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**China Ecotourism Group Limited**  
**中國生態旅遊集團有限公司**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 1371)

## **CHANGES OF DIRECTORS AND CHANGES OF AUTHORISED REPRESENTATIVE, PROCESS AGENT AND COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 13 October 2023 :

- (1) Ms. CHAN Tan Na Donna has resigned as the Chairman and an Executive Director and ceases to be an Authorised Representative, a Process Agent, the chairman of the Nomination Committee and a member of the Remuneration Committee;
- (2) Mr. DI Ling, an Executive Director, has been appointed as the Chairman, an Authorised Representative, a Process Agent, the chairman of the Nomination Committee and a member of the Remuneration Committee; and
- (3) Mr. HUANG Shenglan has resigned as Independent Non-executive Director and ceases to be the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee.

### **RESIGNATIONS OF CHAIRMAN, DIRECTORS, AUTHORISED REPRESENTATIVE, PROCESS AGENT AND MEMBERS OF BOARD COMMITTEES**

The board of directors (the “Board”) of China Ecotourism Group Limited (the “Company”) hereby announces that Ms. CHAN Tan Na Donna (“Ms. Chan”) has resigned from her position as the chairperson of the Board (the “Chairman”) and an executive director of the Company (“Executive Director”) in order to devote more time to pursue her own business, with effect from 13 October 2023. Ms. Chan also ceases to act as an authorised representative of the Company (the “Authorised Representative”) under Rule 3.05 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Part 16 of Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and an agent of the Company to accept service of process and notices in Hong Kong on behalf of the Company under Rule 19.05(2) of the Listing Rules (the “Process Agent”) and the chairman of the nomination committee of the Company (the “Nomination Committee”) and a member of remuneration committee of the Company (the “Remuneration Committee”).

The Board also announces that Mr. HUANG Shenglan (“Mr. Huang”) has resigned as an independent non-executive director of the Company to pursue his personal retirement plan with effect from 13 October 2023. Mr. Huang also ceases to be the chairman of each of the audit committee of the Company (the “Audit Committee”) and the Remuneration Committee and a member of the Nomination Committee.

Ms. Chan and Mr. Huang have confirmed that they have no disagreement with the Board and there are no matter relating to their resignation/retirement that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”).

The Board would like to take this opportunity to express its gratitude and appreciation to Ms. Chan and Mr. Huang for their valuable contributions to the Company during their term of offices.

In accordance with Rule 3.10(1) and Rule 3.10A of the Listing Rules, the Board must include at least three independent non-executive Directors and representing at least one-third of the Board. In order to ensure compliance with the Listing Rules, the Company will use its best endeavours to identify suitable candidate(s) to fill the vacancy as soon as practicable. Further announcement(s) will be made in relation to such appointment(s) as and when appropriate in accordance with the Listing Rules.

#### **APPOINTMENTS OF CHAIRMAN, AUTHORISED REPRESENTATIVE, PROCESS AGENT, MEMBER OF BOARD COMMITTEES**

The Board of the Company is pleased to announce that Mr. DI Ling (“Mr. Di”), an Executive Director, has been appointed as the Chairman, an Authorised Representative, a Process Agent, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from 13 October 2023.

#### **DI Ling**

Mr. Di, aged 59, joined the Group in July 2021 and is currently an Executive Director of the Company. Mr. Di is responsible for the Group’s business development and operation management of ecotourism in China. Mr. Di is experienced in risk investment and corporate finance sectors. He holds a Bachelor’s degree from the Department of Thermal Engineering of Tsinghua University. He served as the President of SB Green Investment Fund Limited since 2019 and the Standing Vice President of SB China Capital between 2011 and 2019. He has extensive experience in risk management, project management, corporate restructuring and debt restructuring. Mr. Di is an executive director of China Carbon Neutral Development Group Limited, a listed company in Hong Kong.

The Company has entered into a service agreement with Mr. Di with no specified term of office after an initial term of 3 years commencing from 1 July 2021, unless terminated by either party giving to the other not less than three months’ prior notice in writing or payment in lieu of notice. His appointment is not subject to the retirement by rotation and re-election in accordance with the By-laws of the Company. Mr. Di is entitled to receive a fixed director’s fee of HK\$720,000 per annum and discretionary bonus determined by the Board. The director’s fee is determined by the Board with the recommendation of remuneration committee of the Company with reference to the Company’s remuneration policy and a range of factors including his duties and responsibilities with the Company, his qualifications and experiences, and levels of remuneration for peers in the prevailing market.

Save as disclosed above, as at the date of this announcement, Mr. Di (i) does not hold any other positions with the Company or other members of the Group; (ii) did not hold any directorships in the last three years in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor is there any other matter that needs to be brought to the attention of the Shareholders relating to the appointment of Mr. Di.

The Board takes this opportunity to welcome Mr. Di as his new duties.

By Order of the Board  
**China Ecotourism Group Limited**  
**WU Jingwei**  
*Executive Director*

Hong Kong, 13 October 2023

As at the date of this announcement, the Board comprises Mr. DI Ling, Mr. WU Jingwei and Mr. QIU Peiyuan as Executive Directors; and Mr. CHAN Ming Fai and Dr. MENG Zhijun as Independent Non-executive Directors.