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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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**

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A notice convening an annual general meeting of the Company to be held at Café du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 30 May 2019 at 2:30 p.m. is set out on pages 14 to 17 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 22, 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 2019

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## DEFINITIONS

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*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 Café du Parc, 2nd Floor, Metropark Hotel Causeway Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 30 May 2019 at 2:30 p.m. or any adjournment thereof
“Articles”	articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“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 60.05% of the issued share capital of the Company and a connected person of the Company
“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 People’s Republic of China
“Latest Practicable Date”	17 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	shareholders of the Company

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## DEFINITIONS

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“Shares”

shares of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)**

***DIRECTORS:***

*Executive Directors:*

Mr. Fu Zhuoyang (*Chairman*)  
Mr. Lo Sui On (*Vice-Chairman*)  
Mr. Jiang Hong (*General Manager*)  
Mr. Chen Xianjun  
Mr. You Cheng  
Mr. Yang Hao  
Mr. Wu Qiang (*Executive Deputy General Manager*)

*Independent Non-Executive Directors:*

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

***REGISTERED OFFICE:***

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

26 April 2019

*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. Lo Sui On, Mr. Chen Xianjun and Mr. You Cheng will retire as Directors by rotation and, being eligible, offer themselves for re-election in accordance with Article 101 of the Articles.

Mr. Yang Hao, Mr. Chen Johnny and Mr. Wu Qiang, who were appointed by the Board on 14 December 2018, 18 January 2019 and 8 March 2019 respectively, will retire at the forthcoming AGM and, being eligible, offer himself for re-election in accordance with Article 92 of the Articles.

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## LETTER FROM THE BOARD

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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 independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of all the retiring Directors, including the one independent non-executive Director who is due to retire 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 5,456,163,525 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

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## LETTER FROM THE BOARD

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AGM, the Company will be allowed under the general mandate to allot, issue and deal with a maximum of 1,091,232,705 Shares (representing 20% of the said total number of issued Shares).

### **D. ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 14 to 17 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 22, 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.

### **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**

**Fu Zhuoyang**

*Chairman*

*Particulars of the retiring Directors subject to re-election at the AGM are set out below:*

**MR. LO SUI ON** *Vice Chairman & Executive Director*

Aged 68, appointed in 2000, is a Director of a number of subsidiaries of the Company. Mr. Lo has over 40 years of operation and management experience in the tourism industry. Mr. Lo is a Deputy of the Thirteenth National People's Congress of the PRC, a member of The Election Committee for the Second, Third, Fourth & Fifth Government of the HKSAR, the Chairman of Committee on Tourism of The Hong Kong Chinese Enterprises Association and the Chairman of Hong Kong Association of China Travel Organizers Limited. In addition, Mr. Lo was appointed as a member of Hong Kong Tourism Board, a Director of the Travel Industry Council of Hong Kong, a member of the Tourism Strategy Group of the HKSAR Government and a member of Central Policy Unit Panel on Pan-Pearl River Delta.

Save as disclosed above, Mr. Lo has not held any directorships in other public companies in the last three years. There is no service contract between the Company and Mr. Lo. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at the annual general meeting. 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 performance and the prevailing market conditions and trends. During the year ended 31 December 2018, Mr. Lo received a director's fee of HK\$240,000.

Save as disclosed above, Mr. Lo does not hold any other position within the Company or its subsidiaries and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lo has a personal interest of 600,000 shares of the Company. He also has beneficial interest in 770,000 underlying Shares in respect of the share options granted by the Company at an exercise price of HK\$1.70 per Share, and save as disclosed above, Mr. Lo does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lo 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 should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**MR. CHEN XIANJUN** *Executive Director*

Aged 50, appointed in February 2017, is the general manager of strategic investment and corporate management department of China National Travel Service Group Corporation Limited and a director of China International Travel Service Corporation Limited. He was a member of the Strategy and Development Committee of the Company. Mr. Chen is a Certified Public Accountant in China and has extensive experience in investment planning and business and hotel management. He was 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 holds a Master's degree in Economics from Jinan University.

Save as disclosed above, Mr. Chen has not held any directorships in other public companies in the last three years. There is no service contract between the Company and Mr. Chen. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at the annual general meeting. 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 performance and the prevailing market conditions and trends. During the year ended 31 December 2018, Mr. Chen received a director's fee of HK\$240,000.

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

Save as disclosed above, 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 that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**MR. YOU CHENG** *Executive Director*

Aged 44, appointed in October 2018, was a director of Shaanxi Weihe Power Co., Ltd., the deputy general manager of the Company, a director of CTS (Dengfeng) Songshan Shaolin Culture Tourism Co., Ltd., Shenzhen The World Miniature Co., Ltd. and Shenzhen Splendid China Development Co., Ltd., the subsidiaries of the Company, and the general manager of the human resources department of CTS (Holdings). Mr. You graduated from the school of labour and human resources of Renmin University of China with a bachelor's degree in human resources management, and obtained a master degree in finance from the Chinese University of Hong Kong. Mr. You has extensive experience in human resources management and business management.

Save as disclosed above, Mr. You has not held any directorships in other public listed companies in Hong Kong or overseas in the past three years. There is no service contract between the Company and Mr. You. 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 the annual general meeting in accordance with the Articles. The director's fees payable to the Directors for their service in each year is approved by the shareholders of the Company at the annual general meeting. Pursuant to the authorization granted by the shareholders of the Company, the Board will then determine the director's fee payable to each Director with reference to his performance and the prevailing market conditions and trends. During the year ended 31 December 2018, Mr. You received a director's fee of HK\$44,000.

Save as disclosed above, Mr. You does not hold any other position with the Company or its subsidiaries and does not have any relationship with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company in the past three years. As at the date hereof, Mr. You has a personal interest of 450,000 Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. You has confirmed that there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with his appointment and there is no other information that should be disclosed pursuant to paragraph 13.51(2) (h) to (v) of the Listing Rules.

**MR. YANG HAO** *Executive Director*

Aged 42, appointed in December 2018, is a director of Hongkong New Travel Investments Ltd. (formerly known as Alliance Power Resources Ltd.), the substantial shareholder of the Company; a director and the executive deputy general manager of China Travel Financial Investment Holdings Co., Limited, a subsidiary of CTS (Holdings). Mr. Yang also serves as the Chairman of Prime Credit Limited, a director of China Tourism Industry Fund and the vice president of Chinese Financial Association of Hong Kong. Mr. Yang has 21 years of experience in commercial banks and possesses extensive knowledge and experience in finance and management. He used to work in human resources department, planning and finance department, and the asset and liability management department at the headquarter of the China Construction Bank. Since June 2010, Mr. Yang had been serving at the China Construction Bank (Asia) Corporation Limited as the deputy chief executive and had been in charge of the corporate and institutional business, financial market and treasury business, risk management and credit approval business and information technology business. Mr. Yang had also served as a director of CCB Asia Trust Co., Ltd.. Mr. Yang holds a bachelor's degree in economics from Renmin University of China and a master's degree in business administration from Tsinghua University.

Save as disclosed above, Mr. Yang has not held any directorship in other public companies in the last three years. There is no service contract between the Company and Mr. Yang. He is not appointed for a specific term but shall be subject to retirement and re-election at the annual general meeting in accordance with the Articles. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at the annual general meeting. 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 performance and the prevailing market conditions and trends. During the year ended 31 December 2018, Mr. Yang received a director's fee of HK\$12,000.

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

Save as disclosed above, Mr. Yang 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 should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**MR. CHEN JOHNNY** *Independent Non-Executive Director*

Aged 59, appointed in January 2019, is a member of the Audit Committee, Remuneration Committee, and Nomination Committee of the Company. He is an Independent Non-Executive Director of Stella International Holdings Limited (stock code: HK.01836), Uni-President China Holdings Ltd. (stock code: HK.00220) and Alibaba Pictures Group Limited (stock code: HK.01060). He is also the Chairman and Executive Director of Convoy Global Holdings Limited (stock code: HK.01019). Mr. Chen is currently an Adjunct Associate Professor of the Department of Finance and the Department of Management at the Hong Kong University of Science and Technology. Mr. Chen served as the assurance partner and general manager of the Beijing office in KPMG from September 1983 to August 1993. He then joined PricewaterhouseCoopers and served as an assurance partner and the managing partner of its Beijing office. Mr. Chen subsequently joined the management of Zurich Insurance Group (“Zurich”) in 2005, and worked in Zurich from March 2005 to February 2015 in multiple senior managerial roles in the Asia-Pacific region. His last position in Zurich was the chairman of Life and General Insurance in its China office. From 2005 to January 2014, Mr. Chen was a non-executive director of New China Life Insurance Company Ltd. (stock code: HK.01336). He was also an Independent Non-Executive Director of China Minsheng Financial Holding Corporation Limited (stock code: HK.00245) from December 2015 to November 2018. Mr. Chen obtained a bachelor’s degree in accounting/management from Johnson & Wales University in 1981. He obtained a master’s degree in accounting from University of Rhode Island in 1983. He is a certified public accountant in the US since 1985.

Save as disclosed above, Mr. Chen 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. Chen, 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 the annual general meeting in accordance with the Articles. The director’s fees payable to the Directors for their service in each year is approved by the shareholders of the Company at the annual general meeting. Pursuant to the authorization granted by the shareholders of the Company, the Board will then determine the director’s fee payable to each Director with reference to his performance and the prevailing market conditions and trends. The director’s fee of Mr. Chen as an Independent Non-Executive Director for the year 2019 currently proposed is approximately HK\$350,000, such fee is determined based on the general duties and responsibilities as an Independent Non-Executive Director of the Company and the prevailing market conditions, and is payable on a time pro-rata basis for any non-full year’s service.

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 director, senior management or substantial shareholders or controlling shareholders of the Company in the past three years. As at the Latest Practicable Date, Mr. Chen does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**MR. WU QIANG** *Executive Director and Executive Deputy General Manager*

Mr. Wu, aged 47, appointed in March 2019, is a director of Shenzhen Splendid China Development Co., Ltd., a subsidiary of the Company. Mr. Wu was the deputy general manager in the corporate development and management department of CTS (Holdings). He was also a director and the executive deputy general manager of Shenzhen The World Miniature Co., Ltd., a subsidiary of the Company, and the general manager of Shenzhen Splendid China Development Co., Ltd.. Mr. Wu has extensive experience in investment planning and corporate and scenic spots management. Mr. Wu graduated from the School of Business Nanjing University with a master's degree in management.

Save as disclosed above, Mr. Wu has not held any directorships in other public listed companies in Hong Kong or overseas in the past three years. There is no service contract between the Company and Mr. Wu. 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 the annual general meeting in accordance with the Articles. The director's fees payable to the Directors for their service in each year is approved by the Shareholders at the annual general meeting. Pursuant to the authorisation granted by the shareholders of the Company, the Board will then determine the director's fee payable to each Director with reference to his performance and the prevailing market conditions and trends. The director's fee of Mr. Wu as an Executive Director for the year ending 31 December 2019 currently proposed is approximately HK\$240,000, such fee is based on the general duties and responsibilities as an Executive Director of the Company and the prevailing market conditions, and is payable on a time pro-rata basis for any non-full year's service.

Save as disclosed above, Mr. Wu does not hold any other position with the Company or its subsidiaries and does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Company in the past three years. As at the Latest Practicable Date, Mr. Wu has a personal interest of 600,000 shares of the Company. He also has beneficial interest in 1,340,000 underlying shares of the Company in respect of his interests in the share options granted by the Company at an exercise price of HK\$2.304 per share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his appointment and there is no other information that should be disclosed pursuant to paragraph 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 5,456,163,525 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 545,616,352 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 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 2018) 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 (as defined in the Listing Rules), 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 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 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 and 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:

	<b>Shares</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
April	3.04	2.77
May	3.52	2.88
June	3.61	2.90
July	3.23	2.86
August	3.17	2.51
September	2.65	2.36
October	2.52	2.05
November	2.30	2.07
December	2.31	2.05
<b>2019</b>		
January	2.29	2.04
February	2.64	2.21
March	2.39	1.98
April (up to the Latest Practicable Date)	2.04	1.78

**(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 its securities (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 Codes on Takeovers and Mergers and Share Buy-backs (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 Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, CTS (Holdings) beneficially owned, directly and indirectly, approximately 60.05% 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 66.72% 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 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Travel International Investment Hong Kong Limited (the “Company”) will be held at Café du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 30 May 2019 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 Auditor for the year ended 31 December 2018.
2. To re-elect the following Directors:
  - (a) Mr. Lo Sui On as an Executive Director;
  - (b) Mr. Chen Xianjun as an Executive Director;
  - (c) Mr. You Cheng as an Executive Director;
  - (d) Mr. Yang Hao as an Executive Director;
  - (e) Mr. Chen Johnny as an Independent Non-Executive Director;
  - (f) Mr. Wu Qiang as an Executive Director;

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

3. To re-appoint KPMG as Auditor 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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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 to make or grant offers, agreements, options, and warrants 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 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.

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(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 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

**Fu Zhuoyang**

*Chairman*

Hong Kong, 26 April 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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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.
- (2) A form of proxy for use at the meeting will be enclosed with the 2018 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 22, 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 Monday, 27 May 2019 to Thursday, 30 May 2019 (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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2019.
- (6) In relation to agenda item 2 in this notice regarding election of retiring directors of the Company, Mr. Lo Sui On, Mr. Chen Xianjun, Mr. You Cheng, Mr. Yang Hao, Mr. Chen Johnny and Mr. Wu Qiang 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 2019 (the "Circular") despatched together with the 2018 Annual Report.
- (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 seven Executive Directors, being Mr. Fu Zhuoyang, Mr. Lo Sui On, Mr. Jiang Hong, Mr. Chen Xianjun, Mr. You Cheng, Mr. Yang Hao and Mr. Wu Qiang; and four Independent Non-Executive Directors, being Mr. Tse Cho Che Edward, Mr. Zhang Xiaoke, Mr. Huang Hui and Mr. Chen Johnny.*