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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)

**DESPATCH OF THE CIRCULAR
RELATING TO
(1) PROPOSED RESTRUCTURING INVOLVING
(i) CAPITAL REORGANISATION;
(ii) SHARE PREMIUM CANCELLATION;
(iii) CREDITORS SCHEME;
(2) CHANGE IN BOARD LOT SIZE;
(3) CONNECTED TRANSACTION – ISSUE OF SCHEME
SHARES UNDER SPECIFIC MANDATE; AND
(4) APPLICATION FOR WHITEWASH WAIVER AND
CONSENT FOR SPECIAL DEAL**

References are made to (i) the announcement of China Ecotourism Group Limited (the “**Company**”) dated 25 March 2026 in relation to, among other things, the proposed Restructuring; (ii) the announcements of the Company dated 15 April 2026 and 13 May 2026 in relation to the delay and further delay in despatch of circular; and (iii) the circular of the Company dated 26 May 2026 (the “**Circular**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

DESPATCH OF CIRCULAR

The Board is pleased to announce that the Circular including, among other things, (i) details of (a) the Capital Reorganisation; (b) the Share Premium Cancellation; (c) the Creditors Scheme; (d) the Whitewash Waiver; and (e) the Special Deal; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the SGM, was despatched to the Shareholders on 26 May 2026.

The SGM will be held at 10/F., Lee Garden Three, 1 Sunning Road, Causeway Bay, Hong Kong, on Thursday, 25 June 2026 at 11:30 a.m., details of which are set out in the notice of SGM despatched to the Shareholders on 26 May 2026.

EXPECTED TIMETABLE

As disclosed in the Circular, the expected timetable for implementation of the proposed Restructuring is set out below:

Event	Time and Date 2026
Latest time for lodging transfer documents and relevant share certificates to be eligible to attend and vote at the SGM	4:30 p.m. on Thursday, 18 June
Closure of register of members for the purpose of ascertaining Shareholders' eligibility to attend and vote at the SGM	Monday, 22 June to Thursday, 25 June (both dates inclusive)
Latest time for lodging proxy forms for the SGM	11:30 a.m. on Tuesday, 23 June
Record date for determining Shareholders' eligibility to attend and vote at the SGM	Thursday, 25 June
SGM	11:30 a.m. on Thursday, 25 June
Publication of announcement of results of the SGM	before 11:00 p.m. on Thursday, 25 June

The following events are conditional on (i) the results of the SGM; and (ii) the fulfilment of the conditions for the implementation of the Restructuring, therefore, the dates are tentative:

Event	Time and Date 2026
Effective date of the Scheme	Monday, 29 June
Effective date of the Capital Reorganisation	Monday, 29 June
First day for free exchange of existing share certificates for new share certificates for the New Shares	Monday, 29 June
Commencement of dealing in the New Shares	9:00 a.m. on Monday, 29 June
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 29 June
Temporary counter for trading in the New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 29 June
Original counter for trading in the New Shares in board lots of 2,000 New Shares (in the form of new share certificates for the New Shares) re-opens	9:00 a.m. on Tuesday, 14 July
Parallel trading in the Existing Shares and the New Shares (in the form of both existing share certificates and new share certificates) commences	9:00 a.m. on Tuesday, 14 July

Event	Time and Date 2026
Designated broker starts to stand in the market to provide matching services for the sale and purchase of the odd lots of the New Shares	9:00 a.m. on Tuesday, 14 July
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of the odd lots of the New Shares	4:00 p.m. on Monday, 3 August
Temporary counter for trading in the New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 3 August
Parallel trading in the Existing Shares and the New Shares (in the form of both existing share certificates and new share certificates) ends	4:10 p.m. on Monday, 3 August
Last day for free exchange of existing share certificates for new share certificates for the New Shares	Wednesday, 5 August

All times and dates specified in the timetable above refer to Hong Kong times and dates unless otherwise specified. Any subsequent change to the expected timetable will be announced by the Company as and when appropriate.

Since the proposed Restructuring is subject to various sanctions and approvals (as applicable) by the Hong Kong Court, the Independent Shareholders, the Stock Exchange, the Creditors and relevant regulators, etc., there is no guarantee that the proposed Restructuring will be materialised. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

By Order of the Board
China Ecotourism Group Limited
ZHU Xinxin
Director and Chief Executive Officer

Hong Kong, 29 May 2026

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.