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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)

QUARTERLY UPDATES IN RELATION TO THE DISCLAIMER OF OPINION SET OUT IN THE ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2025

References were made to the announcements (the “Announcements”) of China Ecotourism Group Limited (the “Company”) dated 31 December 2025 and 31 March 2026 regarding the quarterly updates in relation to the Disclaimer of Opinion set out in the annual report of the Company for the year ended 30 June 2025 (the “Annual Report”). Unless the context otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Annual Report and the Announcement.

Since 31 March 2026 and up to the date of this announcement, the following steps and measures have been implemented by the Company in resolving the Disclaimer of Opinion:-

- (1) the Company has formulated a debt restructuring involving a scheme of arrangement (the “Creditors Scheme”) to be entered into between the Company and the creditors under Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with the assistance of its restructuring adviser, Acclime Corporate Advisory (Hong Kong) Limited;
- (2) the Company has applied to the Hong Kong High Court for a validation order in respect of the transfer of the Company’s shares, and the order was granted on 15 May 2026;
- (3) on 26 May 2026, the Company published a circular in relation to (1) the proposed restructuring involving (i) capital reorganization (the “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; (4) application for whitewash waiver and consent for special deal; and (5) notice of special general meeting (“SGM”);
- (4) the SGM was held on Thursday, 25 June 2026 and all resolutions proposed at the SGM were duly passed by way of poll by the Shareholders. The Capital Reorganisation has become effective on 29 June 2026 and the Scheme Shares have been allotted and issued to scheme administrator on 29 June 2026, details of which are disclosed in the announcements of the Company dated 25 June 2026 and 29 June 2026 respectively; and
- (5) following the joint application by way of consent summons, it was ordered that, among others, the hearing of the winding up petition be adjourned to 7 September 2026.

The Company will keep its shareholders and investors informed of any significant development in respect of the above and issue further announcement(s) as and when appropriate or as required under the Listing Rules.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 30 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.