



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)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

The following procedures apply to shareholders who wish to propose a person for election as a director of the Company. These procedures are subject to the Company Law of the People's Republic of China, the articles of association of the Company (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other applicable laws and regulation:

- (1) Shareholders who individually or collectively hold more than 3% of the issued shares of the Company may nominate candidates for non-independent directors who are not employee representatives, and shareholders who individually or collectively hold more than 1% of the issued shares of the Company may nominate candidates for independent directors. If any qualified shareholder(s) wishes to propose a person for election as a director at a general meeting, he/she shall lodge a written notice at the Company's registered address in the PRC at 8/F, Building A, No. A2 Dongzhimenwai Xiaojie, Dongcheng District, Beijing, PRC or the Company's registered address in Hong Kong at 16/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong for the attention of the joint company secretaries of the Company.
- (2) The written notice must state (i) his/her intention to propose such person for election as a director, and (ii) the contact details, resume and basic information such nominated candidate as required under Article 81 of the Company's articles of association and Rule 13.51(2) of the Listing Rules and be signed by the shareholder concerned. The person who has been proposed shall also undertake in writing that he/she accepts the nomination, consent to the publication of his/her personal data and undertakes as to the truthfulness, accuracy and completeness of the information disclosed about him/her and warrants that he/she will duly perform his/her duties as a director upon his/her appointment.
- (3) The minimum length of the period for lodgment of the above notice shall be at least seven (7) days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of the above notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election of director and end no later than seven (7) days prior to the date of such general meeting.
- (4) Upon receipt of the above notice from a shareholder which is received after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the particulars of the proposed director pursuant to Rule 13.51(2) of the Listing Rules.

Shareholders who have enquiries about the above procedures may write to the joint company secretaries of the Company at the Company's registered address in the PRC at 8/F, Building A, No. A2 Dongzhimenwai Xiaojie, Dongcheng District, Beijing, PRC or the Company's registered address in Hong Kong at 16/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong.