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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)

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board of directors (the “Board”) of China Ecotourism Group Limited (the “Company”) is pleased to announce that Mr. Duan Xinxiao (“Mr. Duan”) is appointed as an independent non-executive director of the Company (“Independent Non-executive Director”); and a member of each of the Audit Committee of the Company (the “Audit Committee”), the Remuneration Committee of the Company (the “Remuneration Committee”) and the Nomination Committee of the Company (the “Nomination Committee”) with effect from 12 January 2024.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The biographical details of Mr. Duan are set out as follows:

Mr. Duan, aged 42, is currently the chairman of Tiancai Holdings (Shenzhen) Group Co., Ltd. and is responsible for the group’s strategic planning and decision-making. Mr. Duan holds qualifications in Economics and Management at Southwest University of Science and Technology and Finance at Shenzhen University, and is a senior researcher at Guangdong Provincial Institute of Rural Entrepreneurship and Innovation. Mr. Duan served as the chairman of Shenzhen Jiuyang Daming Industrial Co., Ltd. from 2010 to 2012; from 2012 to 2019, he served as the chairman of Shenzhen Guangda Oriental Investment Management Co., Ltd.; from 2019 to 2020, he served as the vice president of China Tongtine Wines Group Limited (stock code: 389), a company listed on Hong Kong Stock Exchange; from February 2022 to May 2023, he served as an independent director of Liaoning SG Automotive Group Co., Ltd. (stock code: 600303), a company listed on the Shanghai Stock Exchange. Save as disclosed in this announcement, Mr. Duan has not held any directorship in any other listed companies in the past three years.

Mr. Duan has confirmed his independence in accordance with Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). As at the Latest Practicable Date, Mr. Duan does not have any interest of shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Duan does not have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company. Mr. Duan has entered into a letter of appointment with the Company with no specified term of office after an initial term of three years commencing from 12 January 2024. Mr. Duan is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the company. Mr. Duan shall be entitled to a director fee of approximately HK\$312,000 per annum. The director fee is determined by the Remuneration Committee taking reference to that director’s responsibilities, abilities and performance, the Company’s operations, as well as remuneration benchmark in the industry and prevailing market conditions.

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

The Board would like to warmly welcome to Mr. Duan.

### **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that, with effect from 12 January 2024:

- (1) Mr. Duan is appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (2) Mr. Chan Ming Fai, an Independent Non-Executive Director, is re-designated as the chairman of each of the Audit Committee and the Remuneration Committee.

### **RE-COMPLIANCE WITH THE LISTING RULES**

Reference is made to the announcements of the Company dated 13 October 2023 and 16 October 2023 in relation to, among other things, the Company's non-compliance with the Listing Rules. Following the appointment of Mr. Duan, the Board has three independent non-executive Directors. Accordingly, the Company has fully complied with the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules.

By Order of the Board  
**China Ecotourism Group Limited**  
**DI Ling**  
*Chairman*

Hong Kong, 12 January 2024

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