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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Tourism Group Duty Free Corporation Limited, you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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) WORK REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2025
(2) PROFIT DISTRIBUTION PROPOSAL OF THE COMPANY FOR 2025 AND PROPOSED AUTHORIZATION TO THE BOARD TO FORMULATE THE INTERIM DIVIDEND SCHEME FOR 2026
(3) REMUNERATION STANDARDS AND REMUNERATION SCHEME FOR DIRECTORS OF THE COMPANY FOR THE YEAR 2025
(4) PROPOSED PURCHASE OF LIABILITY INSURANCE FOR THE COMPANY, DIRECTORS AND SENIOR MANAGEMENT
(5) PROPOSED FORMULATION OF THE DIRECTORS' REMUNERATION MANAGEMENT MEASURES OF THE COMPANY
(6) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2026
(7) PROPOSED AMENDMENTS TO THE RULES FOR MANAGEMENT OF EXTERNAL GUARANTEE OF THE COMPANY
(8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(9) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD FOR ISSUANCE OF A SHARES AND/OR H SHARES
(10) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD FOR REPURCHASE OF A SHARES AND/OR H SHARES
(11) NOTICE OF 2025 ANNUAL GENERAL MEETING
AND
(12) NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING

All capitalized terms used in this circular have the meanings set out in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 4 to 20 of this circular.

The AGM will be held at 2:00 p.m. on Friday, June 26, 2026 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing. The notice convening the AGM is set out on pages AGM-1 to AGM-3 of this circular, and the notice convening the H Shareholders' Class Meeting is set out on pages HGM-1 to HGM-2 of this circular.

A form of proxy for use at the AGM and the H Shareholders' Class Meeting was published on the website of HKEX (www.hkexnews.hk) and the website of the Company (www.ctgdutyfree.com.cn). If you intend to appoint a proxy to attend the AGM and/or the H Shareholders' Class Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM and/or the H Shareholders' Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and/or the H Shareholders' Class Meeting or any adjournment thereof should you so wish.

June 5, 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 4

APPENDIX I – WORK REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2025 . . . . . I-1

APPENDIX II – DIRECTORS' REMUNERATION MANAGEMENT MEASURES OF THE COMPANY (DRAFT) II-1

APPENDIX III – EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE GRANTED TO THE BOARD FOR REPURCHASE OF A SHARES AND/OR H SHARES III-1

NOTICE OF 2025 AGM AGM-1

NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING HGM-1

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

"A Share(s)"	domestic share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are listed on the Shanghai Stock Exchange and traded in RMB
"A Shareholder(s)"	holder(s) of A Share(s)
"A Shareholders' Class Meeting"	the 2026 first A Shareholders' Class Meeting of the Company to be held on Friday, June 26, 2026 immediately following the conclusion of the AGM or any adjournment thereof at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing
"AGM"	the 2025 annual general meeting of the Company to be held at 2:00 p.m. on Friday, June 26, 2026 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing or any adjournment thereof
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"associate(s)"	has the meaning ascribed to it in the Hong Kong Listing Rules
"Board"	the board of directors of the Company
"Class Meetings"	A Shareholders' Class Meeting and H Shareholders' Class Meeting
"Central SASAC"	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
"Company"	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 PRC with limited liability whose A Shares are listed on the Shanghai Stock Exchange (stock code: 601888) and H Shares are listed on the Hong Kong Stock Exchange (stock code: 1880)

"Company Law"	Company Law of the People's Republic of China (2023 Revision)
"connected person(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Controlling Shareholder"	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to CTG
"CTG"	China Tourism Group Co., Ltd. (中國旅遊集團有限公司), a limited liability company incorporated in the PRC on January 3, 1987, which is a state-owned enterprise under the control and supervision of the Central SASAC, the Controlling Shareholder of the Company
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each, which is/are listed on the Hong Kong Stock Exchange and overseas listed foreign share(s) traded in Hong Kong dollars
"H Shareholder(s)"	holder(s) of H Share(s)
"H Shareholders' Class Meeting"	the 2026 first H Shareholders' Class Meeting of the Company to be held on Friday, June 26, 2026 immediately following the conclusion of the AGM and the A Shareholders' Class Meeting or any adjournment thereof at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"HKEX"	Hong Kong Exchanges and Clearing Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time

"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	May 29, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
"Listing"	the listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	comprising A Share(s) and H Share(s)
"Shareholder(s)"	shareholder(s) of the Company, including holder(s) of A Share(s) and holder(s) of H Share(s)
"%"	percentage

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)

Non-executive Directors:
Mr. FAN Yunjun
Ms. LIU Kun

Executive Directors:
Mr. CHANG Zhujun
Mr. WANG Yuehao
Mr. WANG Xuan

Independent Non-executive Directors:
Mr. GE Ming
Ms. WANG Ying
Mr. WANG Qiang

Registered Office:
8/F, Building A
No. A2 Dongzhimenwai Xiaojie
Dongcheng District
Beijing
PRC

Principal Place of Business in Hong Kong:
16/F, Everbright Centre
108 Gloucester Road
Wanchai
Hong Kong

To the Shareholders

Dear Sir or Madam,

(1) WORK REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2025
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I. INTRODUCTION

The purpose of this circular is to provide you with information of the resolutions to be considered at the AGM and the H Shareholders' Class Meeting and set out the notices of the AGM and the H Shareholders' Class Meeting, and to provide you with all information reasonably necessary to enable you to make an informed decision in respect of voting on the proposed resolutions at the AGM and the H Shareholders' Class Meeting.

(1) Work Report of the Board of Directors of the Company for the Year 2025

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Board of Directors of the Company for the year 2025. Such report has been considered and approved at the twenty-ninth meeting of the fifth session of the Board of the Company, the full text of which is set out in Appendix I to this circular.

(2) Profit Distribution Proposal of the Company for 2025 and Proposed Authorization to the Board to Formulate the Interim Dividend Scheme for 2026

Pursuant to the Company Law, the Guidelines for the Supervision of Listed Companies No. 3 – Cash Dividend Distribution of Listed Companies (《上市公司監管指引第3號 – 上市公司現金分紅》) and other relevant laws and regulations as well as the provisions of the Articles of Association, when a listed company convenes its annual general meeting to consider and approve the annual profit distribution proposal, it may also consider and approve the conditions, cap on the ratio, cap on the amount, and other matters for the interim cash dividend for the following year. In order to ensure that Shareholders receive sustained and stable returns and support the normal operation and long-term development of the Company, taking into account the characteristics of the industry in which the Company operates, its own development situation and capital requirements, and following the review and approval by the twenty-ninth meeting of the fifth session of the Board of the Company, an ordinary resolution will be proposed at the AGM to consider and approve (i) the profit distribution proposal of the Company for 2025 and (ii) the proposed authorization to the Board to formulate the interim dividend scheme for 2026, details of which are as follows:

Profit Distribution Proposal for 2025

Upon audit, as of December 31, 2025, the undistributed profit of the Company as of the end of the period was RMB2,878,810,283.39. The Company proposes, on the basis of the total share capital registered on the equity record date for the implementation of equity distribution, to distribute a cash dividend of RMB0.45 (tax included) per Share to all Shareholders, amounting to an aggregate cash dividend of RMB935,008,489.80 (tax included). The total cash dividend of the Company for the year (including the interim cash dividend already distributed) amounts to RMB1,452,223,250.80 (accounting for 40.50% of the net profit attributable to the Shareholders of the listed company for 2025), and the remaining undistributed profits will be carried forward to the following year.

The aforesaid cash dividend is denominated and declared in RMB, and will be paid to A Shareholders in RMB, and paid to H Shareholders in Hong Kong dollars. The actual amount distributed in Hong Kong dollars shall be calculated based on the average benchmark exchange rate of RMB against Hong Kong dollars published by the PBOC for the five working days prior to and including the date of the AGM.

If the profit distribution proposal is approved at the AGM, H Share dividends will be paid on Friday, August 14, 2026, to Shareholders listed on the register of members of the H Shares of the Company after the close of the market on the record date, Monday, July 13, 2026. In order to determine the list of Shareholders who are entitled to the H Share dividends, the

register of members of the H Shares of the Company will be closed from Wednesday, July 8, 2026 to Monday, July 13, 2026, both days inclusive, during which period no transfer of H Shares shall be effected. In order to qualify for the H Share dividends, all properly completed transfer documents accompanied by the relevant share certificates must be lodged to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, July 7, 2026. A Share dividends will be distributed in accordance with the relevant A Share regulations.

Proposed Authorization to the Board to Formulate the Interim Dividend Scheme for 2026

To stabilize investors' dividend expectations and further enhance investors' sense of gain, and in accordance with the relevant provisions of the Guidelines for the Supervision of Listed Companies No. 3 – Cash Dividend Distribution of Listed Companies and other applicable requirements, the Company proposes that the general meeting authorize the Board, subject to the satisfaction of profit distribution conditions, to appropriately add one interim dividend distribution when disclosing the interim results announcement or the third quarterly report of 2026, and to formulate and implement a specific interim dividend scheme.

The Company may distribute the interim dividend for 2026 only if all three of the following conditions are met: (i) the net profit attributable to the Shareholders of the listed company in the consolidated financial statements for the period is positive; (ii) the Company's cash flow can meet its funding needs for daily operations, capital expenditures and others; and (iii) the distribution will not affect the normal operation and sustainable development of the Company.

The amount of the Company's interim dividend for 2026 is expected not to exceed 30% of the net profit attributable to the Shareholders of the listed company in the consolidated financial statements for the period.

If this proposal is approved at the AGM, the specific interim dividend scheme shall be separately considered and formulated by the Board within the scope of authorization granted by the general meeting.

Tax Relief and Exemption on Dividend Income of Holders of Listed Securities

Individual Investors

Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家税務總局關於國税發[1993]045號 文件廢止後有關個人所得税徵管問題的通知》(國税函[2011]348號)), dividend and bonus income received by overseas resident individual shareholders from the issuance of shares in Hong Kong SAR by domestic non-foreign invested enterprises shall be subject to the payment of individual income tax according to the item of "interest, dividend and bonus income", which shall be withheld by the withholding agents according to the law. The overseas resident individual shareholders who

hold the shares issued by domestic non-foreign invested enterprises in Hong Kong SAR are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties signed between the countries where they reside and the PRC and the tax arrangements between the Mainland China and Hong Kong SAR (Macau SAR). The relevant dividend tax rate under the relevant tax treaties and tax arrangements is generally 10%. For the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong SAR may, when distributing dividends and bonuses, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents from countries under treaties to be entitled to tax rates lower than 10%, in accordance with the Administrative Measures for Non-resident Taxpayers to Enjoy Treatments under Tax Treaties (Announcement of the State Administration of Taxation [2019] No. 35) (《非居民納税人享受協定待遇管理辦法》(國家税務總局公告2019年第 35號)), if the individual H shareholders are residents from countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate lower than 10%, such individual H shareholders shall voluntarily submit statements to the companies in order to enjoy the agreed treatment, and keep relevant materials for inspection. If the information provided is complete, the companies shall withhold the tax in accordance with the provisions of the PRC tax laws and treaties; (2) for residents of countries which have entered into tax treaties with the PRC stipulating a tax rate of more than 10% but less than 20%, the withholding agents shall withhold the individual income tax at the agreed effective tax rate when distributing dividends and bonuses, and are not obligated to file an application for approval; (3) for residents of countries without tax treaties or under other circumstances, the withholding agents shall withhold the individual income tax at a rate of 20% when distributing dividends and bonuses.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (Guo Shui Han [2006] No. 884) (《內 地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》(國税函[2006]884號)) signed on August 21, 2006, the PRC government may impose tax on dividends payable by a PRC company to a Hong Kong SAR resident, but such tax shall not exceed 10% of the gross amount of dividends payable, and in the case where a Hong Kong SAR resident holds at least 25% of the equity interests in the PRC company, such tax shall not exceed 5% of the gross amount of dividends payable by the PRC company.

Pursuant to the Notice of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《財政部國家税務總局證監會關於滬港股票市場交易互聯互通機制試點有關税收政策的通知》(財税[2014]81號)) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關税收政策的通知》(財税[2016]127號)), for dividends and bonuses received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H-share companies shall withhold individual income tax at the rate of 20%.

Enterprises

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法》) and the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得税法實施條例》) which came into effect on January 1, 2008, a non-resident enterprise is subject to a 10% enterprise income tax on PRC-sourced income, if it does not have an establishment or place of business in the PRC, or has an establishment or place of business but the dividends and bonuses received have no actual connection with such establishment or place of business. Such withholding tax may be reduced or exempted pursuant to an applicable double taxation avoidance treaty. Any H Shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees or trustees, other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. The Company will distribute dividend to such non-individual Shareholders after withholding enterprise income tax at the rate of 10%.

Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding and Paying the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》(國税函[2008]897號)), a PRC resident enterprise, when distributing dividends for 2008 and for the years thereafter to H shareholders who are overseas non-resident enterprises, shall withhold and pay enterprise income tax at a uniform rate of 10%.

For dividends and bonuses received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, individual income tax shall be levied in accordance with the Notice of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127). For dividend and bonus income received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the H-share companies shall not withhold income tax on dividends and bonuses, and the enterprises shall report and pay the income tax themselves.

For the non-resident enterprise Shareholders of the Company, pursuant to the provisions of the Enterprise Income Tax Law of the People's Republic of China amended in 2018 and the Implementation Rules of the Enterprise Income Tax Law of the People's Republic of China amended in 2019 (hereinafter collectively referred to as the "**Enterprise Income Tax Law**" (《企業所得税法》)) and other relevant laws and regulations, from January 1, 2008, where a PRC domestic enterprise distributes dividends to non-resident enterprise shareholders (i.e. legal person shareholders) for accounting periods beginning on January 1, 2008, the enterprise income tax shall be withheld and paid by the payer as the withholding agent. Therefore, the Company is required to withhold and pay 10% enterprise income tax when it distributes dividend to non-resident enterprise holders of H Shares whose names appear on the register of

members of the Company on the record date. In respect of all H Shareholders whose names appear on the H Share register of members as at the record date who are not registered as individuals (including HKSCC Nominees Limited, other corporate nominees or trustees, and other entities or organizations, which are all considered as non-resident enterprise shareholders), the Company shall distribute dividend after deducting 10% income tax.

H Shareholders shall pay relevant taxes and/or enjoy tax relief in accordance with the above provisions.

(3) Remuneration Standards and Remuneration Scheme for Directors of the Company for the Year 2025

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration standards and remuneration scheme for Directors of the Company for the year 2025. Such proposal has been considered and approved at the twenty-ninth and thirty meetings of the fifth session of the Board of the Company, details of which are as follows:

Non-independent Directors

(i) Directors who hold positions in Shareholder entities shall not receive remuneration from the Company;

(ii) Directors who concurrently serve as senior management of the Company shall not receive remuneration for their service as Directors, but shall receive remuneration from the Company in their capacity as senior management;

(iii) The remuneration for full-time internal Directors shall consist of base annual salary, performance-based annual salary and tenure incentives. In particular, the performance-based annual salary accounts for 60% of the total of base annual salary and performance-based annual salary, and shall be determined based on the Company's annual comprehensive performance assessment results and the individual's annual appraisal results. The base amount for tenure incentives is 40% of the performance-based annual salary, and shall be linked to the Director's tenure performance appraisal results.

Independent non-executive Directors

The remuneration of independent non-executive Directors consists of annual basic remuneration and meeting allowance. The specific standards are as follows:

(i) Basic remuneration: RMB180,000 per year for independent non-executive Directors (chairmen of the Board committees) and RMB150,000 per year for other independent Directors;

(ii) Meeting allowance: RMB3,000 per Board meeting; RMB2,000 per Board committee meeting.

The remuneration of Directors of the Company for the year 2025 has been set out in the 2025 annual report of the Company, and is available on the website of HKEX (www.hkexnews.hk) and the website of the Company (www.ctgdutyfree.com.cn).

(4) Proposed Purchase of Liability Insurance for the Company, Directors and Senior Management

To further improve the Company's risk management system, facilitate the Directors and senior management in fully exercising their powers and performing their duties, and safeguard the interests of the Company and its investors, and in accordance with the relevant provisions of the Company Law, the Corporate Governance Code for Listed Companies and the Hong Kong Listing Rules, an ordinary resolution will be proposed at the AGM to consider and approve the proposed purchase of liability insurance for the Company, Directors and senior management. Such proposal has been considered and approved at the thirty-first meeting of the fifth session of the Board of the Company. The details are as follows:

(I) Policy holder: China Tourism Group Duty Free Corporation Limited

(II) The insured: The Company, Directors and senior management

(III) Limit of indemnity: RMB100 million/year

(IV) Total premium: Not exceeding RMB1 million

(V) Insurance period: 3 years

To enhance decision-making efficiency, the Company proposes that the general meeting authorize the Company's management and its authorized persons to handle all matters relating to the purchase of liability insurance within the scope of the above insurance proposal, including but not limited to confirming the responsible persons, determining the insurance company, determining the insurance amount, premium and other insurance terms, selecting and engaging insurance brokers or other intermediaries, signing relevant legal documents, and handling other matters relating to the purchase of liability insurance.

(5) Proposed Formulation of the Directors' Remuneration Management Measures of the Company

To further improve the remuneration management system for the Directors, establish and refine the incentive and restraint mechanism, and promote the Company's standardized operation, and in accordance with the Company Law, the Corporate Governance Code for Listed Companies (《上市公司治理準則》), and other relevant laws, administrative regulations, departmental rules, normative documents, and the provisions of the Articles of Association, as well as in light of the actual circumstances of the Company, an ordinary resolution will be proposed at the AGM to consider and approve the proposed formulation of the Directors' Remuneration Management Measures of the Company.

Such proposal has been considered and approved at the thirty-first meeting of the fifth session of the Board of the Company. The full text of the Directors' Remuneration Management Measures of the Company (Draft) is set out in Appendix II to this circular.

(6) Proposed Re-appointment of Auditors for the Year 2026

From 2023 to 2025, the Company engaged Ernst & Young Hua Ming LLP ("**EY Hua Ming**") and Ernst & Young ("**EY Hong Kong**") as its domestic and international financial reporting auditors, and engaged EY Hua Ming as its internal control auditor. In previous years, EY Hua Ming and EY Hong Kong satisfactorily completed the Company's relevant audit engagements in accordance with the professional standards of independence, objectivity and impartiality.

Taking into account the audit quality in the past, professional competence, investor protection capability, independence and integrity of EY Hua Ming and EY Hong Kong and for the purpose of ensuring continuity of the Company's annual audit work, the Company proposes to re-appoint EY Hua Ming and EY Hong Kong as the domestic and international financial reporting auditors of the Company for the year 2026, and proposes to re-appoint EY Hua Ming as its internal control auditor for the year 2026, each with a term of one year.

After negotiation with EY Hua Ming and EY Hong Kong, and taking into account the industry in which the Company operates, the Company's business scale and complexity of accounting treatment, as well as the scope and workload of audit services, and in accordance with the principle of fair and reasonable market pricing, the total audit fees of the Company for the year 2026 amount to RMB5.45 million (including interim review fees and related taxes and out-of-pocket expenses).

In particular, the audit fee for domestic financial reports is RMB3.58 million, the audit fee for overseas financial reports is RMB0.7 million, and the internal control audit fee is RMB1.17 million.

An ordinary resolution will be proposed at the AGM to consider and approve the proposed re-appointment of auditors for the year 2026. Such proposal has been considered and approved at the thirty-first meeting of the fifth session of the Board of the Company.

(7) Proposed Amendments to the Rules for Management of External Guarantee of the Company

Based on the funding management requirements of the Company, considering the actual situation of the Company including change of the name of the "general meeting" and abolishment of "supervisory board" and "supervisors", the Company proposes to amend certain provisions of the Rules for Management of External Guarantee of the Company. The details are as follows:

Original Articles	Amended Articles
Article 8 In accordance with the requirements of the relevant laws and regulations and the Company's rules, the Company and its affiliated enterprises may provide the following specific types of guarantee: (1) ~~**business guarantee**~~ for affiliated enterprises or participating enterprises, which mainly include guarantee for commencing specific businesses or obtaining business qualifications in accordance with industry practice; ...	**Article 8** In accordance with the requirements of the relevant laws and regulations and the Company's rules, the Company and its affiliated enterprises may provide the following specific types of guarantee: (1) **non-financing guarantee** for affiliated enterprises or participating enterprises, which mainly include guarantee for commencing specific businesses or obtaining business qualifications in accordance with industry practice; ...
Article 9 When providing financing guarantee for affiliated enterprises or participating enterprises in proportion to the shareholding, the following conditions shall be satisfied: ... (2) The guaranteed enterprises shall have the ability of continuous operation and solvency. No guarantee shall be provided to enterprises which are unable to continue as a going concern, such as those which have entered into restructuring or bankruptcy liquidation procedures, are insolvent, have suffered losses for ~~**not less than three consecutive years**~~ with negative net operating cash flow. No guarantee shall be provided to financial subsidiaries. Affiliated enterprises without direct equity relationship shall not be mutually guaranteed. ...	**Article 9** When providing financing guarantee for affiliated enterprises or participating enterprises in proportion to the shareholding, the following conditions shall be satisfied: ... (2) The guaranteed enterprises shall have the ability of continuous operation and solvency. No guarantee shall be provided to enterprises which are unable to continue as a going concern, such as those which have entered into restructuring or bankruptcy liquidation procedures, are insolvent, have suffered losses for **three or more consecutive years** with negative net operating cash flow. No guarantee shall be provided to financial subsidiaries. Affiliated enterprises without direct equity relationship shall not be mutually guaranteed. ...

Original Articles	Amended Articles
Article 12 ... (4) a guarantee exceeding 30% of the latest audited total assets of the Company ~~**based on the principle of accumulation of the guarantee amount for 12 consecutive months**~~; ... (7) other guarantee as stipulated under the laws, administrative regulations, departmental rules, the stock exchange where the Company's shares are listed or the Articles of Association.	**Article 12** ... (4) **guarantee provided to others for 12 consecutive months** exceeding 30% of the latest audited total assets of the Company; ... (7) other guarantee **requiring the approval of the general meeting** as stipulated under the laws, administrative regulations, departmental rules, **normative documents, rules of** the stock exchange where the Company's shares are listed or the Articles of Association.

In addition to the aforementioned amendments, in the Rules for Management of External Guarantee of the Company, all references to "shareholders' general meeting" shall be amended to "general meeting", references to "supervisory board" shall be amended to "Audit and Risk Management Committee", and references to "supervisors" shall be deleted, and such amendments will not be listed on an article-by-article basis.

An ordinary resolution will be proposed at the AGM to consider and approve the proposed amendments to the Rules for Management of External Guarantee of the Company. The proposal has been considered and approved at the thirty-first meeting of the fifth session of the Board of the Company.

(8) Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated May 28, 2026, regarding the proposed amendments to the Articles of Association.

On March 19, 2026, pursuant to a general mandate, the Company issued 5,474,300 H Shares to Delphine SAS and 3,463,300 H Shares to Shoppers Holdings HK Limited at a subscription price of HK$77.21 per Share, totaling 8,937,600 H Shares, which were listed on the Main Board of the Hong Kong Stock Exchange on the same day. Upon completion of such issuance, the total share capital of the Company increased from 2,068,859,044 Shares to 2,077,796,644 Shares, and the registered capital increased from RMB2,068,859,044 to RMB2,077,796,644.

Pursuant to the Company Law and other relevant regulations, and in light of the changes in the Company's share capital and registered capital, the Company proposes to amend the relevant provisions of the Articles of Association. The details are as follows:

Original Articles	Amended Articles
Article 3 Pursuant to the approval, the Approval of China Securities Regulatory Commission regarding the Initial Public Offering of Shares of China Tourism Group Duty Free Corporation Limited (Zheng Jian Xu Ke [2009], No. 798), from China Securities Regulatory Commission (the "CSRC"), the Company initially issued to the public 220 million Renminbi-denominated ordinary shares, which were listed on Shanghai Stock Exchange on 15 October 2009. Upon the approval by CSRC on 9 November 2021, the Company issued 102,761,900 overseas listed foreign shares in Hong Kong (the "H Shares") with over-allotment of 13,621,600 H Shares, and the aforementioned H Shares were listed on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on 25 August 2022 and 21 September 2022. "H Shares" referred to in the preceding paragraph shall refer to the shares approved by the Hong Kong Stock Exchange for listing, with nominal values denominated in Renminbi, and subscribed and traded in Hong Kong dollars.	**Article 3** Pursuant to the approval, the Approval of China Securities Regulatory Commission regarding the Initial Public Offering of Shares of China Tourism Group Duty Free Corporation Limited (Zheng Jian Xu Ke [2009], No. 798), from China Securities Regulatory Commission (the "CSRC"), the Company initially issued to the public 220 million Renminbi-denominated ordinary shares, which were listed on Shanghai Stock Exchange on 15 October 2009. Upon the approval by CSRC on 9 November 2021, the Company issued 102,761,900 overseas listed foreign shares in Hong Kong (the "H Shares") with over-allotment of 13,621,600 H Shares, and the aforementioned H Shares were listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on 25 August 2022 and 21 September 2022. **On 19 March 2026, the Company issued 8,937,600 H Shares in Hong Kong, which were listed on the Hong Kong Stock Exchange on the same day.** "H Shares" referred to in the preceding paragraph shall refer to the shares approved by the Hong Kong Stock Exchange for listing, with nominal values denominated in Renminbi, and subscribed and traded in Hong Kong dollars.
Article 6 The registered capital of the Company is RMB~~**2,068,859,044**~~.	**Article 6** The registered capital of the Company is RMB**2,077,796,644**.

Original Articles	Amended Articles
Article 23 Following the incorporation of the Company and upon the approval by the CSRC, the Company initially publicly offered 220 million domestically listed domestic shares to the domestic investors and other qualified investors in 2009. Following the aforesaid issuance, the total number of shares of the Company is 880 million shares, which are all Renminbi-denominated ordinary shares. ... The total number of shares of the Company, upon its incorporation, was 660 million shares. Following the completion of the aforesaid issuance and conversion of shares, the total number of the Company is ~~**2,068,859,044**~~ shares, which are all ordinary shares, in which 1,952,475,544 shares are held by shareholders of domestic shares, representing ~~**94.37**~~% of the total share capital of the Company, and ~~**116,383,500**~~ shares are held by shareholders of H Shares, representing ~~**5.63**~~% of the total share capital of the Company.	**Article 23** Following the incorporation of the Company and upon the approval by the CSRC, the Company initially publicly offered 220 million domestically listed domestic shares to the domestic investors and other qualified investors in 2009. Following the aforesaid issuance, the total number of shares of the Company is 880 million shares, which are all Renminbi-denominated ordinary shares. ... **As authorized by the general meeting, the Company issued 8,937,600 H Shares in 2026.** The total number of shares of the Company, upon its incorporation, was 660 million shares. Following the completion of the aforesaid issuance and conversion of shares, the total number of the Company is **2,077,796,644** shares, which are all ordinary shares, in which 1,952,475,544 shares are held by shareholders of domestic shares, representing **93.97**% of the total share capital of the Company, and **125,321,100** shares are held by shareholders of H Shares, representing **6.03**% of the total share capital of the Company.

Save for the above amended provisions, all other provisions of the Articles of Association remain unchanged.

A special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association and to authorize the management of the Company to handle subsequent specific matters such as the registration of industrial and commercial changes and the filing of the amended Articles of Association, with the final changes to be subject to the approval by and registration with the administration for market regulation. The proposal has been considered and approved at the thirty-first meeting of the fifth session of the Board of the Company.

(9) Proposed Grant of General Mandate to the Board for Issuance of A Shares and/or H Shares

In order to safeguard the value of the Company and the interests of Shareholders, and in accordance with the provisions of the Company Law and other laws and regulations, the securities regulatory rules of the place where the Company's Shares are listed, and the relevant provisions of the Articles of Association, the Company considered and approved the Resolution on Granting the General Mandate to the Board of Directors to Issue Additional Shares of the Company at the twenty-ninth meeting of the fifth session of the Board. The resolution will be proposed at the AGM for consideration and approval as a special resolution to grant the Board a general mandate for issuance of A Shares and/or H Shares, to issue, allot, and otherwise deal with new Shares and other securities according to market conditions and the Company's needs, provided that the aggregate number shall not exceed 20% of the respective number of A Shares and/or H Shares in issue as at the date on which this resolution is passed at the AGM (excluding any treasury shares). The specific matters relating to the issuance of additional A Shares shall be subject to the corresponding review procedures and disclosure obligations in accordance with relevant PRC laws, regulations, and normative documents in force at that time.

As of the Latest Practicable Date, the Company has issued 2,077,796,644 Shares, comprising 1,952,475,544 A Shares and 125,321,100 H Shares. As of the Latest Practicable Date, the Company does not hold any treasury A Shares or treasury H Shares. Therefore, subject to the granting of the general mandate to the Board for the issuance of A Shares and/or H Shares to be approved and assuming that no Shares will be allotted, issued or repurchased prior to the AGM, the Board will be entitled to issue a maximum of 415,559,328 A Shares and/or H Shares in total.

Such authorization includes, but is not limited to, the following:

(i) to decide on the issuance, allotment, and disposal of A Shares and/or H Shares, and to determine the terms and conditions for the issuance, allotment, and disposal of A Shares and/or H Shares, formulate and implement specific issuance plans, including but not limited to the class and number of shares proposed to be issued, the pricing method and/or issue price (including the price range), the target subscribers, the use of proceeds, and to decide on the timing of the issuance, the issuance period, and whether to allot shares to existing Shareholders;

(ii) to approve, execute, and do all documents, deeds and matters as it may consider relevant in connection with the issuance of additional A Shares and/or H Shares (excluding treasury shares), including applying for approvals, registrations, filings for record, reviews, consents and other formalities with the relevant authorities and submitting the relevant documents;

(iii) to enter into underwriting agreements (or any other agreements);

(iv) to amend the Articles of Association in light of the issuance of additional A Shares and/or H Shares, and to complete the registration of changes in the registered capital of the Company; and

(v) to do all such acts as it may consider necessary, proper or appropriate in connection with the issuance of additional A Shares and/or H Shares.

The general mandate granted to the Board for the issuance of A Shares and/or H Shares shall become effective from the date of approval at the AGM, and shall expire on the earliest of: (i) the conclusion of the 2026 annual general meeting of the Company; or (ii) the date on which the mandate granted under the resolution is revoked or amended by a resolution of the Shareholders at a general meeting. If within the validity term of the authorization, the Board or person(s) authorized by the Board has signed the necessary documents and handled the necessary procedures, and such documents and procedures may need to be performed or carried out at or after the end of the validity term of the aforementioned authorization, or continued after the end of the validity term of the aforementioned authorization, the validity term of the authorization will be extended accordingly.

(10) Proposed Grant of General Mandate to the Board for Repurchase of A Shares and/or H Shares

In order to safeguard the value of the Company and the interests of Shareholders, and in accordance with the provisions of the Company Law and other laws and regulations, the securities regulatory rules of the place where the Company's Shares are listed, and the relevant provisions of the Articles of Association, the Company considered and approved the Resolution on Granting the General Mandate to the Board of Directors to Repurchase Shares of the Company at the twenty-ninth meeting of the fifth session of the Board. The resolution will be proposed at the AGM and Class Meetings for consideration and approval as a special resolution to grant the Board a general mandate for the repurchase of A Shares and/or H Shares, to repurchase up to 10% of its respective number of issued A Shares and/or H Shares (excluding any treasury shares, if any) as at the date on which this resolution is passed, subject to market conditions, funding arrangements and the Company's needs, and in compliance with the relevant laws, regulations, the Articles of Association, and the requirements of the securities regulatory authorities of the stock exchange on which the Company's Shares are listed as well as any other relevant governmental or regulatory authorities in the PRC, for the purpose of safeguarding the value of the Company and the interests of Shareholders, or for issuing shares under employee share ownership scheme or as share incentive, or satisfying the conversion of those corporate bonds convertible into shares issued by the Company with Shares.

The general mandate granted to the Board for the repurchase of A Shares and/or H Shares shall take effect from the date of approval at the AGM and Class Meetings and shall expire on the earliest of: (i) the conclusion of the 2026 annual general meeting of the Company; or (ii) the date on which the mandate granted under the resolution is revoked or amended by a resolution of the Shareholders at a general meeting.

Such authorization includes, but is not limited to, the following:

(i) to formulate and implement a detailed repurchase plan, including but not limited to determining the class of Shares to be repurchased, repurchase price, number of Shares to be repurchased, timing of repurchase, period of repurchase and purpose of repurchase, pursuant to the laws and regulations including the Company Law, the regulatory rules of the stock exchange in the place where the Company's Shares are listed, the Articles of Association, and the requirements as amended and in effect from time to time;

(ii) to notify creditors and publish announcements in accordance with the provisions of the Company Law and other relevant laws and regulations and the Articles of Association (if applicable);

(iii) to open a stock account and complete the corresponding registration procedure for the change in foreign exchange (if applicable);

(iv) to fulfil the relevant approval or filing procedures in accordance with the requirements of the securities regulatory authorities and stock exchanges of the places where the Company's Shares are listed (if applicable);

(v) to complete the procedure for the transfer or cancellation of the repurchased A Shares and/or H Shares and reduction of registered capital according to the actual repurchase situation (if applicable);

(vi) to amend the Articles of Association with respect to relevant content such as the total share capital and shareholding structure, and perform the relevant domestic and foreign registration and filing procedures (if applicable);

(vii) to make adjustments to the repurchase plan and continue to handle matters relevant to the repurchase in accordance with the latest regulatory requirements and policy provisions, market conditions and the actual operational situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by the securities regulatory authorities of the place where the Company's Shares are listed, and where there are changes in the market conditions, except for those subject to re-voting at the general meetings pursuant to the requirements of laws and regulations and the Articles of Association; and

(viii) to deal with other matters that are considered necessary, proper or appropriate for the exercise of the general mandate for the repurchase of A Shares and/or H Shares by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations.

An explanatory statement setting out certain information on the proposed general mandate granted to the Board for the repurchase of A Shares and/or H Shares is contained in Appendix III to this circular.

II. AGM

The AGM and the H Shareholders' Class Meeting will be held at 2:00 p.m. on Friday, June 26, 2026 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing. The notices of the AGM and the H Shareholders' Class Meeting and the forms of proxy for use at the AGM and the H Shareholders' Class Meeting have been published by the Company on the website of HKEX (www.hkexnews.hk) and the website of the Company (www.ctgdutyfree.com.cn).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has a material interest in the resolutions to be proposed at the AGM and the H Shareholders' Class Meeting and therefore no other Shareholder is required to abstain from voting at the AGM and the H Shareholders' Class Meeting.

III. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM and the H Shareholders' Class Meeting, the register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026 (both days inclusive), during which period no transfer of H Shares of the Company will be effected. Holders of H Shares of the Company whose names appear on the register of members of the Company on Tuesday, June 23, 2026 are entitled to attend the AGM and the H Shareholders' Class Meeting. In order to qualify for attending and voting at the AGM and the H Shareholders' Class Meeting, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, June 22, 2026.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM and the H Shareholders' Class Meeting shall be voted on by poll in accordance with the Hong Kong Listing Rules and the Articles of Association. The poll results will be announced in accordance with Rule 13.39(5) of the Hong Kong Listing Rules after the conclusion of the AGM and the H Shareholders' Class Meeting.

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VI. RECOMMENDATION

The Directors consider that all resolutions set out in the notices of the AGM and the H Shareholders' Class Meeting are in the best interests of the Company and its Shareholders as a whole.

Therefore, the Board recommends the Shareholders to vote in favor of all the resolutions to be proposed at the AGM and the H Shareholders' Class Meeting.

In the event of any discrepancy between the English translation and the Chinese version of this circular, the Chinese version shall prevail.

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

June 5, 2026

Dear Shareholders and Shareholder Representatives,

The year 2025 was a critical year for the Company to overcome difficulties and reshape its strategic landscape. Guided by the important instructions and directives of General Secretary Xi Jinping, the Board thoroughly studied and implemented the guiding principles from the 20th National Congress of the Communist Party of China and all plenary sessions of the 20th Central Committee. Strictly complying with the provisions of the Company Law, the Securities Law, the Corporate Governance Code for Listed Companies, and other relevant laws and regulations, as well as the Articles of Association and the Rules of Procedure for the Board of Directors of the Company, the Board focused on the high-quality development of the Company, diligently performed all its duties, fully leveraged its role in "formulating strategies, making decisions and preventing risks" and effectively safeguarded the legitimate rights and interests of the Company and its Shareholders as a whole.

We hereby present the work report of the Board of Directors for the year 2025 as follows:

I. WORK OF THE BOARD OF DIRECTORS IN 2025

(I) Implementation of the important instructions and directives of General Secretary Xi Jinping and the decisions and plans of the Central Committee of the CPC and the State Council, the key work requirements of the State-owned Assets Supervision and Administration Commission of the State Council (SASAC) and higher-level authorities, and progress in achieving high-quality development

In 2025, the Company integrated its development into the overall national strategy, fully committed itself to the construction of Hainan international tourism and consumption center, profoundly advanced the integrated development of culture and tourism, strived to secure important channel resources, actively cultivated the first-launch economy, vigorously developed China Chic brands, and continuously drove the repatriation of overseas spending, thereby promoting the Company's high-quality development. In 2025, the Company generated revenue of RMB53,694 million and net profit attributable to Shareholders of the listed company of RMB3,586 million; the gross profit margin of its principal business increased by 0.51 percentage points year-on-year; the inventory turnover ratio increased by approximately 10% year-on-year; the Company's market share in Hainan offshore duty-free market grew to 85.7%.

First, being committed to the construction of the Hainan international tourism and consumption center. Focusing on "duty-free + cultural tourism", the Company introduced popular IPs such as POP MART and Disney, developed proprietary and co-branded products such as cdf Health and cdf Beauty, and collaborated with hotels, cultural and sports events and other channels to drive traffic and conversion. It successfully built Sanya International Duty-Free Shopping Complex into the first national 4A tourist attraction with duty-free commerce as its core, further activating consumption potential. The Company proactively aligned with the implementation of new Hainan policies, made forward-looking plans and

meticulous preparations, and fully supported Hainan's customs closure operation. On the first day of customs closure, sales in Hainan exceeded RMB250 million. Sales in the Hainan region stopped declining and rebounded for the whole year. These efforts demonstrated the Company's responsibility as a central state-owned enterprise (SOE) pioneer in the construction of the Hainan Free Trade Port. The Company continued to practice the "trusted business operation and excellent services" philosophy and obtained three ISO management system certifications, advancing the standardization of service.

Second, remaining committed to its mission by actively driving the repatriation of overseas consumption. Focusing on the goals of promoting repatriation of consumption and expanding inbound consumption, the Company systematically planned and coordinated bids for duty-free operating rights. It successfully secured 16 duty-free projects, including those at Shanghai Pudong Airport, Shanghai Hongqiao Airport, Beijing Capital Airport and Guangzhou Baiyun Airport, further consolidating its resource advantages on key domestic channels. The Company resolutely implemented the strategies for the development of downtown duty-free stores, comprehensively laying out a nationwide downtown store network. It promoted the opening or operation of 13 downtown duty-free stores for which it had obtained operating rights, including those in Shenzhen and Guangzhou. It introduced high-quality domestic products with local characteristics, advanced the implementation of the "departure tax refund" service, and simultaneously explored the "instant tax refund" service model, creating new consumption scenarios integrating "duty-free + duty-paid", "offline + online" and "imported + domestic" to activate downtown duty-free consumption potential.

Third, pioneering innovation and actively developing the first-launch economy, the silver economy, and the overseas expansion of China Chic brands. The Company earnestly implemented the decisions and arrangements of the Central Economic Work Conference, took the lead in developing the first-launch economy, actively collaborated with globally renowned brands, introduced over 140 first-launch and co-branded products, created a cluster of flagship first stores, successfully launched the world's largest "New Look" Dior fragrance and beauty flagship store and the largest Huawei select store in China, and introduced over 30 popular IPs such as Disney, catering to the consumption needs of diverse customer groups and building a distinctive first-launch consumption ecosystem. The Company strategically mapped out its presence in the silver economy, stepped up the promotion of senior-oriented products such as photography equipment and health supplements, and leveraged its global supply chain advantages to build the core brand "cdf Health". The Company also deepened the international expansion and off-line footprint of China Chic brands, securing overseas agency rights for nearly 50 leading China Chic brands such as Anta, 52TOYS, iFLYTEK and Unitree, achieving breakthroughs in regions such as Hong Kong SAR, Macau SAR and Southeast Asia.

Fourth, deepening reforms and steadily advancing SOE reforms and innovation. The Company effectively advanced SOE reforms by thoroughly implementing the requirements of SASAC for deepening reform and enhancement action and the "Double Hundred Action". Such efforts achieved a 100% completion rate for 63 key reform tasks, successfully concluding the annual "Double Hundred Action" objectives. The Company also drove organizational

restructuring to align with strategic needs, restructuring and optimizing the functions of headquarters and specific business units in the Hainan region, initially establishing a flatter, more efficient, and more agile and collaborative organizational model, and continuously improving the efficiency of specialized operations. It accelerated digitalization efforts, optimized recommendation algorithms for Hainan and Qianhai platforms leveraging the Nebula Project (星雲項目), and built a system for dynamic customer behavior tracking and customer segmentation, providing support for precision marketing. It advanced joint innovation projects, achieving breakthroughs in independent innovation and the indigenization of big data platforms.

Fifth, leading with value and focusing on improving the quality of listed companies. The Company carried out a special initiative to improve the quality of central SOE-controlled listed companies, regularly disclosing action plans for improving quality, efficiency, and returns, as well as their implementation progress. It established optimization goals and enhancement measures across multiple dimensions, including improving operational quality, increasing investor returns, cultivating new quality productive forces, strengthening information disclosure, enhancing investor communication, standardizing corporate governance, and reinforcing the accountability of key management personnel. The Company adhered to a proactive and prudent dividend policy, further raising the cash dividend payout ratio for the 2024 annual dividend to 50.91%, and implemented its first interim dividend in 2025, striving to increase returns to investors. The Company also formulated a Market Value Management System (《市值管理制度》), specifying the organizational leadership and accountability mechanisms for market value management, further strengthening and standardizing the Company's market value management. Committed to sustainable development, the Company has published its ESG report for four consecutive years, maintaining top-tier domestic and international ESG ratings within the industry.

(II) Building a scientific, prudent and efficient Board, and the coordinated operation of the Board, the Party Committee and the management

First, enhancing institutional development and building a robust governance framework. The Company systematically revised over 20 governance policies, including the Articles of Association, the Rules of Procedure for General Meetings, and the Rules of Procedure for the Board of Directors. By leveraging the overarching role of the Articles of Association in the corporate governance system, the Company has established a legal and institutional foundation to ensure that powers and responsibilities are aligned across all governance bodies and to realize efficient decision-making. The Company maintained the in-depth integration of Party leadership with corporate governance. It completed the fourth revision of the List of Powers and Responsibilities for the Party Committee (《黨委研究討論和決策重大事項權責清單》) and strictly implemented the "Three Importants and One Large" decision-making system (covering major issues, major personnel appointments, major project arrangements, and the use of large-sum funds), further clarifying the Party Committee's decision-making boundaries. Additionally, the Board optimized its authorization and decision-making mechanisms by revising the Management Measures for Authorization to the

Management by the Board of Directors (《董事會向經理層授權管理辦法》). By formulating the Authorization and Decision-making Plan of the Board of Directors (《董事會授權決策方案》) and a list thereof, the Board consolidated its role as the primary body for operational decision-making while clearly defining the scope and financial limits of authority granted to the Management, thereby ensuring the quality and efficiency of corporate decisions.

Second, optimizing operational mechanisms to promote standardized operations of the Board. The Company refined its end-to-end management of meetings, continuously improving the "pre-meeting communication, in-meeting standardization, and post-meeting follow-up" system for Board meetings. Prior to meetings, the Party Committee's pre-study and discussion procedures were implemented according to the nature of the proposals. The Company organized Board committee meetings, independent Director meetings and thematic sessions to conduct in-depth discussions on major issues in advance. Meeting materials were comprehensive and detailed, ensuring content completeness, data accuracy and timely delivery to all Directors to provide solid support for their in-depth research and informed decision-making. During meetings, the Company strengthened agenda management to ensure legal compliance and high-quality, efficient decision-making. Following the meetings, a feedback mechanism was implemented, and a resolution tracking log was established. In 2025, the Board's special committees held 16 meetings in total and deliberated on 33 proposals, giving full play to their roles in decision support, professional deliberation and advisory services.

Third, strengthening the role of independent Directors and comprehensively enhancing support for the performance of their duties. The Board attaches great importance to supporting independent Directors, fully facilitating their deep understanding of the Company's business and operations to enable rigorous analysis, objective evaluation, and independent and scientific decision-making, thereby maximizing their roles in "decision-making, supervision and consultation". The Company improved its information reporting mechanism by regularly providing independent Directors with analyst reports, capital market updates, and timely interpretations of the latest regulatory policies, thereby enhancing their compliance capabilities. It also carefully curated topics for field research, organizing independent Directors to visit front-line operations to gain a comprehensive, hands-on understanding of the Company's strategy execution, operations management, and major project milestones. Furthermore, independent Directors were invited to attend operational tracking meetings, investor exchanges, and earnings calls. This allowed them to understand investors' concerns and demands and relay them to the management of the Company, effectively bridging the gap between "management, independent directors and investors" and helping independent Directors fulfill their mandate to protect the rights and interests of minority Shareholders.

Fourth, enhancing the development of subsidiary boards of directors. The Company continuously strengthened subsidiary governance by routinely tracking and supervising the development of their boards of directors. It conducted an in-depth review and rectification of enterprises where the Company "holds a majority stake but lacks operational control". Furthermore, the Company completed board evaluations for six subsidiaries, continuously refining their corporate governance frameworks and elevating their overall governance capabilities.

(III) The Board's role in formulating strategies, making decisions and preventing risks, and its performance as the primary body for operational decision-making

1. Formulating strategies

The Board fully implemented the new development philosophy, adapting to internal and external environmental changes to integrate the Company into overall national strategies, coordinate medium- to long-term development planning, and strengthen strategic guidance. First, formulating and decoding transformation strategies. Anchoring its strategic objectives, the Company systematically formulated its transformation and development strategy, focusing on 12 specialized strategic research topics including consumer insights, digital transformation and organizational optimization. It deeply decoded its strategic intent, engaged in iterative optimization, and translated strategies into concrete operational initiatives. Internal and external Directors communicated extensively regarding these strategic plans, forging consensus, strengthening strategic guidance and jointly identifying development opportunities. Second, formulating and implementing successive "Five-Year Plans". The Company systematically reviewed the "14th Five-Year Plan" and drafted the "15th Five-Year Plan", anchoring the direction and roadmap for the next five years. To strengthen closed-loop strategic management, the Board and its Strategy Committee reviewed strategic performance reports semi-annually as the "14th Five-Year Plan" drew to a close. The Company defined its positioning for the "15th Five-Year Plan" in an initial draft, aiming to become a "world-class digital-intelligent travel retail operator". This vision is driven by a philosophy that prioritizes performance, emphasizes capability, focuses on innovation, values healthy development, and is underpinned by digital intelligence. The Company is committed to the integrated development of duty-paid and duty-free, online and offline, airport and downtown, imported and domestic, and domestic and international markets. Third, strengthening strategic investment execution. Aligning with its transformation strategy, the Company formulated its 2025 investment plan to closely synergize with core business lines, driving structural adjustments and industrial upgrading. Concurrently, it strengthened the review, tracking, and oversight of investment projects to ensure their orderly implementation in 2025. The Company advanced its strategic acquisition of DFS's retail business in Greater China as scheduled, and completed agreement signing in early 2026. Such breakthroughs in investment and merger and acquisition activities established a solid foundation for industrial upgrades and market expansion.

2. Making decisions

The Board consistently adhered to scientific, democratic, and lawful decision-making, strictly standardizing its governance to ensure thorough deliberation and fully compliant procedures. First, steadily improving decision-making efficiency. The Board formulated its annual work plan to optimize the scheduling of Board and its special committee meetings, as well as independent Director field visits, thereby enhancing decision-making efficiency and operational quality. Fully executing its role as the primary operational decision-making body, the Board ensured rigorous legal compliance reviews and comprehensive communication prior

to meetings, objective decision-making during meetings, and strict oversight afterward. During the reporting period, the Company held 7 Board meetings and deliberated on 58 proposals, including periodic reports, profit distributions, related party transactions, external investments, amendments to the Articles of Association and core policies, organizational restructuring, and general mandates for share repurchases and issuances. The Board also heard 11 reports covering the Company's transformation strategy and planning, reform and innovation progress, strategic reviews, comprehensive risk management, internal controls, corporate governance, and Board development. The convening process, proposal form and voting procedures of all the meetings were smooth and efficient, and were in full compliance with applicable laws; no proposals were rejected throughout the year, providing solid support for corporate operations and business growth. Second, ensuring closed-loop execution of decisions. The Company established a robust tracking, oversight, and regular feedback mechanism for Board resolutions. The Board utilized resolution implementation management as a primary mechanism to effectively guide and supervise the management's execution of decisions. It established a resolution tracking log to continuously monitor 8 critical resolutions while optimizing regular reporting channels. Consequently, the Board reviewed systematic feedback from the management on the execution of 39 resolutions, covering key matters such as periodic reports, profit distribution plans, policy revisions, and the reappointment of external auditors, ensuring that all decided matters were executed in an orderly manner.

3. Preventing risks

The Board consistently integrated risk prevention across all stages of strategy formulation, decision-making and execution, enhancing pre-event and in-process monitoring to effectively identify, disclose and mitigate major risks. First, exercising the Board's supervisory functions. The Company actively aligned with the latest regulatory requirements and the guiding principles of supervisory board reform. The Audit and Risk Management Committee assumed the functions of the supervisory board as stipulated by the Company Law, strengthening oversight of the management. In 2025, the Board enhanced its supervision over internal controls, risk management, compliance management, and accountability for non-compliant operations and investments, routinely reviewing progress reports to provide opinions and recommendations. Second, refining internal control, risk and compliance management. The Company intensified internal control oversight, launching self-inspections and special audits across core business lines. It linked identified issues directly to policy updates, process optimization and individual accountability, establishing an end-to-end management loop of "issue identification – rectification – institutional refinement – effectiveness evaluation". To ensure end-to-end control of major risks, the Company established and improved the dynamic monitoring mechanism for major risks, promptly assessed environmental change and identified potential risks. For six category-A subsidiaries, it established 91 early-warning indicators spanning operations, finance, inventory, compliance, and safety and environmental protection, achieving robust quarterly monitoring and trend analysis. It also reinforced its compliance architecture, appointing a Chief Compliance Officer and conducting comprehensive risk screenings and rectifications throughout the year. Third, enhancing the comprehensive supervision framework. Focusing on critical areas and nodes across the entire duty-free value

chain, the Company established an information-sharing mechanism combining functional oversight with business monitoring. Fourth, upholding production safety accountability. The Company implemented a production safety accountability system covering all employees, deepening the identification and mitigation of hidden hazards. By refining risk-graded control frameworks and emergency management protocols, it built a resilient foundation for safe corporate development.

II. WORK PLAN OF THE BOARD OF DIRECTORS FOR 2026

In 2026, the Board will thoroughly study and implement the important directives of General Secretary Xi Jinping regarding the work of central SOEs. Fulfilling its duties and closely aligning with the guiding principles of the national "15th Five-Year Plan", the Board will perform its statutory responsibilities in tandem with the Company's strategic goals, focusing its efforts across three core areas: formulating strategies, making decisions and preventing risks. In terms of "formulating strategies", the Board will align with national priorities to enhance strategic foresight and flexibility. In terms of "making decisions", anchored in standardization and efficiency, the Board will focus on improving the soundness of decision-making and the effectiveness of execution. In terms of "preventing risks", the Board will strictly adhere to compliance baselines, enhancing risk predictability and the effectiveness of its risk response. The Board will remain committed to driving the stable and sustainable growth of the Company, contributing to the successful realization of its strategic objectives during the "15th Five-Year Plan" period.

China Tourism Group Duty Free Corporation Limited

Directors' Remuneration Management Measures

(Draft)

Chapter 1 General Provisions

Article 1 To further improve the remuneration management system for the directors of China Tourism Group Duty Free Corporation Limited (hereinafter referred to as the "Company") and establish and refine the incentive and restraint mechanism, these Measures are formulated in accordance with laws and regulations including the Company Law of the People's Republic of China and the Corporate Governance Code for Listed Companies, and the provisions of the Articles of Association of China Tourism Group Duty Free Corporation Limited (hereinafter referred to as the "Articles of Association"), taking into account the actual circumstances of the Company.

Article 2 These Measures apply to all directors of the Company, including internal directors and external directors (including independent directors).

Article 3 The remuneration management for directors follows these principles:

(1) Market orientation: To establish a mechanism that benchmarks remuneration against performance and market levels, align with external market standards, and set remuneration levels that match the Company's performance and reflect the value of the position, thereby enhancing the Company's market competitiveness.

(2) Performance orientation: To link directors' remuneration to both corporate performance and individual performance; the total remuneration level shall be determined based on their value contribution to the Company. When performance rises, remuneration rises; when performance falls, remuneration falls.

(3) Combination of incentive and restraint: To establish a remuneration mechanism that is closely linked to performance evaluation results and matches operating responsibilities and risks, giving full play to the important role of remuneration incentives in motivating directors.

(4) Combination of short-term and long-term incentives: To focus on the Company's long-term development and enhancement of core competitiveness, design a scientific remuneration structure, encourage directors to serve the Company for the long term, prevent short-termism, and promote the Company's sustainable development.

Chapter 2 Remuneration Management Body

Article 4 The study and discussion of the directors' remuneration management system by the Company's Party Committee shall serve as a pre-procedure, giving full play to the leading role of the Party Committee.

Article 5 The board of directors of Company is responsible for deliberating on matters relating to the directors' remuneration management system, directors' remuneration standards and remuneration distribution.

Article 6 The Company's board of directors has established a remuneration and evaluation committee, which is responsible for drafting and reviewing directors' remuneration mechanisms, including remuneration determination mechanisms, decision-making procedures, payment arrangements, and suspension/clawback arrangements, and making recommendations to the board of directors on directors' remuneration matters.

Article 7 The remuneration and evaluation committee of the Company is responsible for formulating the annual remuneration plan for directors, specifying the basis for determining remuneration and its specific components. The directors' remuneration plan shall be submitted to the general meeting for decision after being reviewed and approved by the board of directors, and shall be disclosed accordingly. When the board of directors or the remuneration and evaluation committee evaluates an individual director or discusses his/her remuneration, such director shall recuse himself/herself.

Article 8 The remuneration and evaluation committee of the Company authorizes the human resources department to draft the directors' remuneration management system and distribution plan, and to implement them.

Chapter 3 Remuneration Structure and Standards

Article 9 The Company adopts a mechanism for determining the total payroll. The total payroll budget shall be based on the finalized payroll of the previous year, linked to the Company's financial performance indicators, and determined in consideration of factors such as the Company's wage payment ability.

Article 10 The remuneration of internal directors consists of base annual salary, performance-based annual salary and tenure incentive. The performance-based annual salary shall, in principle, account for no less than 60% of the total of base annual salary and performance-based annual salary.

Article 11 The base annual salary is the annual basic income of internal directors, determined based on factors such as the value contribution of the position held and the individual's comprehensive qualities.

Article 12 The performance-based annual salary is the remuneration linked to the annual comprehensive evaluation results of internal directors. The performance evaluation shall be conducted based on audited financial data. The amount of performance-based annual salary shall be determined according to the Company's annual comprehensive performance appraisal results and the individual's annual evaluation results, and shall be paid over three years in the ratio of 7:2:1 after the performance evaluation, with disclosure in the Company's annual report. If the Company's financial performance decline in the current year or the actual results fall short of that of the previous year, the directors' performance-based annual salary shall, in principle, be reduced or not increased; if the Company incurs additional loss in the current year, the directors' performance-based annual salary shall, in principle, be reduced in proportion to the extent of the loss.

Article 13 The tenure incentive is the remuneration linked to the tenure performance evaluation results of internal directors. The determination and payment of the tenure incentive shall be primarily based on performance evaluation. The tenure incentive may be paid in a lump sum upon the conclusion of the tenure appraisal.

Article 14 When conditions permit, the Company may implement other medium- and long-term incentives for internal directors, including cash-based medium- and long-term incentives, equity-based medium- and long-term incentives, and equity-disposal-based medium- and long-term incentives. The approval of specific incentive plans shall follow relevant regulations.

Article 15 External directors who serve in shareholder entities shall receive their remuneration according to the relevant regulations of those shareholder entities and shall not receive remuneration from the Company.

Article 16 The compensation for independent directors consists of basic annual compensation and meeting allowances. It shall be implemented in accordance with the Independent Director System of China Tourism Group Duty Free Corporation Limited.

Chapter 4 Welfare and Benefits

Article 17 The Company shall pay social insurance, housing provident fund, and enterprise annuity for internal directors in accordance with the law. The portion to be borne by individuals shall be withheld and paid by the Company from their remuneration, while the portion to be borne by the Company shall be paid in full by the Company in accordance with the law.

Article 18 The Company shall contribute to the enterprise annuity for internal directors in accordance with the enterprise annuity plan. The amount credited to a director's individual enterprise annuity account from the Company's current contributions shall not exceed five times the average contribution amount for the Company's employees, nor shall it exceed the upper limit of the enterprise annuity contribution prescribed by the Company.

Article 19 The Company shall provide internal directors with medical benefits, including supplementary medical insurance, accidental injury insurance, critical illness insurance, and death due to illness insurance.

Article 20 The Company shall be responsible for purchasing liability insurance for the performance of duties for all directors.

Chapter 5 Remuneration Payment and Clawback

Article 21 The Company has established a mechanism for the suspension and clawback of directors' remuneration. If a director causes losses to the Company due to breaching their duties, or bears fault for violations of laws or regulations such as financial fraud, misappropriation of funds, or illegal guarantees, the Company may reduce or suspend payment of the outstanding performance-based annual salary and tenure incentive income depending on the severity of the circumstances, and may claw back all or part of the performance-based annual salary and tenure incentive income already paid during the period when the relevant violation occurred. Where the Company retrospectively restates its financial reports due to misstatements caused by financial fraud, it shall promptly re-evaluate the directors' performance-based remuneration and tenure incentive income and accordingly claw back the excess amount paid.

Article 22 If a director commits a major violation of the law or other acts prohibited by laws and regulations during his/her term of office, the board of directors of the Company may reduce their remuneration and medium- and long-term incentives according to the circumstances.

Article 23 If after the appraisal period, an external intermediary audit, internal management audit, or departure audit conducted by the Company reveals significant issues affecting the operating unit's past annual performance appraisal results, the Company may retroactively adjust the director's current-period appraisal results and remuneration incentives.

Chapter 6 Daily Management and Supervision

Article 24 The human resources department shall handle the daily payment of directors' remuneration in accordance with these Measures. Without the approval of the board of directors, internal directors shall not receive any other rewards, bonuses, welfare, allowances, or any other form of compensation beyond those provided for in these Measures.

Article 25 Any other monetary income received by internal directors that conforms to national regulations, such as government subsidies, shall be reported to the board of directors for record-keeping and incorporated into the scope of remuneration management.

Article 26 Internal directors who are transferred out of the Company, retire, or cease to serve as internal directors shall, in principle, complete the relevant departure procedures within one month.

Article 27 After a director leaves office, the original materials relating to their remuneration plan and the realization of incentive pay shall be retained for at least 15 years.

Chapter 7 Supplementary Provisions

Article 28 Matters not covered by these Measures, or any conflict between these Measures and any newly promulgated or amended laws, administrative regulations, regulatory rules of the stock exchanges where the Company's securities are listed, etc., after these Measures take effect, shall be governed by such laws, administrative regulations, or regulatory rules.

Article 29 These Measures shall be interpreted and amended by the board of directors of the Company.

Article 30 These Measures shall take effect from the date of approval by the general meeting of the Company.

In accordance with the Hong Kong Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM and Class Meetings for the granting of the general mandate to the Board to repurchase A Shares and/or H Shares.

SHARE CAPITAL

As at the Latest Practicable Date, the Company has issued a total of 2,077,796,644 Shares, comprising 1,952,475,544 A Shares and 125,321,100 H Shares. As at the Latest Practicable Date, the Company does not hold any treasury A Shares or treasury H Shares.

If the Company fully exercises the A Shares repurchase general mandate (on the basis of 1,952,475,544 A Shares in issue as at the Latest Practicable Date, and assuming that no Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and Class Meetings), the Company may repurchase up to 195,247,554 A Shares during the Relevant Period, i.e. the aggregate number of A Shares held through repurchase shall not exceed 10% of the total A share capital of the Company in issue (excluding any treasury A Shares, if applicable).

The full exercise of the H Shares repurchase general mandate (on the basis of 125,321,100 H Shares in issue as at the Latest Practicable Date, and no Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and Class Meetings) would result in the repurchase of up to 12,532,110 H Shares by the Company during the relevant period, i.e., the total number of H Shares repurchased shall not exceed 10% of the total H share capital of the Company in issue (excluding any treasury H Shares, if applicable).

The Company may cancel the Shares bought back under the repurchase mandate and/or hold them as treasury shares subject to such factors as market conditions, purposes of repurchases and its capital management needs at the relevant time of the repurchases.

REPURCHASE PURPOSES

The repurchase of Shares is to safeguard the long-term interests of investors and promote the maximization of the Shareholders' values, enhance corporate value, ensuring stable, healthy and sustainable development of the Group's operations. Share repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholders as a whole.

FUNDING AND METHOD OF THE REPURCHASE

When repurchasing Shares, the funds for repurchase of the Company will include self-owned funds of the Company or funds that meet the requirements of laws and regulations.

The Company is empowered by the Articles of Association to repurchase its Shares. In repurchasing its Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing level of the Company (as compared to those disclosed in the audited accounts contained in the latest published annual report of the Company for the year ended December 31, 2025) in the event that the general mandate to repurchase A Shares and/or H Shares is exercised in full at any time during the proposed repurchase period as permitted by laws and regulations. However, the Board will not exercise the general mandate to repurchase A Shares and/or H Shares to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements or the gearing levels of the Company in the opinion of the Board. The Board and relevant authorized persons will determine the number of A Shares and/or H Shares to be repurchased, as well as the price and other terms for the repurchase of A Shares and/or H Shares according to relevant laws and regulations and the volatility and changes in the capital market and the share price of the Company, in the best interests of the Company and the Shareholders as a whole.

The Board will exercise the power of the Company to make repurchase of A Shares and/or H Shares prudently in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

NO UNUSUAL FEATURES

The Directors confirmed that neither the explanatory statement nor the proposed repurchase of A Shares and/or H Shares has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of H Shares have been made by the Company either on the Hong Kong Stock Exchange or otherwise in the six months immediately preceding the Latest Practicable Date.

PRICES OF A SHARES AND H SHARES

The highest and lowest prices for the A Shares and H Shares recorded on the SSE and the Hong Kong Stock Exchange, respectively, during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

	A Shares		H Shares	
Month	**Highest**	**Lowest**	**Highest**	**Lowest**
	RMB	*RMB*	*HK$*	*HK$*
2025				
May	64.36	60.59	53.70	49.00
June	61.95	58.79	55.50	48.30
July	72.22	60.40	66.60	51.65
August	73.30	64.02	68.45	55.50
September	74.29	66.93	66.50	58.50
October	77.39	66.66	68.50	57.05
November	93.80	74.39	84.30	63.75
December	95.66	76.50	83.45	65.65
2026				
January	99.81	87.17	97.95	75.45
February	98.72	79.85	107.00	78.85
March	79.41	69.53	77.35	63.15
April	71.91	64.20	68.75	61.50
May	63.73	54.56	64.60	51.55

STATUS OF A SHARES AND H SHARES REPURCHASED BY THE COMPANY

With effect from June 11, 2024, the amended Hong Kong Listing Rules have removed the requirement on cancellation of the repurchased Shares and adopted a framework to allow the repurchased Shares to be held in treasury and to govern the resale of the treasury shares. As of the Latest Practicable Date, the Company had no repurchased Shares and did not have any treasury shares. The A Shares repurchased by the Company under the detailed repurchase plan (if any) formulated by the Board pursuant to the A Share repurchase mandate will be transferred or cancelled in accordance with the provisions of the detailed repurchase plan (if any), and subject to the relevant laws, regulations, and provisions of the PRC.

For any treasury shares deposited with CCASS pending resale on the Hong Kong Stock Exchange, the Company shall (i) procure its broker not to give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in the Company's name

as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that the Company will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its name as treasury shares.

DISCLOSURE OF INTERESTS

If a substantial Shareholder's proportionate interest in the voting rights of the Company increases as a result of share repurchase by the Company, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company or further become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, CTG held 1,040,642,690 A Shares, representing approximately 50.08% of the total issued share capital of the Company. CTG is the controlling Shareholder of the Company.

If the Board were to exercise the A Shares and H Shares repurchase general mandate in full, the percentage of interest held by CTG in the Company would increase to approximately 55.65% of the total share capital of the Company (assuming it does not participate in such repurchase). Accordingly, the Directors are of the view that the full exercise of the A Shares and H Shares general mandate would not result in CTG being obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. Therefore, the Directors are not aware of any consequences under the Takeovers Code that would arise as a result of the repurchase of A Shares and/or H Shares.

The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the A Shares and/or H Shares repurchase general mandate. Moreover, the Board will not exercise the repurchase mandate if the repurchase would result in the public float unsatisfying the minimum public float requirements under Rule 8.08 of the Hong Kong Listing Rules.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) currently intends to sell the Company's Shares to the Company under the A Shares and/or H Shares repurchase general mandate in the event that the A Shares and/or H Shares repurchase general mandate is approved by the Shareholders and the conditions (if any) to which the share repurchase general mandate are fulfilled.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) that they have a present intention to sell any Company's Shares to the Company, or that they have undertaken not to sell any securities held by them to the Company in the event that the A Shares and/or H Shares repurchase general mandate is approved by its Shareholders and the conditions (if any) to which the A Shares and/or H Shares repurchase general mandate are fulfilled.

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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)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the "**AGM**") of China Tourism Group Duty Free Corporation Limited (the "**Company**") will be held at 2:00 p.m. on Friday, June 26, 2026 at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing or any adjournment thereof, for the purpose of considering and, if thought fit, approving the following resolutions. Unless the context otherwise indicated, the capitalized terms and expressions used herein shall have the same meanings as those defined in the circular of the Company dated June 5, 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and approve the Work Report of the Board of Directors of the Company for the Year 2025.

2. To consider and approve the Profit Distribution Proposal for 2025 and the Interim Dividend Plan for 2026 of the Company.

3. To consider and approve the Resolution on the Remuneration Standards and Remuneration Scheme for Directors of the Company for the Year 2025.

4. To consider and approve the Resolution on the Purchase of Liability Insurance for the Company, Directors and Senior Management.

5. To consider and approve the Resolution on the Formulation of the Directors' Remuneration Management Measures of the Company.

6. To consider and approve the Resolution on the Re-appointment of Auditors of the Company for the Year 2026.

7. To consider and approve the Resolution on Amendments to the Rules for Management of External Guarantee of the Company.

SPECIAL RESOLUTIONS

8. To consider and approve the Resolution on Change of the Registered Capital and Amendments to the Articles of Association.

9. To consider and approve the Resolution on Granting the General Mandate to the Board of Directors to Issue Additional Shares of the Company.

10. To consider and approve the Resolution on Granting the General Mandate to the Board of Directors to Repurchase Shares of the Company.

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

Beijing, the PRC, June 5, 2026

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

Notes:

1. The voting at the AGM will be conducted by way of poll.

2. In order to determine the Shareholders' eligibility to attend the AGM, the register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive. During such period, no transfer of the Company's H Shares will be registered. Holders of the H Shares of the Company whose names appear on register of members of the Company on Tuesday, June 23, 2026 will be entitled to attend the AGM. In order to be eligible to attend and vote at the AGM, holders of H Shares of the Company whose transfers of Shares have not been registered shall deposit the transfer documents together with the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, June 22, 2026.

3. Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a Shareholder.

4. Ordinary resolution at a general meeting shall be passed by one half or above of the voting rights held by Shareholders (including their proxies) attending the general meeting. Special resolution at a general meeting shall be passed by two-thirds or above of the voting rights held by Shareholders (including their proxies) attending the general meeting.

5. The form of proxy must be signed by the H Shareholder or his/her attorney duly authorized in writing. If the H Shareholder is a corporation, the instrument must be either under its common seal or signed by the director or his/her attorney duly authorized. If the instrument is signed by an attorney of the H Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

6. In order to be valid, the form of proxy of the holders of H Shares together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM if he/she so wishes.

7. The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

8. All times refer to Hong Kong local time, except as otherwise stated.

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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)

NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2026 first H Shareholders' class meeting (the "**H Shareholders' Class Meeting**") of China Tourism Group Duty Free Corporation Limited (the "**Company**") will be held on Friday, June 26, 2026 immediately following the conclusion of the Company's 2025 annual general meeting and 2026 first A Shareholders' class meeting or any adjournment thereof at conference hall of Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing, for the purpose of considering and, if thought fit, approving the following resolution. Unless the context otherwise indicated, the capitalized terms and expressions used herein shall have the same meanings as those defined in the circular of the Company dated June 5, 2026 (the "**Circular**").

SPECIAL RESOLUTION

1. To consider and approve the Resolution on Granting the General Mandate to the Board of Directors to Repurchase Shares of the Company.

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

Beijing, the PRC, June 5, 2026

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

Notes:

1. The voting at the H Shareholders' Class Meeting will be conducted by way of poll.

2. In order to determine the Shareholders' eligibility to attend the H Shareholders' Class Meeting, the register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive. During such period, no transfer of the Company's H Shares will be registered. Holders of the H Shares of the Company whose names appear on register of members of the Company on Tuesday, June 23, 2026 will be entitled to attend the H Shareholders' Class Meeting. In order to be eligible to attend and vote at the H Shareholders' Class Meeting, holders of H Shares of the Company whose transfers of Shares have not been registered shall deposit the transfer documents together with the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, June 22, 2026.

3. Each Shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a Shareholder.

4. Pursuant to the Articles of Association, resolution at the H Shareholders' Class Meeting shall be passed by two-thirds or above of the voting rights held by Shareholders (including their proxies) attending the H Shareholders' Class Meeting.

5. The form of proxy must be signed by the H Shareholder or his/her attorney duly authorized in writing. If the H Shareholder is a corporation, the instrument must be either under its common seal or signed by the director or his/her attorney duly authorized. If the instrument is signed by an attorney of the H Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

6. In order to be valid, the form of proxy of the holders of H Shares together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the H Shareholders' Class Meeting if he/she so wishes.

7. The H Shareholders' Class Meeting is expected to last for no more than half a day. Shareholders or their proxies attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the H Shareholders' Class Meeting shall produce their identity documents.

8. All times refer to Hong Kong local time, except as otherwise stated.