

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 30 January 2026 .

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Ho Yau Kwok (“**Mr. Ho**”) has resigned as an independent non-executive Director with effect from 30 January 2026 due to his other personal and business commitments. Mr. Ho has ceased to be a chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) upon his resignation as an independent non-executive Director. Upon his resignation, Mr. Ho will no longer hold any position in the Group.

Mr. Ho 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. Ho for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Xu Yiyun (“**Ms. Xu**”) has been appointed as an independent non-executive Director, a chairman of the Audit Committee and a member of the Nomination Committee with effect from 30 January 2026, in place of Mr. Ho.

The biographical details of Ms. Xu are set out below:

Ms. Xu, aged 48, has over 25 years of experience in finance and accounting. From 2001 to 2013, she was the head of finance department at Pan Asia Environmental Protection Group Limited (Stock Code: 556). Since July 2015, Ms. Xu has been the head of finance department and director of internal control at China Art Financial Holdings Limited (Stock Code: 1572).

Ms. Xu graduated from the school of finance and economics at Soochow University in 2000. She later completed the accounting program at The Open University of China (previously known as the China Central Radio and TV University) in July 2007.

Ms. Xu 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 30 January 2026 unless terminated by not less than one (1) month prior notice in writing served by either Ms. Xu or the Company. She 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, her qualifications, experience, responsibilities, potential contribution to the Company, the prevailing market conditions and the remuneration policy of the Company. Ms. Xu shall hold office until the first annual general meeting of the Company after her 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.

Ms. Xu has confirmed (i) her 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) she 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 her independence at the time of her appointment.

Save as disclosed above, as at the date of this announcement, Ms. Xu (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 Ms. Xu 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 Ms. Xu on joining the Board.

CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that with effect from 30 January 2026:

- (1) Mr. Ho has ceased to be a chairman of the Audit Committee and a member of the Nomination Committee; and
- (2) Ms. Xu has been appointed as a chairman of the Audit Committee and a member of the Nomination Committee.

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

Hong Kong, 30 January 2026

As at the date of this announcement, the Board comprises Mr. Zhou Yang and Ms. Song Ruiqing as executive Directors; and Dr. Wong Kin Yip, Mr. Fan Li and Ms. Xu Yiyun 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.