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 1 September 2026.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Wong Kin Yip ("**Dr. Wong**") has resigned as an independent non-executive Director with effect from 1 September 2026 due to his other personal and business commitments. Dr. Wong has ceased to be a member of each of the remuneration committee (the "**Remuneration Committee**") and the audit committee (the "**Audit Committee**") of the Company upon his resignation as an independent non-executive Director. Upon his resignation, Dr. Wong will no longer hold any position in the Group.

Dr. Wong has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need 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 Dr. Wong for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cui Zijian ("**Mr. Cui**") has been appointed as an independent non-executive Director, and a member of each of the Remuneration Committee and Audit Committee with effect from 1 September 2026, in place of Dr. Wong.

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

Mr. Cui, aged 35, has over 13 years of experience in the field of accounting and finance. From January 2021 to August 2022, he was the Chief Financial Officer and Company Secretary of Huayi Elec Apparatus Group, an electrical appliance manufacturing company currently listed on the Shanghai Stock Exchange (SSE stock code: 600290). From March 2023 to September 2023, he was the Chief Financial Officer at Beijing Shunzao Keji Co., Ltd. (北京順造科技有限公司)*. Since September 2023, Mr. Cui has been the vice-Chief Executive Officer at Shenzhen Yingtexin Shangwu Zixun Co., Ltd. (深圳英特信商務資訊有限公司)*.

Mr. Cui graduated from Jiahua College, Beijing Technology and Business University (北京工商大學嘉華學院)* with a bachelor's degree in accounting in July 2012. He has also been a non-executive member of the Beijing Institute of Certified Public Accountants since May 2019.

Mr. Cui 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 1 September 2026 unless terminated by not less than one (1) month prior notice in writing served by either Mr. Cui or the Company. He is entitled to remuneration of HK$120,000 per annum, which was determined by the Board and recommended by the Remuneration Committee with reference to, among others, his qualifications, experience, duties and responsibilities in the Company, the prevailing market conditions and the remuneration policy of the Company.

Mr. Cui has confirmed that (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. Cui (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. Cui 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. Cui on joining the Board.

CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that with effect from 1 September 2026:

(1) Dr. Wong has ceased to be a member of the Remuneration Committee and the Audit Committee; and

(2) Mr. Cui has been appointed as a member of the Remuneration Committee and the Audit Committee.

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

Hong Kong, 1 September 2026

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

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