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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)

## **ISSUE OF SCHEME SHARES**

References are made to the announcement of China Ecotourism Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 25 March 2025 and the circular (the “**Circular**”) of the Company dated 26 May 2026 in relation to the proposed restructuring, and the announcement of the Company dated 25 June 2026 in relation to, among others, the poll results of the special general meeting of the Company held on 25 June 2026. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

## **ISSUE OF SCHEME SHARES**

The Board is pleased to announce that the Capital Reorganisation has become effective on 29 June 2026, and immediately thereafter, the Creditors Scheme has become effective on the same day. On 29 June 2026, the Company allotted and issued 326,666,666 Scheme Shares under the Creditors Scheme, representing approximately 95.49% of the enlarged issued share capital of the Company, to the Scheme Company (i.e. China Ecotourism Scheme Company Limited, established and controlled by Messrs. Osman Mohammed Arab and Lai Wing Lun, both of Acclime Corporate Advisory (Hong Kong) Limited, who have been formally appointed by the Company as the Scheme Administrators on 29 June 2026, being the date on which the Creditors Scheme became effective, with the power to act jointly and severally). The Scheme Shares are held by the Scheme Company on trust for the benefit of the Creditors.

The transfer of Scheme Shares to the Creditors by the Scheme Company will take place after the adjudication and the final determination by the Scheme Administrators in accordance with the terms of the Creditors Scheme.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets forth the shareholding structure of the Company immediately before and after the allotment and issue of the Scheme Shares:

| Shareholders                                            | Immediately before the allotment and issue of the Scheme Shares |             | Immediately after the allotment and issue of the Scheme Shares |             |
|---------------------------------------------------------|-----------------------------------------------------------------|-------------|----------------------------------------------------------------|-------------|
|                                                         | Number of New Shares                                            | Approx. %   | Number of New Shares                                           | Approx. %   |
| Lau Ting (Note 1)                                       | 5,228,278                                                       | 33.86%      | 5,228,278                                                      | 1.53%       |
| Cao Junsheng (Note 2)                                   | 1,252,500                                                       | 8.11%       | 1,252,500                                                      | 0.37%       |
| China Carbon Neutral Development Group Limited (Note 3) | 1,000,000                                                       | 6.48%       | 1,000,000                                                      | 0.29%       |
| Zhu Xinxin (Note 4)                                     | 29,250                                                          | 0.19%       | 29,250                                                         | 0.01%       |
| Qiu Peiyuan (Note 5)                                    | 195,550                                                         | 1.27%       | 195,550                                                        | 0.06%       |
| Scheme Company (Note 6)                                 | -                                                               | -           | 326,666,666                                                    | 95.49%      |
| Public Shareholders                                     | 7,736,632                                                       | 50.09%      | 7,736,632                                                      | 2.25%       |
| <b>Total</b>                                            | <b>15,442,210</b>                                               | <b>100%</b> | <b>342,108,876</b>                                             | <b>100%</b> |

Notes:

- 4,865,638 Shares were beneficially owned by Ms. Lau Ting. For the corporate interest, 37,526 Shares were held by Hang Sing Overseas Limited which was wholly owned by Ms. Lau Ting. 68,868 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. 256,246 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 and Glory Add Limited by virtue of the SFO.
- Such Shares were held by Mao Yuan Capital Limited which was wholly owned by Mr. Cao Junsheng.
- 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)).
- Ms. Zhu Xinxin is an executive Director and the chief executive officer of the Company.
- Mr. Qiu Peiyuan is a former Director.
- The Scheme Company is the company incorporated with limited liability on the date which the Creditors Scheme becomes effective (i.e. 29 June 2026), being a special purpose vehicle held and controlled by the Scheme Administrators solely for the purposes as stated in the Creditors Scheme.

The Creditors' entitlement of Scheme Shares under the Scheme Company are subject to adjudication and the final determination by the Scheme Administrators in accordance with the terms of the Creditors Scheme. As disclosed in the Circular, Million Sensible and Mr. Chen Aizheng, being two of the creditors of the Company in relation to the debt in the amount of approximately HK\$95 million, have irrevocably and unconditionally undertaken and agreed with the Company on 25 March 2026 that after adjudication and having received the notice from the Scheme Administrators in relation to its/his entitlement of the Scheme Shares, if there is insufficient public float exists in the Shares, they shall be deemed to have opted for the Cash Option for such number of the Scheme Shares such that their aggregate shareholding will fall below 10% of the enlarged issued share capital of the Company. Please refer to the Circular for further details in relation to the undertaking for fulfilling the minimum public float requirement.

Further announcement(s) will be made by the Company in relation to the Creditors' entitlement of Scheme Shares.

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

Hong Kong, 29 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.*