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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of China Ecotourism Group Limited (the “**Company**”) 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. for the purpose of considering and, if thought fit, passing the following resolutions of the Company. Unless the context otherwise requires, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 May 2026 (the “**Circular**”).

ORDINARY RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the Capital Reorganisation (as defined below) becoming effective, the scheme of arrangement entered into between the Company and the Creditors (as defined in the Circular) under Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Creditors Scheme**”) (which also constitutes a special deal under Rule 25 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), details of which are set out in the section headed “Letter from the Board – Creditors Scheme” in the Circular, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, subject to any modification thereof or addition thereof approved or imposed by the Hong Kong Court (if any);
- (b) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, all of the Scheme Shares (as defined in the Circular), a specific mandate be and is hereby granted to the Directors of the Company for the allotment and issue of an aggregate of 326,666,666 New Shares on a *pari passu* basis in accordance with the terms of the Creditors Scheme;

- (c) the proposed allotment and issue of 326,666,666 New Shares in accordance with the terms of the Scheme be and is hereby approved;
 - (d) any one Director of the Company be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) as may be necessary, desirable or expedient to implement or to give effect to any matters relating to the Creditors Scheme and the transactions contemplated thereunder, including the issue of the Scheme Shares to the Director Creditors (as defined in the Circular) and deemed connected persons (as defined in the Circular).”
2. “**THAT** the proposed settlement of the Admitted Scheme Claims which may result in issue of Scheme Shares to the Creditor Shareholders and the Disposal of the Scheme Shares under the Cash Option for the benefit of the Creditor Shareholders under the Creditors Scheme, which constitutes a special deal under Rule 25 of the Takeovers Code (the “**Special Deal**”), be and are hereby approved, confirmed and ratified.”

SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon fulfilment of the conditions (“**CR Conditions**”) set out in the section headed “Conditions precedent to the Capital Reorganisation” in the circular of the Company dated 26 May 2026, with effect from the second Business Day immediately following the date on which this special resolution is passed or the CR Conditions are fulfilled (whichever is later) (“**CP Effective Date**”):
- (a) every ten (10) issued existing shares (“**Existing Shares**”) of par value of HK\$0.50 each in the share capital of the Company be consolidated into one (1) consolidated share (“**Consolidated Shares**”) of par value of HK\$5.00 in the share capital of the Company (“**Share Consolidation**”);
 - (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (“**Rounding**”);
 - (c) the issued and paid-up share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$4.99 on each of the then issued Consolidated Shares so that the par value of each issued Consolidated Share will be reduced from HK\$5.00 to HK\$0.01 (each such reduced ordinary share, a “**New Share**”) (which together with the Rounding, “**Capital Reduction**”);

- (d) each of the then authorised but unissued Existing Shares of par value of HK\$0.50 each be sub-divided into fifty (50) New Shares of par value of HK\$0.01 each (“**Share Subdivision**” which together with the Share Consolidation and the Capital Reduction, “**First Phase Capital Reorganisation**”) so that following the First Phase Capital Reorganisation, the authorised share capital of the Company will remain at HK\$125,000,000 but divided into 12,500,000,000 New Shares of par value of HK\$0.01 each (previously divided into 250,000,000 Existing Shares of par value of HK\$0.50 each) and the issued share capital of the Company will be reduced from an amount of HK\$77,211,054.50 by an amount of HK\$77,056,632.40 to an amount of HK\$154,422.10;
- (e) the credits arising from the Capital Reduction be entirely transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) and the board (“**Board**”) of directors of the Company or a committee thereof be and is hereby authorised to utilise and apply any credit balance of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the CR Effective Date and/or to eliminate or to set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified;
- (f) fractional Consolidated Shares will not be issued to holders of the same and the Board be and is hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Board may think fit; and
- (g) the Board or a committee thereof be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the First Phase Capital Reorganisation.”

4. **“THAT** subject to and conditional upon fulfilment of the conditions (**“SPC Conditions”**) set out in the section headed **“Conditions precedent to the Share Premium Cancellation”** in the Circular, with effect from the date immediately following the date on which this special resolution is passed or the SPC Conditions are fulfilled (whichever is later) (**“SPC Effective Date”**):
- (a) the entire amount standing to the credit of the share premium account of the Company as at the SPC Effective Date be and is hereby reduced to nil so that the amount of the share premium on the SPC Effective Date as last determined by the Company of HK\$1,625,182,560 be reduced by an amount of HK\$1,625,182,560 to HK\$Nil (**“Cancellation”**);
 - (b) the credits arising from the Cancellation be entirely transferred to the Contributed Surplus Account and the Board or a committee thereof be and is hereby authorised to utilise and apply any credit balance of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the SPC Effective Date and/or to eliminate or to set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and
 - (c) the Board or a committee thereof be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Cancellation.”

ORDINARY RESOLUTION

5. **“THAT** subject to and conditional upon the First Phase Capital Reorganisation becoming effective, the authorised share capital of the Company be increased from the amount of HK\$125,000,000 divided into 12,500,000,000 New Shares of HK\$0.01 each by the amount of HK\$375,000,000 to the amount of HK\$500,000,000 divided into 50,000,000,000 New Shares of HK\$0.01 each.”

SPECIAL RESOLUTION

6. **“THAT:**

- (a) the terms of the whitewash waiver (the **“Whitewash Waiver”**) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the **“Executive”**) to Trinity Eagle Investments Limited (**“Trinity Eagle”**) pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code from the obligation of Trinity Eagle to make a mandatory general offer for all the issued shares of the Company not already owned or agreed to be acquired by Trinity Eagle, Mr. Chan Ka Wang Chris and parties acting in concert with any of them, which would otherwise arise as a result of the Creditors Scheme becoming effective, details of which are set out in the section headed **“Letter from the Board – Implications under the Listing Rules and Takeovers Code – Takeovers Code implications – Application for Whitewash Waiver”** in the Circular, be and are hereby approved, confirmed and ratified; and
- (b) any one Director of the Company be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the Whitewash Waiver and the transactions contemplated thereunder.”

For and on behalf of
China Ecotourism Group Limited
ZHU Xinxin
Director and Chief Executive Officer

Hong Kong, 26 May 2026

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. Deposit of Proxy Form: A proxy form for use at the SGM is enclosed. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.
5. To ascertain shareholders' eligibility to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the SGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar of the Company at the Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 18 June 2026.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning, or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 10:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.ecotourgroup.com and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.