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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)**

### **POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING**

References are made to the notice of the 2023 annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of China Tourism Group Duty Free Corporation Limited (the “**Company**”) dated April 30, 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

#### **CONVENING AND ATTENDANCE OF THE AGM**

The AGM was held at conference hall, Yuyang Hotel, No. 18 Xinyuan Xili Middle Street, Chaoyang District, Beijing at 2 p.m. on Thursday, May 23, 2024.

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

As at the date of the AGM, the total number of issued Shares of the Company was 2,068,859,044 Shares (including 1,952,475,544 A Shares and 116,383,500 H Shares), which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. As at the date of this announcement, to the best knowledge and belief of the Directors, no Shareholder was required to abstain from voting on the resolutions at the AGM.

Save as disclosed above, to the best knowledge of the Directors having made all reasonable enquiries, there were no restrictions on any Shareholders to cast votes on the resolutions proposed at the AGM. None of the Shareholders have indicated their intention in the Circular to vote against or abstain from voting in respect of any resolution proposed at the AGM.

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

The Shareholders, holding in aggregate 1,192,724,182 Shares, representing approximately 57.6513% of the total number of Shares carrying the voting rights on the resolutions, attended the AGM and voted in respect of the resolutions proposed at the AGM in person, by proxy or via network. Among the Shareholders who presented (either in person or by proxies), 213 were A Shareholders (or their proxies), holding an aggregate of 1,142,254,431 Shares, representing approximately 55.2118% of the total number of Shares with voting rights, and 2 were H Shareholders, holding an aggregate of 50,469,751 Shares, representing approximately 2.4395% of the total number of Shares with voting rights.

## POLL RESULTS OF THE AGM

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

Ordinary Resolutions			For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.	To consider and approve the Work Report of the Board of Directors of the Company for the Year 2023.	A Shares	1,141,806,286	99.9608	309,140	0.0271	139,005	0.0122
		H Shares	50,462,671	99.9860	1,100	0.0022	5,980	0.0118
		Total	1,192,268,957	99.9618	310,240	0.0260	144,985	0.0122
2.	To consider and approve the Work Report of the Supervisory Board of the Company for the Year 2023.	A Shares	1,141,806,286	99.9608	309,140	0.0271	139,005	0.0122
		H Shares	50,462,671	99.9860	1,100	0.0022	5,980	0.0118
		Total	1,192,268,957	99.9618	310,240	0.0260	144,985	0.0122
3.	To consider and approve the Final Financial Report of the Company for the Year 2023.	A Shares	1,141,789,486	99.9593	325,940	0.0285	139,005	0.0122
		H Shares	50,392,571	99.8471	71,200	0.1411	5,980	0.0118
		Total	1,192,182,057	99.9545	397,140	0.0333	144,985	0.0122
4.	To consider and approve the 2023 Annual Report of the Company and its summary.	A Shares	1,141,813,286	99.9614	300,940	0.0263	140,205	0.0123
		H Shares	50,462,671	99.9860	1,100	0.0022	5,980	0.0118
		Total	1,192,275,957	99.9624	302,040	0.0253	146,185	0.0123
5.	To consider and approve the Profit Distribution Proposal of the Company for the Year 2023.	A Shares	1,141,763,186	99.9570	386,940	0.0339	104,305	0.0091
		H Shares	50,468,651	99.9978	1,100	0.0022	0	0.0000
		Total	1,192,231,837	99.9587	388,040	0.0325	104,305	0.0087
6.	To consider and approve the Resolution on the Remuneration of Directors of the Company for the Year 2023.	A Shares	1,141,711,086	99.9524	440,740	0.0386	102,605	0.0090
		H Shares	50,451,129	99.9631	18,622	0.0369	0	0.0000
		Total	1,192,162,215	99.9529	459,362	0.0385	102,605	0.0086

Ordinary Resolutions			For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
7.	To consider and approve the Resolution on the Re-appointment of Financial Reporting Auditors for the Year 2024.	A Shares	1,107,902,550	96.9926	34,246,376	2.9981	105,505	0.0092
		H Shares	21,204,958	42.0152	29,264,191	57.9836	602	0.0012
		Total	1,129,107,508	94.6663	63,510,567	5.3248	106,107	0.0089
8.	To consider and approve the Resolution on the Re-appointment of Internal Control Auditor for the Year 2024.	A Shares	1,107,902,650	96.9926	34,246,276	2.9981	105,505	0.0092
		H Shares	21,204,958	42.0152	29,264,191	57.9836	602	0.0012
		Total	1,129,107,608	94.6663	63,510,467	5.3248	106,107	0.0089
9.	To consider and approve the Resolution on the Election of Non-independent Director of the Fifth Session of the Board of Directors of the Company.	A Shares	1,141,632,175	99.9455	500,048	0.0438	122,208	0.0107
		H Shares	50,179,694	99.4253	265,257	0.5256	24,800	0.0491
		Total	1,191,811,869	99.9235	765,305	0.0642	147,008	0.0123
10.	To consider and approve the Resolution on the Amendments to the Rules of Independent Directors of the Company.	A Shares	1,113,183,086	97.4549	26,612,738	2.3298	2,458,607	0.2152
		H Shares	22,774,999	45.1260	27,339,061	54.1692	355,691	0.7048
		Total	1,135,958,085	95.2406	53,951,799	4.5234	2,814,298	0.2360
11.	To consider and approve the Resolution on the Amendments to the Rules of Investor Relations Management of the Company.	A Shares	1,141,866,886	99.9661	280,340	0.0245	107,205	0.0094
		H Shares	50,468,651	99.9978	1,100	0.0022	0	0.0000
		Total	1,192,335,537	99.9674	281,440	0.0236	107,205	0.0090

*Note:* The above voting percentages are rounded to 4 decimal places, any discrepancies between the total and sums of amounts in the table above are due to rounding.

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

Special Resolutions			For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
12.	To consider and approve the Resolution on the Amendments to the Articles of Association.	A Shares	1,113,181,086	97.4547	26,614,738	2.3300	2,458,607	0.2152
		H Shares	22,774,999	45.1260	27,339,061	54.1692	355,691	0.7048
		Total	1,135,956,085	95.2405	53,953,799	4.5236	2,814,298	0.2360
13.	To consider and approve the Resolution on the Amendments to the Rules of Procedure for General Meetings of the Company.	A Shares	1,141,849,186	99.9645	300,940	0.0263	104,305	0.0091
		H Shares	50,468,451	99.9974	1,100	0.0022	200	0.0004
		Total	1,192,317,637	99.9659	302,040	0.0253	104,505	0.0088
14.	To consider and approve the Resolution on the Amendments to the Rules of Procedure for the Board of Directors of the Company.	A Shares	1,141,849,186	99.9645	300,940	0.0263	104,305	0.0091
		H Shares	50,468,651	99.9978	1,100	0.0022	0	0.0000
		Total	1,192,317,837	99.9659	302,040	0.0253	104,305	0.0087

*Note:* The above voting percentages are rounded to 4 decimal places, any discrepancies between the total and sums of amounts in the table above are due to rounding.

As more than two-thirds of the votes were cast in favor of the above resolutions, these resolutions were duly passed as a special resolutions of the Company.

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

## **SCRUTINY OF VOTE-COUNTING AND LEGAL OPINION**

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

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

## DISTRIBUTION OF 2023 FINAL DIVIDEND

Upon consideration and approval by the Shareholders at the AGM, the Board is pleased to announce the following details in relation to the distribution of the 2023 final dividend:

The Company will distribute a final cash dividend for the year ended December 31, 2023 of RMB1.65 (tax inclusive) per Share to the Shareholders. The cash dividend is denominated and announced in RMB, and paid to A Shareholders in RMB and to H Shareholders in Hong Kong dollars. The actual amount of H Share final dividends paid in Hong Kong dollars shall be calculated based on the average benchmark exchange rate for RMB against Hong Kong dollars published by the People's Bank of China for the five working days before the AGM (i.e. RMB0.910628 to HK\$1), being a cash dividend of HK\$1.81194 (tax inclusive) per Share.

The H Share dividends will be paid to the Shareholders whose names appear on the H Share register of members of the Company after the close of market on the record date of Thursday, June 13, 2024 (the "**Record Date**"). In order to determine the list of Shareholders who are entitled to receive the final dividend, the Company's H Share register of members will be closed from Friday, June 7, 2024 to Thursday, June 13, 2024 (both days inclusive), during which period no transfer of H Shares will be effected. In order to qualify for entitlement to the H Share final dividends, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, No. 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, June 6, 2024. The Company expects that the H Share final dividends will be paid to the H Shareholders as at the Record Date on or about July 12, 2024.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent for the H Shares in Hong Kong (the "**Receiving Agent**") and will pay to the Receiving Agent the H Share dividends declared. The Receiving Agent will hold the H Share dividends in trust for the relevant H Shareholders until payment is made. Such H Share final dividends (net of applicable taxes) will be paid by the Receiving Agent and the relevant cheques will be despatched by Computershare Hong Kong Investor Services Limited on or about July 12, 2024 to the H Shareholders as at the Record Date by ordinary post at their own risk.

The Company will withhold and pay the relevant income tax strictly in accordance with the relevant laws and regulations and the requirements of the regulatory authorities and strictly based on the H Share register of members of the Company on the Record Date. The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding. Details of the tax relief on dividend income of holders of listed securities have been set out in the Circular and Shareholders are advised to read the relevant contents carefully. Shareholders are recommended to consult their tax advisors regarding the tax implications in the PRC, Hong Kong and other countries (regions) for holding and selling the Shares.

The Company will separately announce the details of the arrangement for the distribution of the A Share final dividends to the A Shareholders on the Shanghai Stock Exchange in due course.

## CHANGE IN THE COMPOSITION OF BOARD COMMITTEE

As the Resolution on the Election of non-independent Director of the Fifth Session of the Board of Directors of the Company was duly passed as an ordinary resolution at the AGM, Mr. CHANG Zhujun was appointed as an executive Director of the Fifth Session of the Board of Directors of the Company. At the twelfth meeting of the Fifth Session of the Board of Directors held on May 23, 2024, the Board elected Mr. CHANG Zhujun as a member of the strategy and sustainability committee of the Fifth Session of the Board of Directors of the Company (the “**Strategy and Sustainability Committee**”) and a member of the nomination committee of the Fifth Session the Board (the “**Nomination Committee**”), each with a term commencing from the date of consideration and approval by the Board (i.e. 23 May 2024) until the expiration of the Fifth Session of the Board of Directors.

The composition of the related committees of the Board after adjustment is as follows:

The Strategy and Sustainability Committee: Mr. WANG Xuan (Chairman), Mr. CHEN Guoqiang, Mr. CHANG Zhujun and Mr. WANG Qiang.

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

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As a special resolution in relation to the proposed amendments to the Articles of Association was duly approved by the Shareholders at the AGM, the relevant amendments shall come into effect immediately.

By order of the Board  
**China Tourism Group Duty Free Corporation Limited**  
**Mr. WANG Xuan**  
*Chairman of the Board*

Beijing, the PRC  
May 23, 2024

*As at the date of this announcement, the members of the Board of the Company comprise Mr. WANG Xuan, Mr. CHEN Guoqiang and Mr. CHANG Zhujun as the executive Directors, and Mr. GE Ming, Ms. WANG Ying and Mr. WANG Qiang as the independent non-executive Directors.*