

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

(formerly known as China LotSynergy Holdings Limited 華彩控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1371)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of China Ecotourism Group Limited (formerly known as China LotSynergy Holdings Limited; the “Company”) will be held at The Function Room 1–2, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 16 June 2021 for the following purposes:

1. To receive the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2020 of the Company.
2. To re-elect the following Directors of the Company (the “Directors”):
 - (i) Mr. WU Jingwei;
 - (ii) Mr. LI Zi Kui; and
 - (iii) Mr. HUANG Shenglan.
3. To authorise the board of the Directors of the Company (the “Board”) to fix the remuneration of Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor and authorise the Board to fix its remuneration.

* For identification purposes only

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (i) the exercise by the Board during the Relevant Period (as hereinafter defined in this Resolution) of all powers of the Company to purchase issued shares of HK\$0.025 each in the capital of the Company (“Shares”), subject to paragraph (ii) below, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which may be purchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities of the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly;
- (iii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Board and shall authorise the Board on behalf of the Company during the Relevant Period (as defined below) to procure the Company to purchase its Shares, subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, at such prices as the Board at their discretion may determine; and
- (iv) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda to be held; and
 - (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (i) subject to paragraph (iii) below, the exercise by the Board during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options, which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Board and shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of securities allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined in this Resolution); (b) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to its eligible participants of shares or rights to acquire Shares; (c) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares; or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the issued share capital of the Company at the date of passing this Resolution and the approval in paragraph (i) above shall be limited accordingly;
- (iv) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda to be held; and
 - (c) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Board to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon the passing of Resolutions numbered 5 and 6 set out in the notice of annual general meeting dated 29 April 2021, the aggregate number of the securities of the Company that the Directors may allot, issue or deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options under the general mandate granted to the Board pursuant to such Resolution numbered 6 be and is hereby increased by the aggregate number of Shares repurchased by the Company pursuant to and in accordance with Resolution numbered 5, provided that such amount shall not exceed 10% of the number of issued share capital of the Company at the date of passing this Resolution.”

8. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the existing Bye-laws of the Company be and are hereby amended (the “Amendments to the Bye-laws”) as follows:

1. By deleting the existing definition of “Listing Rules” in Bye-law 1(A) in its entirety and substituting therefor the following paragraph:

““Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or modified from time to time;”

2. By deleting the existing definition of “writing” or “printing” in Bye-law 1(A) in its entirety and substituting therefor the following paragraph:

““writing” or “printing” shall include writing, printing, lithography, photography, typewriting, and every other mode of representing words or figures in a legible and non-transitory form, including in electronic form.”

3. By deleting the existing Bye-law 167 in its entirety and substituting therefor the following paragraphs:

“167.(A) Any notice or document (including any corporate communication (as defined under the Listing Rules)), whether or not to be given or issued under these Bye-Laws, to any shareholder, shall be in writing and may be given, subject to due compliance with all applicable Statutes and the Listing Rules and such shareholder having so consented (in a form and manner satisfactory to the Board), in either the English or Chinese language. Where no such consent has been given, a notice or document to a shareholder shall be in the English language.

(B) Any notice or document to be given or issued under these Bye-Laws may be served by the Company on any shareholder personally, by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register, by delivering or leaving it at such aforesaid registered address, by transmission via electronic means (including facsimile and electronic mail but not telephone), or (in the case of a notice) by advertisement in the Newspapers, in accordance with such directions as may be given by such shareholder to the Company for such purpose. Subject to due compliance with all applicable Statutes and the Listing Rules, the Company may, in addition to or instead of the aforesaid means, make notices, information or documents available to shareholders of the Company on the website of the Company and/or a relevant stock exchange, provided that the Company notifies, in accordance with the Listing Rules, the relevant shareholder of the presence of the notice, information or document, the address of the relevant website, the place on such website where the notice, information or document may be located, and instructions as to how the notice, information or document may be accessed on the website (“the Notification”).

(C) In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register in respect of such share and notice so given shall be sufficient notice to all the holders of such share.”

4. By deleting the existing Bye-law 169 in its entirety and substituting therefor the following paragraph:

“169. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory. Any other notice shall be deemed to have been served at the time when the same is delivered in the ordinary course of transmission. In proving such service, it shall be sufficient to show, if posted, the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office and the time when it was posted, the notice was delivered to the courier or transmitted by electronic means and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office or that delivery or transmission of the notice, as applicable, was made shall be conclusive evidence thereof. In the case of any notice made available to shareholders on the website of the Company and/or a relevant stock exchange, the notice shall be deemed to have been sent on the date on which the Company is required to provide the Notification under the Listing Rules or the date on which the notice first appears on the Company’s website after the Notification is sent, whichever is earlier.”

5. By deleting the existing Bye-law 170 in its entirety and substituting therefor the following paragraph:

“170. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it through the post in a prepaid envelope or wrapper or by transmitting it by electronic means (including facsimile and electronic mail but not telephone), addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

(b) any one or more of the directors of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Amendments to the Bye-laws and any of the foregoing.”

9. To transact any other business of the Company.

By Order of the Board
WONG Hiu Wong
Company Secretary

Hong Kong, 29 April 2021

Notes:

1. A shareholder who is the holder of two or more Shares and who is entitled to attend and vote at the annual general meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy, on a show of hands, all such proxies shall collectively have one vote unless otherwise provided for in the Bye-laws of the Company.
2. If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) 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 Share.
3. A form of proxy for use at the annual general meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the principal place of business of the Company at Unit 3308, 33/F., Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong as soon as possible and, in any event, not less than 48 hours (i.e. 10:00 a.m. on Monday, 14 June 2021 (Hong Kong time)) before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and deposit of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof (as the case may be).

In view of the ongoing Coronavirus Disease 2019 (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise your voting rights by appointing the chairperson of the meeting as your proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021, both dates inclusive, during which period no transfer of Existing Shares will be registered. All property completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 9 June 2021 (Hong Kong time).

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will implement the following measures at the meeting, including:

1. Compulsory temperature screening/checks and submission of health declaration form will be carried out on every attendee at the entrance of the meeting venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and requested to leave the meeting venue;
2. Every attendee will be required to wear a surgical face mask at the meeting venue and throughout the meeting and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at meeting venue and attendees should bring and wear their own masks;
3. No refreshment or drinks will be provided to the attendees at the meeting; and
4. No corporate gifts or gift coupons will be provided to the attendees at the meeting.

To the extent permitted under law, the Company reserves the right to deny entry into the Meeting venue or require any person to leave the Meeting venue so as to ensure the health and safety of the other attendees at the Meeting. The number of attendees allowed in the Meeting venue is subject to the requirements and restrictions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong).

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

As at the Latest Practicable Date, the Board comprises Ms. CHAN Tan Na, Donna, Mr. WU Jingwei, Mr. LI Zi Kui and Ms. ZHU Xinxin as Executive Directors; and Mr. HUANG Shenglan, Mr. CHAN Ming Fai and Mr. CUI Shuming as Independent Non-Executive Directors.