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If you have sold or transferred all your shares in China LotSynergy Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.



China LotSynergy Holdings Limited

華彩控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1371)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of China LotSynergy Holdings Limited to be held at Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Wednesday, 10 February 2021 is set out on pages 8 to 10 of this circular. Whether or not you intend to be present at the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to 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 later than 48 hours (i.e. 10:00 a.m. on Monday, 8 February 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 you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

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 resolution at the Meeting as an alternative to attending the Meeting in person.

14 January 2021

** For identification purposes only*

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PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

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

1. Compulsory temperature screening/checks 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 the 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.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Announcement”	the Company’s announcement dated 4 January 2021
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as amended, supplemented or modified from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	China LotSynergy Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its Subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Notice of Special General Meeting”	the notice to convene the Special General Meeting dated 14 January 2021
“Proposed Change of Company Name”	the proposed change of the official registered English name of the Company from “China LotSynergy Holdings Limited” to “China Ecotourism Group Limited” and to adopt the name of “中國生態旅遊集團有限公司” as the name of the Company in Chinese to replace its existing name in Chinese “華彩控股有限公司” which is currently used for identification purpose only
“Share(s)”	ordinary shares of HK\$0.025 each (or of such other nominal amount as shall result from a sub-division or a consolidation of such shares from time to time) in the capital of the Company

DEFINITIONS

“Shareholders”	registered holders of Shares
“Special General Meeting” or “SGM” or “Meeting”	the special general meeting of the Company to be held at Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Wednesday, 10 February 2021
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of Section 15 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) of the Company whether incorporated in Hong Kong, Bermuda or elsewhere

LETTER FROM THE BOARD



China LotSynergy Holdings Limited

華彩控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1371)

Executive Directors

Ms. CHAN Tan Na, Donna

(Chairperson and Chief Executive Officer)

Mr. WU Jingwei

Mr. LI Zi Kui

Ms. ZHU Xinxin

Independent Non-Executive Directors

Mr. HUANG Shenglan

Mr. CHAN Ming Fai

Mr. CUI Shuming

Registered office

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 12

Bermuda

*Head office and principal
place of business*

Unit 3308, 33rd Floor,

Office Tower

Convention Plaza

1 Harbour Road

Wanchai, Hong Kong

14 January 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Change of Company Name. The purpose of this circular is to provide you with information on the resolution to be proposed at the SGM for the Proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 4 January 2021 that it proposed to change the official registered English name of the Company from “China LotSynergy Holdings Limited” to “China Ecotourism Group Limited” and to adopt the name of “中國生態旅遊集團有限公司” as the name of the Company in Chinese to replace its existing name in Chinese “華彩控股有限公司” which is currently used for identification purpose only, subject to the conditions set out below being fulfilled.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

As disclosed in the Announcement, the Company has entered into a “Strategic Cooperation Agreement on Development of Ecotourism Spots in China” with China Eco Development Association that, pursuant to that agreement, the parties intend to establish a comprehensive strategic partnership to cooperate in the development of ecotourism business in China. The Company believes that entering into that agreement will enable the Group to utilize the respective resource advantages of both parties and cooperate more efficiently in the construction of ecotourism service system and related businesses. That agreement is a strategic cooperation framework agreement which establishes the cooperative relationship and development direction of both parties. The specific details and terms of the development of ecotourism business in China are subject to further negotiation between both parties.

The Board considers that the Proposed Change of Company Name will demonstrate the Group’s future strategy and provide the Group with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Therefore, the Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Conditions and Effects of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the SGM; and
- (ii) the approval of the Registrar of Companies in Bermuda having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda registers the new name of the Company on the register in place of the existing name of the Company. Thereafter, the Company will carry out the necessary filing or registration procedures with the Companies Registry in Hong Kong.

The Proposed Change of Company Name will not affect any right of the Shareholders. Upon the Proposed Change of Company Name becoming effective, all issued share certificates bearing the current name of the Company will continue to be evidence of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Therefore, there will not be any arrangement for free exchange of the issued share certificates of the Company for new share certificates bearing the new name of the Company. Any issue of new share certificates after the Proposed Change of Company Name becoming effective will be under the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective.

The Company will make further announcement(s) to inform the Shareholders of the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange in due course upon the Proposed Change of Company Name becoming effective.

NOTICE OF SPECIAL GENERAL MEETING

The Notice of Special General Meeting is set out on pages 8 to 10 of this circular and a form of proxy for the Special General Meeting is enclosed. Whether or not you intend to be present at the Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same to 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, 8 February 2021 (Hong Kong time)) before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be). Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) should you so wish.

In view of the ongoing 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 resolution at the Meeting as an alternative to attending the Meeting in person.

VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, vote(s) of shareholders at general meeting(s) must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, poll shall be demanded for the relevant resolution put to vote at the forthcoming SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all the Shareholders should vote in favour of the resolution to be proposed at the forthcoming SGM.

Yours faithfully
For and on behalf of the Board
China LotSynergy Holdings Limited
CHAN Tan Na, Donna
Chairperson



China LotSynergy Holdings Limited

華彩控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1371)

Notice is hereby given that the Special General Meeting of China LotSynergy Holdings Limited (the “Company”) will be held at Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Wednesday, 10 February 2021 (the “Special General Meeting” or “Meeting”) for considering and, if though fit, with or without amendments, passing the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the official registered English name of the Company be changed from “China LotSynergy Holdings Limited” to “China Ecotourism Group Limited” and the name of “中國生態旅遊集團有限公司” be adopted as the name of the Company in Chinese to replace its existing name in Chinese “華彩控股有限公司” which is currently used for identification purpose only (the “Proposed Change of Company Name”), and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
WONG Hiu Wong
Company Secretary

Hong Kong, 14 January 2021

** For identification purposes only*

Notes:

1. A shareholder who of the Company is the holder of two or more Shares and who is entitled to attend and vote at the Special 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 of the Company 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 of the Company, 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 of the Company.
3. A form of proxy for use at the Special 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, 8 February 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 of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be).

In view of the ongoing COVID-19 epidemic, the Company strongly recommends the shareholders of the Company to exercise your voting rights by appointing the chairperson of the Meeting as your proxy to vote on the relevant resolution at the Meeting as an alternative to attending the Meeting in person.

4. For determining the entitlement to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Tuesday, 9 February 2021 to Wednesday, 10 February 2021, during which period no transfer of the shares of the Company 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 Monday, 8 February 2021 (Hong Kong time).

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

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

1. Compulsory temperature screening/checks 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 the 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.