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Orange Tour Cultural Holding Limited
旅橙文化控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8627

**(1) RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;**

AND

**(2) CHANGE IN COMPOSITION OF BOARD
COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Orange Tour Cultural Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following resignation and appointment of independent non-executive Directors and change in the composition of the board committees of the Company with effect from 31 December 2025 .

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yip Koon Shing (“**Mr. Yip**”) has resigned as an independent non-executive Director with effect from 31 December 2025 due to his other personal and business commitments. Mr. Yip has ceased to be a chairman of the remuneration committee of the Company (the “**Remuneration Committee**”), a member of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”) upon his resignation as an independent non-executive Director. Upon his resignation, Mr. Yip will no longer hold any position in the Group.

Mr. Yip has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yip for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Fan Li (“**Mr. Fan**”) has been appointed as an independent non-executive Director, a chairman of the Remuneration Committee, a member of the Nomination Committee, and a member of the Audit Committee with effect from 31 December 2025, in place of Mr. Yip.

The biographical details of Mr. Fan are set out below:

Mr. Fan, aged 45, has over 20 years of experience in civil engineering and project management. From 2002 to 2006, he was as an engineer at Jintai (Beijing) Real Estate Development Co., Ltd. From 2007 to 2009, he was a project manager at America Pacific Resource Management Co., Ltd. From 2009 to 2011, he joined Alpine Mayreder Construction Co., Ltd as a project manager. From 2012 to 2016, he was an engineering director at Jones Lang LaSalle Property Management Co., Ltd. Since 2018, Mr. Fan has been a general manager at Skyone (Beijing) Architecture Decoration Engineering Co., Ltd.

Mr. Fan graduated from the China University of Mining and Technology with a bachelor’s degree in civil engineering in 2022.

Mr. Fan has entered into a letter of appointment with the Company for an initial term of three (3) years as an independent non-executive Director commencing on 31 December 2025 unless terminated by not less than one (1) month prior notice in writing served by either Mr. Fan or the Company. He is entitled to a director’s fee of HK\$ 36,000 per annum, which was determined by the Board and recommended by the Remuneration Committee with reference to, among others, his qualifications, experience, responsibilities, potential contribution to the Company, the prevailing market conditions and the remuneration policy of the Company. Mr. Fan shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting in accordance with the articles of association of the Company (the “**Articles**”), and is subject to the provisions on retirement by rotation and re-election of directors in accordance with the Articles.

Mr. Fan has confirmed (i) his independence as regards to each of the factors referred to in Rules 5.09(1) to (8) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”); (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as at the date of this announcement, Mr. Fan (i) has no relationship with any Director, member of senior management of the Group or substantial or controlling Shareholders (as defined in the GEM Listing Rules); (ii) does not have, and is not deemed to have, any interest or short positions in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) does not hold any other positions within the Group, nor other major appointments and professional qualifications.

Save as disclosed in this announcement, the Board is not aware of any other information in relation to the appointment of Mr. Fan that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or any matters that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Fan on joining the Board.

CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that with effect from 31 December 2025 :

- (1) Mr. Yip has ceased to be a chairman of the Remuneration Committee, a member of the Nomination Committee and a member of the Audit Committee; and
- (2) Mr. Fan has been appointed as a chairman of the Remuneration Committee, a member of the Nomination Committee and a member of the Audit Committee.

By order of the Board
Orange Tour Cultural Holding Limited
Zhou Yang
Chairman and Executive Director

Hong Kong, 31 December 2025

As at the date of this announcement, the Board comprises Mr. Zhou Yang and Ms. Song Ruiqing as executive Directors; and Mr. Ho Yau Kwok, Dr. Wong Kin Yip and Mr. Fan Li as independent non-executive Directors.

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

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.otch.com.cn.