on the Stock Exchange
"CTI"	China Tobacco International Inc.*(中國煙草國際有限公司), a company incorporated with limited liability in the PRC and a wholly-owned subsidiary of CNTC
"CTIG"	China Tobacco International Group Limited(中煙國際集團有限公司), a company incorporated in Hong Kong with limited liability and the controlling shareholder of the Company
"Director(s)"	the director(s) of the Company
"Final Dividend"	the proposed final dividend of HK$0.33 per Share and payable in Hong Kong dollars
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of PRC

"Latest Practicable Date"	15 April 2026, being the latest practicable date prior to the finalisation of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"SFO"	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of the Company
"Share Issue Mandate"	the general mandate to Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the resolution approving such mandate
"Share Repurchase Mandate"	the general mandate to Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the resolution approving such mandate
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers as approved by the Securities and Futures Commission

In this circular, the English translation of an entity's or a company's name in Chinese which is marked with "" is for identification purpose only. If there is any inconsistency between the Chinese names of entities or companies established in the PRC and their English translations, the Chinese names shall prevail.*

中煙國際（香港）有限公司
China Tobacco International (HK) Company Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 6055)

Non-Executive Director:
SHAO Yan *(Chairman)*

Executive Directors:
DAI Jiahui
WANG Chengrui
XU Zengyun
MAO Zilu

Independent Non-Executive Directors:
CHOW Siu Lui
WANG Xinhua
QIAN Yi
HE Junhua

Headquarters, Registered Office and Principal Place of Business:
Room 1002, 10/F, Tower A,
China Life Center,
One Harbour Gate,
18 Hung Luen Road,
Hung Hom, Kowloon,
Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
PROPOSED FINAL DIVIDEND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM regarding (i) the granting to the Directors of general and unconditional mandates for the issue and repurchase of the Shares; (ii) payment of Final Dividend; and (iii) the re-election of Directors.

1. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to Directors to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) up to 20% of the total number of issued Shares (excluding any treasury Shares) at the date of passing this ordinary resolution. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Repurchase Mandate (referred to in section 2 below), if granted.

As at the Latest Practicable Date, the total number of issued Shares was 691,680,000 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Share Issue Mandate at the date of passing the resolution approving the Share Issue Mandate will be 138,336,000 Shares, which represent 20% of the total number of issued Shares (excluding any treasury Shares) at the date of passing the ordinary resolution for Share Issue Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Resolutions 5 and 7 in the notice of the AGM set out on pages 15 to 16 of this circular.

The Share Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by law to be held; and (c) the date on which the authority given under the ordinary resolution approving the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to Directors to repurchase Shares up to 10% of the total number of issued Shares (excluding any treasury Shares) at the date of passing this ordinary resolution.

As at the Latest Practicable Date, the total number of issued Shares was 691,680,000 Shares. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate at the date of passing the resolution approving the Share Repurchase Mandate will be 69,168,000 Shares, which represent 10% of the total number of issued Shares (excluding any treasury Shares) at the date of passing the ordinary resolution for Share Repurchase Mandate.

An explanatory statement, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular. The Share Repurchase Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by law to be held; and (c) the date on which the authority given under the ordinary resolution approving the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

3. PROPOSED FINAL DIVIDEND

The Board has recommended the declaration and payment of a final dividend of HK$0.33 per Share and payable in Hong Kong dollars for the year ended 31 December 2025, subject to the Shareholders' approval at the AGM. As at the Latest Practicable Date, the Company has 691,680,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate amount of approximately HK$231,285,000.

For determining the entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Thursday, 4 June 2026 to Tuesday, 9 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed Final Dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 June 2026. The Final Dividend is expected to be paid on or about Friday, 26 June 2026 to the Shareholders whose name appear on the register of members of the Company on Tuesday, 9 June 2026.

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 111 of the Articles of Association, Mr. Xu Zengyun, Mr. Chow Siu Lui, and Mr. Wang Xinhua will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

Mr. Chow Siu Lui was appointed as an independent non-executive Director in December 2018, after review and approval by the Board. Mr. Chow Siu Lui has a wealth of experience in fund raising and initial public offering activities in Hong Kong and accounting and financial areas. With his financial and regulatory expertise, he can contribute to the Board diversity of the Company and is a highly valued and respected member of the Board.

Mr. Wang Xinhua was appointed as an independent non-executive Director in December 2018, after review and approval by the Board. Mr. Wang Xinhua has more than 21 years of experience in the financial management of PRC state-owned enterprises and Hong Kong listed companies and has rich experience in listing compliance matters and providing financial advice to listed companies. With his financial and regulatory expertise, he can contribute to the Board diversity of the Company and is a highly valued and respected member of the Board.

The Board believes that Mr. Chow Siu Lui and Mr. Wang Xinhua will make a significant contribution to the Company with their extensive experience. Each of Mr. Chow Siu Lui and Mr. Wang Xinhua has provided the Company with a confirmation of his independence with reference to the factors set out in Rule 3.13 of the Listing Rules, and the Board is of the view that each of Mr. Chow Siu Lui and Mr. Wang Xinhua is independent. Accordingly, the Board is of the view that each of Mr. Chow Siu Lui and Mr. Wang Xinhua has the character, integrity, independence and expertise to continue to fulfill his role as an independent non-executive Director effectively.

On the basis above, the Board is of the view that the re-election of each of Mr. Chow Siu Lui and Mr. Wang Xinhua as an independent non-executive Director is in the interests of the Company and the Shareholders as a whole, and would recommend each of Mr. Chow Siu Lui and Mr. Wang Xinhua for re-election as an independent non-executive Director at the AGM.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is enclosed, a copy of which can also be obtained via the website of the Company at www.ctihk.com.hk or the website of the Stock Exchange at www.hkexnews.hk. Whether you are able to attend the AGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event so that it is received not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, non-registered holders for its Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting, a resolution put to the vote of Shareholders shall be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the avoidance of doubt, holders of treasury Shares of the Company, if any, are not entitled to vote at the AGM in connection to such treasury Shares.

The chairman of the AGM will exercise his power under Article 74 of the Articles of Association to demand for poll voting on all the resolutions as set out in the notice of the AGM.

The results of the poll on all the resolutions as set out in the notice of the AGM in both English and Chinese will be published on the website of the Company at www.ctihk.com.hk and the website of the Stock Exchange at www.hkexnews.hk in accordance with the Listing Rules.

7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

8. RECOMMENDATION

The Directors consider that all the proposed resolutions set out in the notice of the AGM are in the interests of the Company and the Shareholders as a whole, and recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully
SHAO Yan
Chairman

This is an explanatory statement required to be given to the Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate. This explanatory statement also constitutes the memorandum required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

SHARE CAPITAL

As at the Latest Practicable Date, there were 691,680,000 Shares in issue and the Company did not have any treasury Shares. Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased prior to the AGM, the Directors would be authorised under the Share Repurchase Mandate to repurchase a maximum of 69,168,000 Shares, which represent 10% of the total number of issued Shares (excluding any treasury shares) at the date of passing the ordinary resolution.

REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in net assets of the Company and/or earnings per Share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

FUNDING FOR THE REPURCHASE OF SHARES

Repurchases must be made out of funds which are legally available for such purpose in accordance with all applicable laws of Hong Kong and the Articles of Association. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

There could be adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the proposed Share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

The Directors will, so far as the same may be applicable, exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Hong Kong.

Neither this Explanatory Statement nor the share repurchase mandate has any unusual features.

The Company may cancel repurchased Shares or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of treasury shares (if any) will be subject to the Share Issue Mandate and made in accordance with the Listing Rules and the Companies Ordinance.

To the extent permitted by, and subject to the Company complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance and any other applicable laws and regulations from time to time in force, if there are any treasury shares of the Company deposited with the Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell the Shares to the Company, nor has he undertaken not to do so in the event that the Share Repurchase Mandate is approved by the Shareholders.

SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during the year ended 31 December 2025 and up to the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
January 2025	28.95	21.25
February 2025	30.30	25.20
March 2025	28.60	23.05
April 2025	25.35	19.82
May 2025	35.75	24.50
June 2025	39.20	30.30
July 2025	38.05	29.65
August 2025	41.22	30.62
September 2025	48.10	39.02
October 2025	45.60	37.42
November 2025	40.00	32.94
December 2025	36.60	31.86
January 2026	41.76	33.56
February 2026	46.50	38.04
March 2026	43.38	33.66
April 2026 (up to and including the Latest Practicable Date)	35.50	29.14

TAKEOVERS CODE

Pursuant to Rule 32 of the Takeovers Code, if as a result of a Share repurchase, a Shareholder's proportionate interest in the voting right of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the immediate controlling shareholder of the Company, CTIG, was recorded in the registers required to be kept by the Company under section 336 of the SFO as having an interest in 500,010,000 Shares, representing approximately 72.29% of the number of issued shares of the Company as at that date. In the event that the Share Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by CTIG, the shareholding of CTIG in the Company will be increased to approximately 80.32% of the reduced number of issued shares of the Company immediately after the exercise in full of the Share Repurchase Mandate. Save as disclosed above, the Directors are not aware of any consequences in relation to CTIG which would arise under the Takeovers Code as a result of such share repurchase by the Company. In addition, in exercising the Share Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the year ended 31 December 2025 and up to the Latest Practicable Date.

The particulars of the Directors proposed to be re-elected at the AGM are as follows:

Mr. XU Zengyun（徐增云）
Executive Director and Deputy General Manager

Aged 42
Joined the Company in September 2022
Executive Director and Deputy General Manager of the Company since September 2022

Primary former positions
Deputy director of the cigarette business department of CTIG (2021-2022)
Associate counselor of the Market Development Department of CTI (2019-2021)
Deputy general manager and manager of the marketing department of
China Tobacco International Middle East General Trading FZCO (2019-2020)
Deputy general manager of Radiant Star Trading Co. (L.L.C) (2017-2019)
Principal staff member of the market development department at CTI (2014-2019)
Senior brand manager and deputy brand director of CTBAT International Co. Limited (2013-2016)

Education and Qualifications
Master in management (Renmin University of China)
Bachelor in international economics and trade (Dalian Maritime University)

- Mr. Xu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company

- As at the Latest Practicable Date, Mr. Xu did not hold any interest in the Shares within the meaning of Part XV of the SFO

- Mr. Xu has entered into a service contract with the Company for a term of three years

- Mr. Xu's directorship is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association

- Mr. Xu is not entitled to receive director's remuneration from the Company

- Save as disclosed herein, there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to Mr. Xu that need to be brought to the attention of the Shareholders

Mr. CHOW Siu Lui (鄒小磊)
Independent Non-Executive Director

Aged 65, with a wealth of experience in fund raising and initial public offering activities in Hong Kong and accounting and financial areas
Independent Non-executive Director of the Company since December 2018, lead Independent Non-executive Director since December 2025

Directorships in other listed companies
Independent non-executive director of AGTech Holdings Limited (2022~)
Independent non-executive director of China Everbright Greentech Limited (2017~)
Independent non-executive director of Futong Technology Development Holdings Limited (2016~)
Independent non-executive director of Genertec Universal Medical Group Company Limited (2015~)

Primary former positions
Non-executive director of Renrui Human Resources Technology Holdings Limited (2019-2023)
Partner of VMS Investment Group (HK) Limited (2012-2023)
Independent non-executive director of Global Cord Blood Corporation (2019-2022)
Independent Non-Executive Director of Shanghai Dazhong Public Utilities (Group) Co. Ltd. (2016-2022)
Independent Non-Executive Director of Fullshare Holdings Limited (2013-2021)
Independent Non-Executive Director of Sinco Pharmaceuticals Holdings Limited (2016-2018)
Partner of KPMG Hong Kong (1995-2011)

Education and Qualifications
Fellow member (Hong Kong Chartered Governance Institute HKCGI, formerly known as Hong Kong Institute of Chartered Secretaries HKICS)
Fellow member (Institute of Chartered Secretaries and Administrators)
Fellow member (Hong Kong Institute of Certified Public Accountants, HKICPA)
Fellow member (Association of Chartered Certified Accountants ACCA)
Professional diploma in accountancy (Hong Kong Polytechnic University)

- Mr. Chow does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company

- As at the Latest Practicable Date, Mr. Chow did not hold any interest in the Shares within the meaning of Part XV of the SFO

- Mr. Chow has entered into a service contract with the Company for a term of three years

- Mr. Chow's directorship is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association

- Mr. Chow is entitled to receive a director's fee of HK$360,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Company and prevailing market conditions and reviewed by the remuneration committee of the Company

- Save as disclosed herein, there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to Mr. Chow that need to be brought to the attention of the Shareholders

Mr. WANG Xinhua (王新華)
Independent Non-Executive Director

Aged 70, with more than 21 years of experience in the financial management of PRC state-owned enterprises and Hong Kong listed companies and rich experience in listing compliance matters and providing financial advice to listed companies
Independent Non-executive Director of the Company since December 2018

Directorships in other listed companies
Independent non-executive director of Simcere Pharmaceutical Group Limited (2019~)

Primary former positions
Independent director of China Petroleum Engineering Company Limited (2017-2024)
Independent director of Xinjiang Zhongtai Chemical Company Limited*
(新疆中泰化學股份有限公司) (2017-2022)
Independent director of Guizhou Yibai Pharmaceutical Company Limited (2016-2019)
Independent director of Baoli Lianhe Chemical Engineering Holdings Group Company Limited (previously called Guizhou Jiulian Industrial Explosive Materials Development Company Limited (2016-2019)
CFO of China Petroleum & Chemical Corporation (2009-2015)
Director of the financial planning department of China Petrochemical Corporation (2004-2009)

Education and Qualifications
Professor-level senior accountant (Sinopec Group)
Bachelor (Northeastern University in the PRC)

- Mr. Wang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company

- As at the Latest Practicable Date, Mr. Wang did not hold any interest in the Shares within the meaning of Part XV of the SFO

- Mr. Wang has entered into a service contract with the Company for a term of three years

- Mr. Wang's directorship is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association

- Mr. Wang is entitled to receive a director's fee of HK$360,000 per annum. His emoluments are determined with reference to his duties and responsibilities in the Company and prevailing market conditions and reviewed by the remuneration committee of the Company

- Save as disclosed herein, there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to Mr. Wang that need to be brought to the attention of the Shareholders

* *For identification only*

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中煙國際（香港）有限公司
China Tobacco International (HK) Company Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 6055)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of China Tobacco International (HK) Company Limited (the "**Company**") will be held at 17/F, Tower A, China Life Center, One Harbour Gate, 18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong on Friday, 29 May 2026 at 3:00 p.m. for the following purposes:

1. To receive and consider the Company's audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.33 per Share for the year ended 31 December 2025.

3. To re-elect directors of the Company (the "**Director(s)**"):

   (a) To re-elect Mr. XU Zengyun as a Director;

   (b) To re-elect Mr. CHOW Siu Lui as a Director; and

   (c) To re-elect Mr. WANG Xinhua as a Director.

4. To re-appoint KPMG as the auditor of the Company and authorise the Directors to fix their remuneration.

To consider and if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

5. "**That**:

(a) subject to paragraph (c), a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to allot, issue and dispose of shares in the Company and to make or grant offers, agreements, options or warrants (including any sale or transfer of treasury shares) which would or might require the exercise of such powers;

(b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed twenty per cent (20%) of the total number of issued shares of the Company (excluding any treasury shares) at the date of this Resolution; and that this Resolution shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited as amended from time to time; and

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

6. "**That**:

(a) a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the total number of shares so purchased or otherwise acquired shall not exceed ten per cent (10%) of the total number of issued shares of the Company (excluding any treasury shares) at the date of this Resolution; and

(b) for the purpose of this Resolution: "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

7. "**That**, conditional upon the passing of Resolutions 5 and 6 set out in the Notice convening the AGM, the total number of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution 6 shall be added to the total number of the shares which may be issued pursuant to Resolution 5."

By Order of the Board
SHAO Yan
Chairman

24 April 2026

Notes:

1. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of shares will be registered, and the record date is Friday, 29 May 2026. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.

2. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 4 June 2026 to Tuesday, 9 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 June 2026. The final dividend is expected to be paid on or about Friday, 26 June 2026 to the shareholders whose name appear on the register of members of the Company on Tuesday, 9 June 2026.

3. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he/she holds two or more shares, more person(s) as his/her proxy or proxies to attend and vote instead of him/her. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude the members of the Company from attending and voting in person at the AGM or any adjourned meeting should they so wish. For the avoidance of doubt, holders of treasury shares of the Company, if any, are not entitled to vote at the AGM in connection to such treasury shares.

4. The form of proxy for use at the AGM is enclosed with the circular of the Company to its shareholders dated 24 April 2026. The form of proxy can also be downloaded from the website of the Company at www.ctihk.com.hk and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. To be valid, the form of proxy must be completed, signed and deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

5. The AGM will be held at China Life Center. Shareholders are reminded that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM by completing and returning the form of proxy. No refreshment or corporate gift will be provided at the AGM.

6. If a Typhoon Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the AGM, the meeting will be adjourned. The Government may issue an announcement on "extreme conditions" in the event of, for example, widespread serious obstruction of public transport services, extensive flooding, major landslides or large-scale power outage as a result of a super typhoon or other natural disaster of a substantial scale. The Company will post an announcement on the website of the Company (www.ctihk.com.hk) and the website of the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the board of directors of the Company comprises Mr. Shao Yan, as Chairman and non-executive Director, Mr. Dai Jiahui, Mr. Wang Chengrui, Mr. Xu Zengyun and Ms. Mao Zilu as executive Directors, and Mr. Chow Siu Lui, Mr. Wang Xinhua, Mr. Qian Yi and Ms. He Junhua as independent non-executive Directors.