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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)

RESIGNATION OF DIRECTOR AND CHANGES OF COMPOSITION OF BOARD COMMITTEES

The board of directors (the “Board”) of China Ecotourism Group Limited (the “Company”) hereby announces that Mr. CHAN Ming Fai (“Mr. Chan”) has resigned from his position as an independent non-executive director of the Company with effect from 19 July 2024 to pursue his career development and devote more time to his personal commitment. Mr. Chan also ceases to be the chairman of each of the audit committee (the “Audit Committee”) and the remuneration committee of the Company (the “Remuneration Committee”) and a member of the nomination committee of the Company (the “Nomination Committee”).

Mr. Chan has confirmed that he has no disagreement with the Board and there are no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Chan for his valuable contributions to the Company during his tenure of office.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Dr. MENG Zhijun (“Dr. Meng”), an independent non-executive director of the Company, is re-designated as the chairman of the Audit Committee; and is appointed as the chairman of the Remuneration Committee and a member of the Nomination Committee all with effect from 19 July 2024.

Dr. MENG Zhijun

Dr. Meng, aged 55, joined the Group in July 2021 and is currently an Independent Non-executive Director of the Company. Dr. Meng holds a doctorate degree in Laws (the direction of Marxism in China) from the Central University of Finance and Economics. He is currently the Vice President of Orient Victory Group, President of China Comfort Travel Cultural Tourism Industry Group, Chairman of Jishan China Comfort Travel Health Technology Development Co., Limited and Director of China Comfort Travel Group. He is also the industry mentor of Beijing International Studies University MTA (Master of Tourism Management) & MBA (Master of Business Administration) Education Center, the Chairman of the CEO Association of the Central University of Finance and Economics, and a Director of the China Business Association. Dr. Meng was the Commissioner of the Economic Development Bureau of the Beijing Municipal Commission of

Commerce (Headquarter), a temporary position of the General Manager of Marketing of COFCO Meat Investments Company Limited, a subsidiary of COFCO Corporation, and the Chief Executive Officer and President of China Comfort Travel Group Limited. Save as disclosed in this announcement, Dr. Meng has not held any directorship in any other listed companies in the past three years.

As at the date of this announcement, Dr. Meng 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). Dr. Meng does not have any relationship with any other director, senior management, substantial shareholder, or controlling shareholder of the Company. Dr. Meng 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 April 2023. Dr. Meng 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. Dr. Meng 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 Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (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 Dr. Meng.

NON-COMPLIANCE WITH THE LISTING RULES IN RELATION TO THE BOARD COMPOSITION

Following the resignation of Mr. Chan: (i) total number of independent non-executive directors accounts for less than three and hence the Company fails to meet the requirement of Rule 3.10(1) of the Listing Rules; and (ii) the number of members of the Audit Committee will fall below the minimum number requirement of Rule 3.21 of the Listing Rules.

The above non-compliances arose only due to the resignation of Mr. Chan. The Board is identifying a suitable candidate with appropriate background and qualification for appointment as an independent non-executive director and will fill the vacancies as soon as possible and within three months as required by the Listing Rules. Further announcement(s) will be made in relation to such appointment as and when appropriate.

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

Hong Kong, 19 July 2024

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