Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

(1) POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 25 JUNE 2026; (2) CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE; (3) ADJUSTMENT IN RELATION TO THE SHARE OPTION SCHEME; (4) GRANT OF WHITEWASH WAIVER; AND (5) GRANT OF CONSENT TO THE SPECIAL DEAL

References are made to the circular (the "**Circular**") of China Ecotourism Group Limited (the "**Company**") and the notice of special general meeting (the "**Notice of SGM**") of the Company both dated 26 May 2026. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The board (the "**Board**") of directors (the "**Director(s)**") of the Company announced that at the SGM held on Thursday, 25 June 2026 and chaired by Mr. LAU Fai Lawrence, all the ordinary resolutions and special resolutions as set out in the Notice of SGM were duly passed by way of poll by the Shareholders.

Set out below are the poll results in respect of the resolutions (the "**Resolution(s)**") proposed at the SGM:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Creditors Scheme and the transactions contemplated thereunder, to grant a Specific Mandate for the allotment and issue of an aggregate of 326,666,666 New Shares on a *pari passu* basis.	27,743,364 (100%)	0 (0%)
2.	To approve, confirm and ratify the Special Deal.	27,742,864 (100%)	0 (0%)

SPECIAL RESOLUTIONS		No. of Votes (%)	
		For	Against
3.	To approve the Capital Reorganisation comprising Share Consolidation, Capital Reduction, Share Sub-division.	27,742,864 (99.998%)	500 (0.002%)
4.	To approve the Share Premium Cancellation.	27,742,864 (100%)	0 (0%)
ORDINARY RESOLUTION		No. of Votes (%)	
		For	Against
5.	To approve the Increase of Authorised Share Capital.	27,742,864 (99.998%)	500 (0.002%)
SPECIAL RESOLUTION		No. of Votes (%)	
		For	Against
6.	To approve, confirm and ratify the Whitewash Waiver and the transaction contemplated thereunder.	27,743,364 (100%)	0 (0%)
(I) As more than 50% of the votes were cast in favour of the Resolutions numbered 1, 2, and 5, the Resolutions were duly passed as ordinary resolutions.			
(II) As more than 75% of the votes were cast in favour of the Resolutions numbered 3, 4, and 6, the Resolutions were duly passed as special resolutions.			

Notes:

1. The description of the Resolutions above is by way of summary only. The full text of the Resolutions appears in the Notice of SGM.

2. As at the date of the SGM, the total number of issued shares of the Company was 154,422,109 Shares.

3. As disclosed in the Circular, Trinity Eagle, Mr. Chan and parties acting in concert with any of them, Ms. Lau Ting, Ms. Zhu Xinxin and Mr. Qiu Peiyuan who are involved in or interested in the Capital Reorganisation, the Creditors Scheme, the Whitewash Waiver, the Special Deal, and the transactions contemplated thereunder will have to and they did abstain from voting on the relevant resolution(s) in respect of the Creditors Scheme, the Whitewash Waiver, the Special Deal, and the transactions contemplated thereunder at the SGM.

4. As disclosed in the Circular, no Shareholders are required to abstain from voting at the SGM in respect of the resolution relating to the Share Premium Cancellation and the transactions contemplated thereunder.

5. As at the date of the SGM, (a) Ms. Lau Ting is interested in 52,282,782 Shares, representing approximately 33.86% of the issued share capital of the Company as at the date of the SGM; (b) Ms. Zhu Xinxin is interested in 292,500 Shares, representing approximately 0.19% of the issued share capital of the Company as at the date of the SGM; and (c) Mr. Qiu Peiyuan is interested in 1,955,500 Shares, representing approximately 1.27% of the issued share capital of the Company as at the date of the SGM.

6. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against (i) Resolutions numbered 1, 2, 3, 5 and 6 at the SGM was 99,891,327 Shares; and (ii) Resolution numbered 4 at the SGM was 154,422,109 Shares.

7. Save as disclosed above, (a) no Shareholder was required to abstain from voting on the Resolutions at the SGM; (b) there were no Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the Resolution at the SGM pursuant to Rule 13.40 of the Listing Rules; and (c) no Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the SGM.

8. Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as scrutineer for the vote-taking at the SGM.

9. Directors of the Company namely Ms. ZHU Xinxin, Mr. DI Ling, Dr. MENG Zhijun, Mr. DUAN Xinxiao and Mr. LAU Fai Lawrence attended the SGM in person or by electronic means.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purposes only and subject to their respective proofs of debts filed, and the adjudication and the final determination of the same by the Scheme Administrators, set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Capital Reorganisation having become effective; and (iii) immediately after the Capital Reorganisation, the Creditors Scheme having become effective and the adjudication and the final determination by the Scheme Administrators having been completed but before completion of the Disposal (assuming the outstanding debt to be converted at HK$1.50 per Scheme Share):

Shareholders	**As at the date hereof**		**immediately after the Capital Reorganisation having become effective**		**immediately after the Capital Reorganisation, the Creditors Scheme having become effective and the adjudication and the final determination by the Scheme Administrators having been completed but before completion of the Disposal (assuming the outstanding debt to be converted at HK$1.50 per Scheme Share)**	
	Number of Shares	Approx. %	Number of New Shares	Approx. %	Number of New Shares	Approx. %
Trinity Eagle (Note 1)	-	-	-	-	179,136,362	52.36%
Petitioner (Note 2)	-	-	-	-	56,726,454	16.58%
Directors						
Zhu Xinxin (Note 3)	292,500	0.19%	29,250	0.19%	29,250	0.01%
Di Ling	-	-	-	-	1,034,666	0.30%
Duan Xinxiao	-	-	-	-	305,849	0.09%
Meng Zhijun	-	-	-	-	363,133	0.11%
Other Shareholders						
Lau Ting (Note 4)	52,282,782	33.86%	5,228,278	33.86%	5,228,278	1.53%
Cao Junsheng (Note 5)	12,525,000	8.11%	1,252,500	8.11%	1,252,500	0.37%
China Carbon Neutral Development Group Limited (Note 6)	10,000,000	6.48%	1,000,000	6.48%	1,000,000	0.29%
Qiu Peiyuan (Note 7)	1,955,500	1.27%	195,550	1.27%	521,550	0.15%
Wang Anyuan	-	-	-	-	33,978	0.01%
Million Sensible Limited	-	-	-	-	62,596,989	18.30%
Chen Aizheng	-	-	-	-	861,517	0.25%

Other Creditos (Note 8)						
Chan Norman Enrique	-	-	-	-	10,059,590	2.94%
Swift Insight Limited	-	-	-	-	1,606,716	0.47%
Hung San Yeung	-	-	-	-	514,442	0.15%
Sit Hoi Tung	-	-	-	-	919,000	0.27%
Tan Yung Kai Richard	-	-	-	-	1,633,156	0.48%
Tse Siu Ling	-	-	-	-	748,333	0.22%
Wong Yin Ming	-	-	-	-	551,150	0.16%
Li Chiu Ho	-	-	-	-	425,727	0.12%
Baker & Mckenzie	-	-	-	-	2,835,184	0.83%
Deutsche Bank AG, Hong Kong Branch	-	-	-	-	20,800	0.01%
Win Bailey Valuation and Advisory Limited	-	-	-	-	15,333	0.00%
Others (Note 9)	-	-	-	-	1,779,142	0.52%
Other holder(s) of the New Bond (Note 10)	-	-	-	-	4,173,145	1.22%
Other Public Shareholders	77,366,327	50.09%	7,736,632	50.09%	7,736,632	2.26%
Total	**154,422,109**	**100%**	**15,442,210**	**100%**	**342,108,876**	**100%**

Notes:

1. Trinity Eagle is wholly and beneficially owned by Mr. Chan. As at the date of this announcement, Trinity Eagle, Mr. Chan and parties acting in concert with any of them did not hold, own, control or have direction over any Shares, outstanding options, warrants or any securities that are convertible into Shares or any derivative in respect of the securities in the Company, or hold any relevant securities in the Company.

2. The Petitioner is the Hong Kong Branch of Industrial Bank Co., Ltd.

3. Ms. Zhu Xinxin is an executive Director and the chief executive officer of the Company.

4. 48,656,379 Shares were beneficially owned by Ms. Lau Ting. For the corporate interest, 375,264 Shares were held by Hang Sing Overseas Limited which was wholly owned by Ms. Lau Ting. 688,677 Shares were held by Strong Purpose Corporation, a company which was owned as to 50% by Ms. Lau Ting and as to 50% by Mr. Chan Shing. 2,562,462 Shares were held by Glory Add Limited which was wholly owned by Favor King Limited, a company which was owned as to 50% by Ms. Lau Ting and as to 50% by Mr. Chan Shing. Ms. Lau Ting and Mr. Chan Shing are deemed to be parties acting in concert in relation to the Company. As such, Ms. Lau Ting is deemed to be interested in all the Shares held by Strong Purpose Corporation (i.e. 688,677 Shares, representing approximately 0.45% of the shareholding of the Company) and Glory Add Limited (i.e. 2,562,462 Shares, representing approximately 1.66% of the shareholding of the Company) by virtue of the SFO.

5. Such Shares were held by Mao Yuan Capital Limited which was wholly owned by Mr. Cao Junsheng.

6. China Carbon Neutral Development Group Limited is listed on the Main Board of the Stock Exchange (stock code: 1372 and is ultimately beneficially owned as to approximately 16.56% by Mr. Sha Tao, the spouse of Ms. Chan Tan Na Donna (i.e. a former executive Director and daughter of Ms. Lau Ting)).

7. Mr. Qiu Peiyuan is a former Director.

8. Each of the other creditors is an Independent Third Party and will not become a substantial shareholder of the Company upon the effective date of the Creditors Scheme.

9. The assumption that the outstanding debt will be converted at HK$1.50 per Scheme Share is made on the hypothesis that there will be in aggregate HK$490 million Admitted Scheme Claims filed by all Creditors. For illustrative purpose, the converted Scheme Shares of the respective Creditors are calculated based on their amounts of debts with the interest calculated up to 30 June 2025. The number of the Scheme Shares allocated to others as set out in the above table represents the Scheme Shares to be allotted and issued in respect of such difference between (i) the total number of Scheme Shares to be issued under the Creditors Scheme (i.e. 326,666,666 New Shares); and (ii) the illustrative converted Scheme Shares of the respective Creditors calculated based on their amounts of debts with the interest calculated up to 30 June 2025 being converted at HK$1.50 per Scheme Share (i.e. 326,263,075 New Shares). The actual number of the Scheme Shares to be allotted and issued to the Creditors will be subject to the proof of debts filed and the adjudication and final determination of the same by the Scheme Administrators.

10. Before the implementation of the Exchange Proposal, the New Option 1 Bonds was represented by a global certificate registered in the name of a nominee of, and deposited with, a common depositary for Euroclear Bank SA/NV and Clearstream Banking S.A. A professional trustee acted as the trustee of all the beneficial holders of the New Option 1 Bonds. In the circumstances, unless the beneficial holders of the New Option 1 Bonds approached the Company, the nominee and/or the trustee, neither the Company, the nominee nor the trustee would have information of the beneficial holders of the New Option 1 Bonds. Save that the Company was informed that Mr. Chan is the ultimate beneficial holder of part of the principal amount of the New Option 1 Bonds of approximately HK$148.9 million (out of the total principal amount of approximately HK$154.2 million), the Company has no information on the other beneficial owner(s) of the New Option 1 Bonds as at the date of this announcement.

CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE

The Board is pleased to announce that the Capital Reorganisation will become effective on Monday, 29 June 2026. Dealings in the New Shares will commence at 9:00 a.m. on Monday, 29 June 2026. Please refer to the Circular for further details, including the trading arrangement, the exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation and the Change in Board Lot Size.

ADJUSTMENT TO THE SHARE OPTIONS

As at the date of this announcement, there have been no Share Options granted entitling the holders thereof to subscribe for any Shares under the Share Option Scheme since its adoption. As a result of the Capital Reorganisation, the maximum number of shares which may fall to be issued pursuant to the granting of and exercise of any Share Options to be granted under the Share Option Scheme will be adjusted from 15,442,210 Shares to 1,544,221 New Shares pursuant to the terms of the Share Option Scheme.

The above adjustments in relation to the Share Options will take effect simultaneously with the Capital Reorganisation becoming effective on Monday, 29 June 2026. Save for the above adjustments, all other terms and conditions of the Share Options to be granted under the Share Option Scheme remain unchanged.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 23 June 2026, subject to, among other things, (i) the Whitewash Waiver being approved by at least 75% and the Creditors Scheme and the proposed allotment and issue of 326,666,666 New Shares in accordance with the terms of the Creditors Scheme being approved by more than 50%, respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Trinity Eagle, Mr. Chan and parties acting in concert with any of them between the announcement of the proposed issue of the new securities and the completion of the issue. As at the date of this announcement, the aforesaid condition (i) has been fulfilled.

CONSENT TO THE SPECIAL DEALS

On 23 June 2026, the Executive has conditionally consented to the Special Deal, subject to the Special Deal being approved by a vote of the independent shareholders of the Company at a general meeting of the Company, to be taken on a poll.

As the Special Deal has been approved by the Independent Shareholders at the SGM by way of poll, the aforesaid condition of the Special Deal has been fulfilled as at the date of this announcement.

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

Hong Kong, 25 June 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.