

## A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted net tangible assets of the Group is prepared in accordance with paragraph 4.29 of the Listing Rules and is set out below to illustrate the effect of the Global Offering on the consolidated net tangible assets attributable to equity shareholders of the Company as at 31 March 2022 as if the Global Offering had taken place on 31 March 2022.

The unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as at 31 March 2022 or at any future date.

	Consolidated net tangible assets attributable to equity shareholders of the Company as at 31 March 2022 <sup>(1)</sup> RMB'000	Estimated net proceeds from the Global Offering <sup>(2)</sup> RMB'000	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company RMB'000	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share RMB <sup>(3)</sup>	HK\$ <sup>(4)</sup>
Based on an Offer Price of HK\$143.50 per H Share	30,819,731	12,386,467	43,206,198	21.02	24.48
Based on an Offer Price of HK\$165.50 per H Share	30,819,731	14,298,511	45,118,242	21.95	25.57

### Notes:

- (1) The consolidated net tangible assets attributable to equity shareholders of the Company as at 31 March 2022 is arrived after (i) deducting intangible assets of RMB116,707,000 and goodwill of RMB822,460,000, and (ii) adjusting the share of intangible assets attributable to non-controlling interests of RMB3,980,000 from the consolidated total equity attributable to the equity shareholders of the Company as of 31 March 2022 of RMB31,754,918,000, which is extracted from the Accountants' Report set out in Appendix I to this prospectus.
- (2) The estimated net proceeds from the Global Offering are based on 102,761,900 H Shares to be issued pursuant to the Global Offering and the indicative Offer Prices of HK\$143.50 per H Share and HK\$165.50 per H Share, being the low end and high end of Offer Price range, after deduction of the estimated underwriting fees and other related expenses payable by the Group and does not take into account any shares which may be issued upon the exercise of the Over-allotment Option. The estimated net proceeds of the Global Offering have been converted to Renminbi at the exchange rate of HK\$1.0000 to RMB0.8587 prevailing on 5 August 2022. No representation is made that the Hong Kong dollar amounts have been, could have been or could be converted into RMB, or vice versa, at that rate or at any other rates.

- (3) The unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share is arrived at by dividing the unaudited pro forma adjusted net tangible assets by 2,055,237,444 Shares, being the number of shares expected to be in issue and outstanding following the completion of the Global Offering, and does not take into account any shares which may be issued upon the exercise of the Over-allotment Option.
- (4) The unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share amounts in RMB are converted to Hong Kong dollar with the exchange rate of RMB0.8587 to HK\$1.0000 prevailing on 5 August 2022. No representation is made that the Hong Kong dollar amounts have been, could have been or could be converted into RMB, or vice versa, at that rate or at any other rates.
- (5) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 31 March 2022 including but not limited to the dividend declared on 18 May 2022. Had such dividend being declared on 31 March 2022, the unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company as of 31 March 2022 would have been decreased by approximately RMB2,928,713,000, and the unaudited pro forma adjusted consolidated net tangible assets attributable to equity shareholders of the Company per Share would have been decreased by approximately RMB1.42 (HK\$1.66), which is calculated based on 2,055,237,444 Shares, being the number of shares expected to be in issue and outstanding following the completion of the Global Offering, and does not take into account any shares which may be issued upon the exercise of the Over-allotment Option.



KPMG  
8th Floor, Prince's Building  
Central, Hong Kong  
G P O Box 50, Hong Kong  
Telephone +852 2522 6022  
Fax +852 2845 2588  
Internet kpmg.com/cn

## **INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

### **TO THE DIRECTORS OF CHINA TOURISM GROUP DUTY FREE CORPORATION LIMITED (中國旅遊集團中免股份有限公司)**

We have completed our assurance engagement to report on the compilation of pro forma financial information of China Tourism Group Duty Free Corporation Limited (中國旅遊集團中免股份有限公司 the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at 31 March 2022 and related notes as set out in Part A of Appendix IIB to the prospectus dated 15 August 2022 (the "Prospectus") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix IIB to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the H shares of the Company (the "Global Offering") on the Group's financial position as at 31 March 2022 as if the Global Offering had taken place at 31 March 2022. As part of this process, information about the Group's financial position as at 31 March 2022 has been extracted by the Directors from the Group's historical financial information included in the Accountants' Report as set out in Appendix I to the Prospectus.

### **Directors' Responsibilities for the Pro Forma Financial Information**

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

### **Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms That Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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## **Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements ("HKSAE") 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of events or transactions as at 31 March 2022 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Our procedures on the pro forma financial information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

### **Opinion**

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group, and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

*Certified Public Accountants*  
Hong Kong

15 August 2022