
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Travel International Investment Hong Kong Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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香港中旅國際投資有限公司
CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED
(incorporated in Hong Kong with limited liability)
(Stock Code: 308)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS AND
GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

Unless the context requires otherwise, terms used in this cover shall have the same meaning as those in the circular.

“Taking into account the recent development of the epidemic caused by the coronavirus disease (COVID-19), the Company will implement the following prevention and control measures at the AGM to protect Shareholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted for every attending Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;
- (ii) every attending Shareholder or proxy is required to wear a surgical mask throughout the AGM; and
- (iii) no refreshments or souvenirs will be served or distributed at the AGM.

Any person who (a) does not comply with the precautionary measures; (b) is subject to any Hong Kong Government prescribed quarantine; (c) is subject to the Government’s prescribed testing requirement or direction and has not tested negative; or (d) has any flu-like symptoms or is otherwise unwell may be denied entry into the meeting venue. The Company wishes to advise all Shareholders, in particular those who are subject to quarantine in relation to COVID-19, that they may appoint any person or the Chairman of the AGM as a proxy to attend and vote on any of the resolutions in lieu of attending the AGM in person.

The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government, and if necessary, will make further announcements in case of any update regarding the precautionary measures to be carried out at the AGM.”

A notice convening an annual general meeting of the Company to be held at Forum Wing, C/Floor, Metropark Hotel Mongkok, 22 Lai Chi Kok Road, Kowloon, Hong Kong on Monday, 30 May 2022 at 2:30 p.m. is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the meeting, please complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon to the Company’s share registrar, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and, in any event, by no later than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or of the poll, as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

26 April 2022

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Forum Wing, C/Floor, Metropark Hotel Mongkok, 22 Lai Chi Kok Road, Kowloon, Hong Kong on Monday, 30 May 2022 at 2:30 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“China CTS”	China National Travel Service Group Corporation Limited, a central state-owned enterprise under the direct supervision of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, which owns the entire issued share capital of CTS (Holdings)
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Travel International Investment Hong Kong Limited, a company incorporated in Hong Kong with limited liability and the securities of which are listed on the main board of the Stock Exchange (Stock code: 308)
“connected person”	has the meaning ascribed to it under the Listing Rules
“CTS (Holdings)”	China Travel Service (Holdings) Hong Kong Limited, a company interested in 61.15% of the issued share capital of the Company and a connected person of the Company as at the Latest Practicable Date
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	shareholders of the Company
“Shares”	ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-Backs approved by the Securities and Futures Commission in Hong Kong from time to time
“%”	per cent

LETTER FROM THE BOARD



香港中旅國際投資有限公司
CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 308)

DIRECTORS:

Executive Directors:

Mr. Jiang Hong (*Chairman*)
Mr. Lo Sui On (*Vice-Chairman*)
Mr. Chen Xianjun (*General Manager*)
Mr. Tang Yong

Non-Executive Directors:

Mr. Wu Qiang
Mr. Tsang Wai Hung

Independent Non-Executive Directors:

Mr. Tse Cho Che Edward
Mr. Zhang Xiaoke
Mr. Huang Hui
Mr. Chen Johnny
Mr. Song Dawei

REGISTERED OFFICE:

12th Floor, CTS House
78-83 Connaught Road Central
Hong Kong

26 April 2022

To Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS AND
GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. RE-ELECTION OF DIRECTORS

At the AGM, Mr. Tse Cho Che Edward, Mr. Zhang Xiaoke, Mr. Huang Hui and Mr. Song Dawei will retire as Directors by rotation and, being eligible, offer themselves for re-election in accordance with Article 101 of the Articles.

Mr. Chen Xianjun, who was appointed by the Board on 21 April 2022 to fill a casual vacancy, will retire at the forthcoming AGM and, being eligible, offer himself for re-election in accordance with Article 92 of the Articles.

LETTER FROM THE BOARD

The Nomination Committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors as set forth in the terms of reference of the Nomination Committee of the Board, the Company's corporate strategy, and the independence of all the retiring independent non-executive Directors. The Nomination Committee has recommended to the Board the proposal for re-election of all the retiring Directors at the AGM.

Particulars of the retiring Directors are set out in Appendix I to this circular.

B. GENERAL MANDATE TO BUY BACK SHARES

In addition, approval is being sought from the Shareholders to buy back the Shares. At the AGM, an ordinary resolution will be proposed to approve the granting of a general mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution (the "Buy-back Mandate").

This letter together with the explanatory statement, which is set out in Appendix II to this circular and is required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate, constitutes the memorandum of the terms of the proposed buy-backs required under Section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

C. GENERAL MANDATE TO ISSUE SHARES AND ITS EXTENSION

In addition, approval is being sought from the Shareholders at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares in the capital of the Company amounting to up to 20% of the total number of Shares in issue, by way of an ordinary resolution to be proposed at the AGM. A further resolution will be proposed to authorise an extension of the general mandate to issue shares by adding to the total number of Shares repurchased by the Company pursuant to the Buy-back Mandate, if granted.

In the event that it becomes desirable for the Company to issue any new Shares, the Directors are given flexibility and discretion to allot and issue new Shares amounting to up to 20% of the issued share capital of the Company as at the date of the passing of the relevant resolution and, if also authorised by the Shareholders at the AGM, by adding to such mandate the number of Shares repurchased by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the number of issued shares of the Company was 5,536,633,709 Shares. Subject to the passing of the resolution granting the proposed general mandate and on the basis that no further Shares will be issued or repurchased before the

LETTER FROM THE BOARD

AGM, the Company will be allowed under the general mandate to allot, issue and deal with a maximum of 1,107,326,741 Shares (representing 20% of the said total number of issued Shares).

D. ANNUAL GENERAL MEETING

Your are advised to read this circular. If you do not plan to attend the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf at the AGM. In light of the epidemic situation of COVID-19, Shareholders may consider appointing the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.

A notice convening the AGM is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the holding of the AGM (or adjourned meeting or of the poll, as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting at the AGM (or adjourned meeting or of the poll, as the case may be) if you so wish.

As required under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Chairman of the AGM will exercise his right under Article 73 of the Articles to demand a poll on each of the resolutions to be proposed at the AGM.

E. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

LETTER FROM THE BOARD

F. RECOMMENDATION

The Directors believe that the proposals for re-election of retiring Directors, the Buy-back Mandate and the general mandate to issue Shares and its extension are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

Jiang Hong

Chairman

Particulars of the retiring Directors entitled to offer themselves for re-election at the AGM are set out below:

MR. TSE CHO CHE EDWARD *Independent Non-Executive Director*

Aged 65, appointed in October 2018, is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He holds a bachelor's degree and a master's degree in civil engineering from the Massachusetts Institute of Technology, the United States, and a master of business administration as well as a Ph.D. in civil engineering from the University of California, Berkeley, the United States. Mr. Tse is an independent non-executive director of China Oriental Group Company Limited (Stock Code: 581). He was an independent non-executive director of Shanghai Pharmaceuticals Holding Co., Ltd. (stock code: HK.02607, SH.601607). He has been engaged in management consultancy and corporate senior management for nearly 30 years, with extensive experience and expertise in definition and implementation of corporate transformation, establishment of organizations, business strategy and overseas expansion. He holds the position of Chairman in Gao Feng Advisory Company since April 2014. He was the chairman of the board in Greater China region of Booz & Company Inc., an independent director of Baoshan Iron & Steel Co., Ltd. (stock code SH.600019), a director of Shanghai Automotive Industry Corporation (Group), an executive vice president of corporate planning and development division and business president of Greater China region of HKT Limited, a member of the Strategy Development Committee and a part-time member of the Central Policy Unit of the Hong Kong Special Administrative Region, and president of Greater China region of Boston Consulting Group, etc.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tse has not held any directorships in other public listed companies in Hong Kong or overseas in the past three years. Pursuant to the director appointment letter entered into between the Company and Mr. Tse, he is not appointed for a specific term but shall be subject to the provisions of retirement by rotation at least once every three years and re-election at annual general meeting(s) in accordance with the Articles and the Listing Rules. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at the annual general meeting(s). Pursuant to the authorization granted by the Shareholders, the Board will then determine the director's fee payable to each Director with reference to his/her qualification, experience and performance and the prevailing market conditions and trends. During the year ended 31 December 2021, Mr. Tse received a director's fee of HK\$350,000.

Save as disclosed above, Mr. Tse does not hold any other position with the Company or its subsidiaries and does not have any relationship with any director, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tse did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tse has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. ZHANG XIAOKE *Independent Non-Executive Director*

Aged 67, appointed in October 2018, is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He is a specially-invited expert of the Chinese Academy of Social Sciences and a deputy of the eighth and ninth National People's Congress of the People's Republic of China. Mr. Zhang obtained a doctor of business administration degree from Warnborough College, UK, and an EMBA degree from Xi'an Jiaotong University. Mr. Zhang was the general manager of China International Travel Service, Xi'an, the under-secretary of Shaanxi Provincial Tourism Bureau, and the general manager and chairman of the Shaanxi Tourism Holdings Company. Due to his outstanding performance, Mr. Zhang received about 20 awards and honors such as the excellent manager of national travel agency industry and the outstanding entrepreneur of national tourism industry.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has not held any directorships in other public listed companies in Hong Kong or overseas in the past three years. Pursuant to the director appointment letter entered into between the Company and Mr. Zhang, he is not appointed for a specific term but shall be subject to the provisions of retirement by rotation at least once every three years and re-election at annual general meeting(s) in accordance with the Articles and the Listing Rules. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at annual general meeting(s). Pursuant to the authorization granted by the Shareholders, the Board will then determine the director's fee payable to each Director with reference to his/her qualification, experience and performance and the prevailing market conditions and trends. During the year ended 31 December 2021, Mr. Zhang received a director's fee of HK\$350,000.

Save as disclosed above, Mr. Zhang does not hold any other position with the Company or its subsidiaries and does not have any relationship with any director, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. HUANG HUI *Independent Non-Executive Director*

Aged 45, appointed in October 2018, is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He obtained two bachelor degrees – in mechanical engineering and in law – and a master degree in law, from Tsinghua University, and a PhD in law from the University of New South Wales, Australia. He is a professor of law in the faculty of law, the Chinese University of Hong Kong. Mr. Huang specializes in corporate law, securities regulation, finance law, etc. Mr. Huang is a member of the World Bank Panel for Financial Institution Resolution and Insolvency, a specially-invited expert of the Supreme People’s Court of the People’s Republic of China, an expert advisor of Shanghai Financial Court. He is also an adjunct professor of Law at the University of New South Wales, a Li Ka Shing visiting professor in McGill Law School, a ‘Jingtian Scholar’ honorary professor at East China University of Political Science and Law, guest professor at China University of Political Science and Law, as well as visiting scholars at Harvard Law School, Michigan Law School, Oxford Law School and Cambridge Law School. He is a specially-invited expert of China Banking Law Society and an elected member of the Standing Committee of China Commercial Law Society. He serves as a designated arbitrator for the Kuala Lumpur Regional Centre for Arbitration, the South China International Economic and Trade Arbitration Commission and the Shanghai International Economic and Trade Arbitration Commission.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang has not held any directorships in other public listed companies in Hong Kong or overseas in the past three years. Pursuant to the director appointment letter entered into between the Company and Mr. Huang, he is not appointed for a specific term but shall be subject to the provisions of retirement by rotation at least once every three years and re-election at annual general meeting(s) in accordance with the Articles and the Listing Rules. The director’s fees payable to the Directors for their service in each year is approved by the Shareholders at annual general meeting(s). Pursuant to the authorization granted by the Shareholders, the Board will then determine the director’s fee payable to each Director with reference to his/her qualification, experience and performance and the prevailing market conditions and trends. During the year ended 31 December 2021, Mr. Huang received a director’s fee of HK\$350,000.

Save as disclosed above, Mr. Huang does not hold any other position with the Company or its subsidiaries and does not have any relationship with any director, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Huang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Huang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. SONG DAWEI *Independent Non-Executive Director*

Aged 66, appointed in August 2019, is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Song was a Supervisor and the chairman of the Supervisory Committee of China COSCO Holdings Company Limited (now known as COSCO SHIPPING Holdings Co., Ltd., the shares of which are listed on the Main Board of the Stock Exchange with stock code: 1919), a director and a member of the CPC committee of China Ocean Shipping (Group) Company and the head of its CPC Discipline Inspection Committee. Mr. Song was the director of Industrial Production Committee of Fuxin City, the deputy director of the Economic and Trade Commission of Liaoning Province, the deputy director of the General Office, the deputy secretary-general and the director of the Research Center of the Restructuring Economic Systems of Liaoning Provincial Government. He was also the director of the Research Department of Social Development, Comprehensive Research Department of the State Council of the PRC. Mr. Song graduated from the Department of National Economy at the School of Economics and Management of Liaoning University with a master's degree in economics.

Save as disclosed above, as at the Latest Practicable Date, Mr. Song has not held any directorships in other public listed companies in Hong Kong or overseas in the past three years. Pursuant to the director appointment letter entered into between the Company and Mr. Song, he is not appointed for a specific term but shall be subject to the provisions of retirement by rotation at least once every three years and re-election at annual general meeting(s) in accordance with the Articles and the Listing Rules. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at annual general meeting(s). Pursuant to the authorization granted by the Shareholders, the Board will then determine the director's fee payable to each Director with reference to his/her qualification, experience and performance and the prevailing market conditions and trends. During the year ended 31 December 2021, Mr. Song received a director's fee of HK\$350,000.

Save as disclosed above, Mr. Song does not hold any other position with the Company or its subsidiaries and does not have any relationship with any director, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Song did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Song has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. CHEN XIANJUN *Executive Director and General Manager*

Aged 53, appointed in April 2022, was a director and the general manager of CTG Financial Services Corporation Limited, a subsidiary of CTS (Holdings), the general manager of strategic investment and corporate management department of China CTS, a director of Shaanxi Weihe Power Co., Ltd and a director of China International Travel Service Corporation Limited. Mr. Chen was also an executive director of the Company from February 2017 to November 2019, and he also served as a member of the strategy and development committee of the Company from February 2017 to October 2018. Mr. Chen was also the general manager of China Travel Tours Transportation Services Hong Kong Limited, general manager of CTS Pingdingshan Tourism Management Limited, general manager of Metropark Hotel Shenzhen, general manager of Metropark Hotel Mongkok and deputy general manager of China Travel Hotel Management Services Hong Kong Limited. Mr. Chen is a Certified Public Accountant in China and has extensive experience in investment planning, finance, business and hotel management. He holds a Master's degree in Economics from Jinan University.

Save as disclosed above, Mr. Chen did not hold any directorship in any other listed companies in Hong Kong or overseas in the last three years. Pursuant to the service contract entered into between the Company and Mr. Chen, Mr. Chen is not appointed for a specific term but is subject to retirement and re-election at least once every three years at annual general meeting(s) in accordance with the Articles and the Listing Rules. The annual director's fee is subject to approval by the Shareholders at annual general meeting(s) and is determined by the Board with the authority granted based on the performance of his duties and responsibilities and with reference to the prevailing market conditions and trends. As an executive director and general manager of the Company in 2022, Mr. Chen is entitled to a director's fee of HK\$240,000 per annum and a fixed remuneration of about HK\$1,800,000 per annum (including allowance and subsidies), which is determined by the Board with reference to his duties and responsibilities, the Company's remuneration policies and the prevailing market conditions, and will be subject to review from time to time. Mr. Chen is also entitled to year-end bonus, which will be determined by the Company with reference to its operating results, the assessment incentive policies of the Company, and his individual performance appraisal result.

Save as disclosed above, Mr. Chen does not hold any other position with the Company or its subsidiaries and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chen did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the general mandate for buy-backs of Shares and, together with the letter from the Board contained in this circular, also constitutes the memorandum of the terms of the buy-backs required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

GENERAL MANDATE FOR BUY-BACK OF SHARES

(a) Share Capital

As at the Latest Practicable Date, the number of issued shares of the Company was 5,536,633,709 Shares. Subject to the passing of the resolution granting the proposed Buy-back Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 553,663,370 ordinary Shares (representing 10% of the said total number of issued Shares).

(b) Reasons for Buy-backs

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to buy back securities of the Company in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

(c) Funding of Buy-backs

Buy-backs of Shares must be funded out of funds legally available for the purpose in accordance with the Articles and the laws of Hong Kong, being profits available for distribution or the proceeds of a fresh issue of shares made for the purpose of the buy-backs, and it is envisaged that the funds required for any buy-backs would be derived from such sources.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2021) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Disclosure of Interests

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised by the Shareholders to make buy-backs of Shares.

(e) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the laws of Hong Kong and the Articles.

(f) Market Prices of Shares

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.41	1.30
May	1.37	1.20
June	1.31	1.22
July	1.32	1.08
August	1.13	1.03
September	1.26	1.05
October	1.20	1.11
November	1.42	1.12
December	1.66	1.30
2022		
January	1.80	1.52
February	1.66	1.50
March	1.55	1.25
April (up to the Latest Practicable Date)	1.57	1.40

(g) Buy-back of Shares

During the six months immediately preceding the Latest Practicable Date, neither the Company nor any of its subsidiaries repurchased any of the Shares (whether or the Stock Exchange or otherwise).

(h) General

Upon the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase. Such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a

result, a Shareholder or a group of Shareholders, acting in concert could, depending on the level of increase of shareholding interest obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CTS (Holdings) beneficially owned, directly and indirectly, approximately 61.15% of the issued share capital of the Company. If the Buy-back Mandate is exercised in full, the beneficial interests of CTS (Holdings) in the Company may be increased to approximately 67.94% of the issued share capital of the Company. The Directors consider that such buy-backs made under the Buy-back Mandate will not give rise to an obligation for CTS (Holdings) to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors have no present intention to exercise the power of the Company to buy back Shares to such an extent as would result in the number of Shares in public hands (as defined under the Listing Rules) falling below 25%. Save as disclosed above, the Directors are not aware of other consequences that may arise under the Takeovers Code as a result of a buy-back of the Shares.

NOTICE OF ANNUAL GENERAL MEETING



香港中旅國際投資有限公司
CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 308)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Travel International Investment Hong Kong Limited (the “Company”) will be held at Forum Wing, C/Floor, Metropark Hotel Mongkok, 22 Lai Chi Kok Road, Kowloon, Hong Kong on Monday, 30 May 2022 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “Directors”) and of the auditors for the year ended 31 December 2021.
2. To re-elect the following Directors:
 - (a) Mr. Tse Cho Che Edward as an independent non-executive Director;
 - (b) Mr. Zhang Xiaoke as an independent non-executive Director;
 - (c) Mr. Huang Hui as an independent non-executive Director;
 - (d) Mr. Song Dawei as an independent non-executive Director;
 - (e) Mr. Chen Xianjun as an executive Director;

and authorize the board of directors of the Company (the “Board”) to fix the remuneration of the Directors.

3. To re-appoint KPMG as the auditor of the Company and to authorise the Board to fix the Auditor’s remuneration.

As special business to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**
 - (A) subject to paragraph (B) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the capital of the Company (“Shares”) be and is hereby generally and unconditionally approved;
 - (B) the total number of Shares which may be repurchased on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures

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Commission of Hong Kong (the “SFC”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs (the “Buy-back Code”) pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% of the aggregate number of Shares in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

- (C) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by the laws of Hong Kong to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (A) subject to paragraph (C) of this Resolution and subject to the Listing Rules, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares, which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options, warrants and other securities to subscribe for or convertible into Shares, which might require the exercise of such power after the end of the Relevant Period;
- (C) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option, warrant or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares, (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or

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part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue at the date of passing this Resolution;

(D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by the laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT** subject to the passing of Ordinary Resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the Ordinary Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of Shares repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no. 4 set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of Shares in issue as at the date of passing the Ordinary Resolution no. 4.”

By order of the board of directors of the Company
Jiang Hong
Chairman

Hong Kong, 26 April 2022

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Notes:

- (1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxy(ies) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. Taking into account the recent development of the epidemic caused by the coronavirus disease (COVID-19), the Company will implement the following prevention and control measures at the AGM to protect Shareholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted for every attending Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;
 - (ii) every attending Shareholder or proxy is required to wear a surgical mask throughout the AGM; and
 - (iii) no refreshments or souvenirs will be served or distributed at the AGM.

Any person who (a) does not comply with the precautionary measures; (b) is subject to any Hong Kong Government prescribed quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) has any flu-like symptoms or is otherwise unwell may be denied entry into the meeting venue. The Company wishes to advise all Shareholders, in particular those who are subject to quarantine in relation to COVID-19, that they may appoint any person or the Chairman of the AGM as a proxy to attend and vote on any of the resolutions in lieu of attending the AGM in person.

The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government, and if necessary, will make further announcements in case of any update regarding the precautionary measures to be carried out at the AGM.

- (2) A form of proxy for use at the meeting will be enclosed with the 2021 Annual Report to be despatched to the Shareholders. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
- (3) In order to be valid, the instrument appointing a proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or of the poll, as the case may be).
- (4) In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The Register of Members of the Company will be closed from Wednesday, 25 May 2022 to Monday, 30 May 2022 (both dates inclusive), for the purposes of ascertaining Shareholders' entitlement to attend and vote at the meeting. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 24 May 2022.
- (6) In relation to agenda item 2 in this notice regarding election of retiring directors of the Company, Mr. Tse Cho Che Edward, Mr. Zhang Xiaoke, Mr. Huang Hui, Mr. Song Dawei and Mr. Chen Xianjun will retire at the meeting and, being eligible, offer themselves for re-election in accordance with the articles of association of the Company. The biographical details and interests in the shares of the Company of the said directors to be re-elected at the meeting are set out in the circular of the Company dated 26 April 2022 (the "Circular") despatched together with the 2021 Annual Report.

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- (7) In relation to agenda items 4, 5 and 6 of this notice, the directors of the Company propose to seek shareholders' approval of the general mandates to buy back shares and to issue shares, as described in the Circular.
- (8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors of the Company comprises four executive Directors, namely Mr. Jiang Hong, Mr. Lo Sui On, Mr. Chen Xianjun and Mr. Tang Yong; two non-executive Directors, namely Mr. Wu Qiang and Mr. Tsang Wai Hung; and five independent non-executive Directors, namely Mr. Tse Cho Che Edward, Mr. Zhang Xiaoke, Mr. Huang Hui, Mr. Chen Johnny and Mr. Song Dawei.