

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated August 15, 2022 (the “**Prospectus**”) of China Tourism Group Duty Free Corporation Limited (the “**Company**”).

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This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares are being offered and sold (i) in the United States to qualified institutional buyers in reliance on Rule 144A or another exemption from, or in transaction not subject to, the registration requirements of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.



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)

**PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION,
STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Representatives (on behalf of the International Underwriters) on Friday, September 16, 2022 in respect of an aggregate of 13,621,600 H Shares (the “**Over-allotment Shares**”), representing approximately 13.26% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements. The Over-allotment Shares will be issued and allotted by the Company at HK\$158.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price under the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on Saturday, September 17, 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

Further information of the stabilizing actions undertaken by China International Capital Corporation Hong Kong Securities Limited as the stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, during the stabilization period is set out in this announcement.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Representatives (on behalf of the International Underwriters) on Friday, September 16, 2022 in respect of an aggregate of 13,621,600 H Shares, representing approximately 13.26% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements. The Over-allotment Shares will be issued and allotted by the Company at HK\$158.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price under the Global Offering.

APPROVAL OF LISTING

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on Wednesday, September 21, 2022.

SHARE CAPITAL OF THE COMPANY UPON COMPLETION OF THE PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The share capital of the Company immediately before and immediately after the completion of the partial exercise of the Over-allotment Option is as follows:

Description of Shares	Immediately before the issue of the Over-allotment Shares		Immediately after the issue of the Over-allotment Shares	
	Number of issued Shares	Approximate % of issued share capital	Number of issued Shares	Approximate % of issued share capital
A Shares	1,952,475,544	95.00%	1,952,475,544	94.37%
H Shares issued under the Global Offering	102,761,900	5.00%	116,383,500	5.63%
Total	2,055,237,444	100.00%	2,068,859,044	100.00%

USE OF PROCEEDS

The Company will receive the net proceeds of approximately HK\$2,119.8 million (after deducting the underwriting commissions and other estimated fees and expenses payable by the Company in connection with the exercise of the Over-allotment Option) for the 13,621,600 H Shares to be issued and allotted following the partial exercise of the Over-allotment Option and will use the net proceeds in the following order: (i) approximately 10%, or HK\$212.0 million, of net proceeds will be used for working capital and other general corporate purposes; and (ii) approximately 90%, or HK\$1,907.8 million, of the net proceeds will be used to develop additional shopping facilities and a hotel at the Haikou International Duty-Free Complex.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

Pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company further announces that the stabilization period in connection with the Global Offering ended on Saturday, September 17, 2022, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The stabilizing actions undertaken by the Stabilizing Manager, its affiliates or any person acting for it, during the stabilization period are set out below:

- (1) over-allocations of an aggregate of 15,414,200 H Shares in the International Offering, representing approximately 15% of the total number of the Offer Shares initially offered under the Global Offering before any exercise of the Over-allotment Option;
- (2) successive purchases of an aggregate of 2,493,300 H Shares at a price in the range of HK\$154.80 to HK\$158.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilization period, representing approximately 2.43% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to, among others, facilitate the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements. The last purchase made by the Stabilizing Manager, its affiliates or any person acting for it on the market during the stabilization period was on August 26, 2022 at the price of HK\$158.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.005%); and
- (3) the partial exercise of the Over-allotment Option by the Joint Representatives (on behalf of the International Underwriters) on Friday, September 16, 2022 in respect of an aggregate of 13,621,600 H Shares, representing approximately 13.26% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price per Offer Share, to facilitate the delivery of H Shares to the Cornerstone Investors who have agreed to delayed delivery of the relevant H Shares subscribed by them under their respective Cornerstone Investment Agreements.

The portion of the Over-allotment Option which has not been exercised by the Joint Representatives (on behalf of the International Underwriters) lapsed on Saturday, September 17, 2022.

PUBLIC FLOAT

The Company has applied to the Hong Kong Stock Exchange, and the Hong Kong Stock Exchange has granted the Company a waiver from strict compliance with the requirements of Rule 8.08(1)(b) of the Hong Kong Listing Rules. Therefore, the minimum public float of the Company's H Shares shall be the higher of: (i) 5.00% of the total issued share capital of the Company; or (ii) such percentage of H Shares to be held by the public immediately after the completion of the Global Offering, as increased by the H Shares to be issued upon the exercise of the Over-allotment Option.

Immediately after the issue and allotment of the Over-allotment Shares, the number of H Shares in public hands represents approximately 5.63% of the total issued share capital of the Company, which satisfies the conditions for minimum public float imposed by the Hong Kong Stock Exchange for granting the waiver from strict compliance with Rule 8.08(1)(b) of the Hong Kong Listing Rules. The Directors confirm that, immediately after the end of the stabilization period and after the partial exercise of the Over-allotment Option, the Company will continue to comply with the public float requirements imposed by the Hong Kong Stock Exchange for granting the waiver from strict compliance with Rule 8.08(1)(b) of the Hong Kong Listing Rules.

By order of the Board
China Tourism Group Duty Free Corporation Limited
Mr. PENG Hui
Chairman

Hong Kong, September 19, 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. PENG Hui, Mr. CHEN Guoqiang and Mr. WANG Xuan as executive directors and Mr. ZHANG Rungang, Mr. WANG Bin, Ms. LIU Yan and Mr. GE Ming as independent non-executive directors.