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**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)**

**POLL RESULTS OF  
SPECIAL GENERAL MEETING HELD ON 10 MAY 2021**

The Board is pleased to announce that all the Resolutions as set out in the SGM Notice were duly passed by the Shareholders by way of poll at the SGM held on 10 May 2021.

Pursuant to the expected timetable as set out in the Circular, it is expected that: (a) the last day of dealings in the Shares on a cum-entitlement basis will be Tuesday, 11 May 2021; (b) the Shares will be dealt with on an ex-entitlement basis from Wednesday, 12 May 2021; and (c) the Prospectus Documents will be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus only) on Friday, 21 May 2021.

References are made to the circular of the Company dated 14 April 2021 in relation to, among other things, the Rights Issue, the Placing, the Set-Off, the Whitewash Waiver and the Increase in Authorised Share Capital (the “**Circular**”) and the notice of the SGM (the “**SGM Notice**”) dated 14 April 2021. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

\* For identification purposes only

## POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) as set out in the SGM Notice were duly passed by the Shareholders by way of poll at the SGM held on 10 May 2021.

As at the date of the SGM, the Company had a total of 1,029,480,733 Shares in issue. There were no Shares entitling the Shareholders to attend and vote only against any of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules.

In relation to the Rights Issue, Ms. Lau and parties acting in concert with her, Ms. Chan, Mr. Wu Jingwei, Mr. Li Zi Kui and Ms. Zhu Xinxin, each being an executive Director, and their respective associates, who are interested in an aggregate of 217,092,179 Shares, representing approximately 21.09% of the total issued Shares as at the date of SGM, had abstained from voting on the Resolution approving the Rights Issue at the SGM pursuant to Rule 7.27A(1) of the Listing Rules and the Takeovers Code. Accordingly, there were a total of 812,388,554 Shares, representing approximately 78.91% of the total issued Shares as at the date of SGM, entitling holders to attend and vote for or against the Resolutions approving the Rights Issue proposed at the SGM.

In relation to the Set-Off and the Whitewash Waiver, Ms. Lau and parties acting in concert with her, who are interested in an aggregate of 204,222,179 Shares, representing approximately 19.84% of the total issued Shares as at the date of SGM, had abstained from voting on the Resolutions approving the Set-Off and the Whitewash Waiver at the SGM. Accordingly, there were a total of 825,258,554 Shares, representing approximately 80.16% of the total issued Shares as at the date of SGM, entitling holders to attend and vote for or against the Resolutions approving the Set-Off and the Whitewash Waiver proposed at the SGM.

Save for the aforesaid, to the best knowledge, information and belief of the Directors, no other Shareholder was required to abstain from voting on any of the Resolutions at the SGM under the Listing Rules and the Takeovers Code; and no Shareholder had stated his/her/its intention in the Circular to vote against any of the Resolutions at the SGM.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the SGM.

The poll results in respect of the Resolutions as set out in the SGM Notice are as follows:

<b>ORDINARY RESOLUTIONS</b> <i>Note 1</i>	<b>Number of votes cast (%)</b> <i>Note 2</i>	
	<b>For</b>	<b>Against</b>
1. To approve the Rights Issue	23,905,065 (95.712%)	1,071,102 (4.288%)
2. To approve the Placing (including the Specific Mandate)	153,220,365 (99.306%)	1,071,102 (0.694%)
3. To approve the Set-Off	36,775,065 (97.170%)	1,071,102 (2.830%)
4. To approve the Increase in Authorised Share Capital	153,220,365 (99.306%)	1,071,102 (0.694%)
<b>SPECIAL RESOLUTION</b> <i>Note 1</i>		
5. To approve the Whitewash Waiver	36,475,065 (99.997%)	1,102 (0.003%)

*Notes:*

1. Please refer to the SGM Notice for the full text of the Resolutions.
2. The number of votes and the approximate percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the SGM in person, by authorised representative or by proxy.

As more than 50% of the votes were casted in favour of the Resolutions 1 to 4, each of Resolutions 1 to 4 was duly passed as an ordinary resolution of the Company.

As more than 75% of the votes were casted in favour of Resolution 5, Resolution 5 was duly passed as a special resolution of the Company.

## **GRANT OF WHITEWASH WAIVER**

The Executive has granted the Whitewash Waiver on 5 May 2021, subject to (i) the Whitewash Waiver and the underlying transactions (i.e. the Rights Issue and the Set-Off) being separately approved by at least 75% and 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 of the Company being made by Ms. Lau and her concert parties between the date of the Announcement and the completion of the Rights Issue. As at the date of this announcement, the aforementioned condition (i) imposed by the Executive has been fulfilled.

## EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Rights Issue Completion assuming (1) there is no change in the issued share capital of the Company from the date of this announcement and up to and including the Record Date; and (2) there is no change in the total number of issued Shares from the date of this announcement up to and including the Record Date other than the full exercise of conversion rights under the outstanding New Option 1 Bonds on or before the Record Date:

### I. Assuming there is no change in the issued share capital of the Company

Shareholder	As at the date of this announcement		Assuming full acceptance by all Qualifying Shareholders under the Rights Issue		Immediately upon the Rights Issue Completion Assuming (a) no subscription by the Qualifying Shareholders (other than Ms. Lau) under the Rights Issue; (b) Ms. Lau subscribes for the Undertaken Shares pursuant to the Irrevocable Undertaking; and (c) all the Untaken Shares are placed to Independent Third Parties under the Placing		Assuming (a) no subscription by the Qualifying Shareholders (other than Ms. Lau) under the Rights Issue; and (b) Ms. Lau subscribes for the Undertaken Shares pursuant to the Irrevocable Undertaking; and (c) no Independent Third Parties take up the Untaken Shares			
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ms. Lau <sup>(Note 1)</sup>	91,509,437	8.89	274,528,311	8.89	2,150,470,903	69.63	891,509,437	28.87	891,509,437	48.73
<i>Parties acting in concert with Ms. Lau</i>										
Hang Sing Overseas Limited <sup>(Note 2)</sup>	7,505,287	0.73	22,515,861	0.73	7,505,287	0.24	7,505,287	0.24	7,505,287	0.41
Strong Purpose Corporation <sup>(Note 3)</sup>	13,773,554	1.34	41,320,662	1.34	13,773,554	0.45	13,773,554	0.45	13,773,554	0.75
Glory Add Limited <sup>(Note 4)</sup>	51,249,259	4.98	153,747,777	4.98	51,249,259	1.66	51,249,259	1.66	51,249,259	2.80
Mr. Chan Shing <sup>(Note 5)</sup>	24,248,642	2.36	75,745,926	2.36	24,248,642	0.79	24,248,642	0.79	24,248,642	1.33
Ms. Chan <sup>(Note 6)</sup>	15,936,000	1.54	47,808,000	1.54	15,936,000	0.51	15,936,000	0.51	15,936,000	0.87
<b>Sub-total of Ms. Lau and parties acting in concert with the her</b>	<b>204,222,179</b>	<b>19.84</b>	<b>612,666,537</b>	<b>19.84</b>	<b>2,263,183,645</b>	<b>73.28</b>	<b>1,004,222,179</b>	<b>32.52</b>	<b>1,004,222,179</b>	<b>54.89</b>
<i>Other Directors <sup>(Note 7)</sup></i>										
Mr. Wu Jingwei <sup>(Note 8)</sup>	8,220,000	0.80	24,660,000	0.80	8,220,000	0.27	8,220,000	0.27	8,220,000	0.45
Mr. Li Zi Kui <sup>(Note 8)</sup>	2,800,000	0.27	8,400,000	0.27	2,800,000	0.09	2,800,000	0.09	2,800,000	0.15
Ms. Zhu Xinxin <sup>(Notes 8 and 9)</sup>	1,850,000	0.18	5,550,000	0.18	1,850,000	0.06	1,850,000	0.06	1,850,000	0.10
Mr. Huang Shenglan <sup>(Note 8)</sup>	110,000	0.01	330,000	0.01	110,000	0.00	110,000	0.00	110,000	0.01
Mr. Cui Shuming <sup>(Note 8)</sup>	200,000	0.02	600,000	0.02	200,000	0.01	200,000	0.01	200,000	0.01
<b>Sub-total</b>	<b>13,180,000</b>	<b>1.28</b>	<b>39,540,000</b>	<b>1.28</b>	<b>13,180,000</b>	<b>0.43</b>	<b>13,180,000</b>	<b>0.43</b>	<b>13,180,000</b>	<b>0.72</b>
Independent placees	—	—	—	—	—	—	1,258,961,466	40.76	—	—
Other public Shareholders	812,078,554	78.88	2,436,235,662	78.88	812,078,554	26.29	812,078,554	26.29	812,078,554	44.39
<b>Total</b>	<b>1,029,480,733</b>	<b>100.00</b>	<b>3,088,442,199</b>	<b>100.00</b>	<b>3,088,442,199</b>	<b>100.00</b>	<b>3,088,442,199</b>	<b>100.00</b>	<b>1,829,480,733</b>	<b>100.00</b>

**II. Assuming there is no change in the total number of issued Shares from the date of this announcement up to and including the Record Date other than the full exercise of conversion rights under the outstanding New Option 1 Bonds on or before the Record Date**

Shareholder	As at the date of this announcement		Assuming full acceptance by all Qualifying Shareholders under the Rights Issue		Assuming (a) no subscription by the Qualifying Shareholders (other than Ms. Lau) under the Rights Issue; and (b) all the excess Rights Shares were subscribed for by Ms. Lau		Immediately upon the Rights Issue Completion Assuming (a) no subscription by the Qualifying Shareholders (other than Ms. Lau) under the Rights Issue; (b) Ms. Lau subscribes for the Undertaken Shares pursuant to the Irrevocable Undertaking; and (c) all the Untaken Shares were placed to Independent Third Parties under the Placing		Assuming (a) no subscription by the Qualifying Shareholders (other than Ms. Lau) under the Rights Issue; (b) Ms. Lau subscribes for the Undertaken Shares pursuant to the Irrevocable Undertaking; and (c) no Independent Third Parties took up the Untaken Shares	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ms. Lau <sup>(Note 1)</sup>	91,509,437	8.89	274,528,311	8.29	2,299,050,903	69.42	891,509,437	26.92	891,509,437	46.83
<i>Parties acting in concert with Ms. Lau</i>										
Hang Sing Overseas Limited <sup>(Note 2)</sup>	7,505,287	0.73	22,515,861	0.68	7,505,287	0.23	7,505,287	0.23	7,505,287	0.39
Strong Purpose Corporation <sup>(Note 3)</sup>	13,773,554	1.34	41,320,662	1.25	13,773,554	0.42	13,773,554	0.42	13,773,554	0.72
Glory Add Limited <sup>(Note 4)</sup>	51,249,259	4.98	153,747,777	4.64	51,249,259	1.55	51,249,259	1.55	51,249,259	2.69
Mr. Chan Shing <sup>(Note 5)</sup>	24,248,642	2.36	75,745,926	2.20	24,248,642	0.73	24,248,642	0.73	24,248,642	1.27
Ms. Chan <sup>(Note 6)</sup>	15,936,000	1.54	47,808,000	1.44	15,936,000	0.48	15,936,000	0.48	15,936,000	0.84
<b>Sub-total of Ms. Lau and parties acting in concert with the her</b>	<b>204,222,179</b>	<b>19.84</b>	<b>612,666,537</b>	<b>18.50</b>	<b>2,411,763,645</b>	<b>72.83</b>	<b>1,004,222,179</b>	<b>30.33</b>	<b>1,004,222,179</b>	<b>52.74</b>
<i>Other Directors <sup>(Note 7 and 9)</sup></i>										
Mr. Wu Jingwei	8,220,000	0.80	24,660,000	0.74	8,220,000	0.25	8,220,000	0.25	8,220,000	0.43
Mr. Li Zi Kui	2,800,000	0.27	8,400,000	0.25	2,800,000	0.08	2,800,000	0.08	2,800,000	0.15
Ms. Zhu Xinxin <sup>(Note 8)</sup>	1,850,000	0.18	5,550,000	0.17	1,850,000	0.06	1,850,000	0.06	1,850,000	0.10
Mr. Huang Shenglan	110,000	0.01	330,000	0.01	110,000	0.00	110,000	0.00	110,000	0.01
Mr. Cui Shuming	200,000	0.02	600,000	0.02	200,000	0.01	200,000	0.01	200,000	0.01
<b>Sub-total</b>	<b>13,180,000</b>	<b>1.28</b>	<b>39,540,000</b>	<b>1.19</b>	<b>13,180,000</b>	<b>0.40</b>	<b>13,180,000</b>	<b>0.40</b>	<b>13,180,000</b>	<b>0.70</b>
Independent placees	—	—	—	—	—	—	1,407,541,466	42.50	—	—
Holder of New Option 1 Bond	—	—	222,870,000	6.73	74,290,000	2.24	74,290,000	2.24	74,290,000	3.90
Other public Shareholders	812,078,554	78.88	2,436,235,662	73.58	812,078,554	24.53	812,078,554	24.53	812,078,554	42.66
<b>Total</b>	<b>1,029,480,733</b>	<b>100.00</b>	<b>3,311,312,199</b>	<b>100.00</b>	<b>3,311,312,199</b>	<b>100.00</b>	<b>3,311,312,199</b>	<b>100.00</b>	<b>1,903,770,733</b>	<b>100.00</b>

*Notes:*

- As at the date of this announcement, Ms. Lau, as beneficial owner, together with entities controlled by her, namely, (1) Hang Sing Overseas Limited; (2) Strong Purpose Corporation; and (3) Glory Add Limited, was interested in a total of 164,037,537 Shares, the details of which are set out in the table above and notes 2 to 4 below.
- As at the date of this announcement, Hang Sing Overseas Limited was wholly owned by Orient Strength Limited, which was wholly owned by Ms. Lau. Ms. Lau is therefore deemed to be interested in the Shares held by Hang Sing Overseas Limited under the SFO.

3. As at the date of this announcement, Strong Purpose Corporation was wholly owned by Ms. Lau and Mr. Chan Shing. Each of Ms. Lau and Mr. Chan Shing is therefore deemed to be interested in the Shares held by Strong Purpose Corporation under the SFO.
4. As at the date of this announcement, Glory Add Limited was wholly owned by Favor King Limited, which was wholly owned by Ms. Lau and Mr. Chan Shing. Each of Ms. Lau and Mr. Chan Shing is therefore deemed to be interested in the Shares held by Glory Add Limited under the SFO.
5. Mr. Chan Shing is a party acting in concert with Ms. Lau. Please also refer to notes 3 and 4 above for the interest held by entities controlled by Mr. Chan Shing.
6. Ms. Chan is the daughter of Ms. Lau and an executive Director. By virtue of being a close relative of Ms. Lau, Ms. Chan is presumed to be a party acting in concert with Ms. Lau pursuant to class (8) presumption under the definition of “acting in concert” under the Takeovers Code.
7. The Shares held by the other Directors consist of the Shares held by Directors other than Ms. Chan.
8. Ms. Zhu Xinxin is a niece of Ms. Lau and a cousin of Ms. Chan and was appointed as an executive Director of the Company with effect from 18 June 2019 by the Board on 18 June 2019 in accordance with bye-law 102(B) of the Company. Ms. Zhu is not a party acting in concert with Ms. Lau.
9. Save for Ms. Chan, each of the Directors confirm that he/she is not involved in the discussion and negotiation in respect of the Rights Issue, the Placing, the Set-Off and the Whitewash Waiver.

## **COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS**

Pursuant to the expected timetable as set out in the Circular, it is expected that: (a) the last day of dealings in the Shares on a cum-entitlement basis will be Tuesday, 11 May 2021; (b) the Shares will be dealt with on an ex-entitlement basis from Wednesday, 12 May 2021; and (c) the Prospectus Documents will be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus only) on Friday, 21 May 2021.

**Shareholders and potential investors of the Company should note that the Rights Issue, the Placing and the Set-Off are conditional upon, among others, conditions set out in the section headed “Conditions of the Rights Issue”, “Conditions of the Placing” and “Connected Transaction in relation to the Set-Off” in the Circular, respectively. Accordingly, the Rights Issue and/or the Placing and/or the Set-Off may or may not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing Shares is advised to exercise caution when dealing in the Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

**Any dealings in the Shares up to the date on which all the conditions of the Rights Issue, the Placing and the Set-Off are fulfilled, which is expected to be 4:00 p.m. on the Rights Issue Settlement Date, will bear the risk that the Rights Issue and/or the Placing may not become unconditional or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise in caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their own professional advisers.**

## **EFFECTIVE DATE OF THE INCREASE IN AUTHORISED SHARE CAPITAL**

As Resolution 4 as set out in the SGM Notice was duly passed by the Shareholders at the SGM, the Increase in Authorised Share Capital became effective on 10 May 2021.

By order of the Board  
**China Ecotourism Group Limited**  
**CHAN Tan Na, Donna**  
*Chairperson*

Hong Kong, 10 May 2021

*As at the date of this announcement, 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.*

*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 statement in this announcement misleading.*