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If you have sold or transferred all your shares in China Ecotourism Group 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 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)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Ecotourism Group Limited (formerly known as China LotSynergy Holdings Limited) to 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 is set out on pages 17 to 24 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, 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 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 resolutions at the meeting as an alternative to attending the meeting in person.

* For identification purposes only

29 April 2021

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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.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to 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
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as amended, supplemented or modified from time to time
“Close Associates”	shall have the meaning ascribed thereto in the Listing Rules
“Companies Act”	The Companies Act 1981 of Bermuda (as amended)
“Company”	China Ecotourism Group Limited (formerly known as 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
“Latest Practicable Date”	22 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange (as amended from time to time)
“New Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to permit the repurchase of Shares of up to a maximum of 10% of the issued share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Notice of Annual General Meeting”	the notice to convene the Annual General Meeting dated 29 April 2021
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)

DEFINITIONS

“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
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to permit the allotment and issue of new Shares or other securities in the Company of up to a maximum of 20% of the issued share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Shareholders”	registered holders of Shares
“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
“Takeover Code”	The Hong Kong Code on Takeovers and Mergers



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)

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

29 April 2021

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information on the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Directors; (ii) the grant of the New Repurchase Mandate to the Board; (iii) the grant of the Share Issue Mandate to the Board; and (iv) amendments to the Bye-laws.

* For identification purposes only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with bye-law 99 of the Bye-laws, Mr. WU Jingwei, Mr. LI Zi Kui and Mr. HUANG Shenglan shall retire from office by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Details of retiring Directors proposed to be re-elected at the forthcoming Annual General Meeting are set out in Appendix I to this circular.

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 13 August 2020, resolutions were passed giving general mandates to the Board (i) to exercise the powers of the Company to repurchase Shares of the Company on the Stock Exchange or other recognised stock exchanges up to 10% of the issued share capital of the Company as at 13 August 2020; and (ii) to allot, issue and deal with additional Shares of the Company up to a limit equal to the aggregate of (a) 20% of the issued share capital of the Company as at 13 August 2020; and (b) the aggregate nominal amount of any Shares repurchased by the Company pursuant to the general mandate as described in paragraph (i) above. These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company.

The Board wishes to seek your approval of the resolutions as set out in ordinary resolutions 5 to 7 to be proposed at the forthcoming Annual General Meeting to renew these general mandates to the Board to repurchase Shares and to issue additional Shares subject to the limitations and conditions of the Listing Rules.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,029,480,733 Shares. Subject to the passing of the proposed resolution for the Share Issue Mandate and on the basis that there will be no variation in the number of issued Shares prior to the date of the forthcoming Annual General Meeting, the Board would be allowed to issue additional Shares up to a maximum of 205,896,146 Shares.

An explanatory statement as required by the Listing Rules to provide you with the requisite information on the proposed general mandate to repurchase Shares is set out in Appendix II to this circular.

AMENDMENTS TO THE BYE-LAWS

The Board proposes to seek the approval of the Shareholders by way of special resolution for the amendments to the existing Bye-laws at the Annual General Meeting to enable the Company to send, mail, dispatch, issue, publish or otherwise make available any corporate communication to Shareholders, to the extent permitted under all applicable laws and regulations and the Bye-laws, be satisfied by the Company sending or otherwise making available the corporate communication to the Shareholders using electronic means or placing on the website of the Company or the Stock Exchange.

LETTER FROM THE BOARD

The major effect of the proposed amendments to the existing Bye-laws is to allow the Company to send, mail, dispatch, issue, publish or otherwise make available any corporate communication to Shareholders using electronic means or placing on the website of the Company or the Stock Exchange if the Shareholders agree, or are deemed to have so agreed under the Listing Rules and applicable laws. The proposed changes would not restrict a Shareholder's right to receive, free of charge, hard copies of such notices, documents or any other information, if and when they so wish. However, the changes would enable the Company to reduce its use of paper and contribute towards costs savings, efficiency and environmental protection.

Details of amendments to the Bye-Laws are set out in Appendix III on pages 13 to 16 of this circular.

The proposed amendments to the Bye-laws will be subject to the passing of a special resolution by the Shareholders at the Annual General Meeting to approve the proposed amendments to the Bye-laws.

Shareholders are advised that the Bye-laws are written in English only. The Chinese translation of the Bye-laws is for reference purpose only. In case of any inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers of the Company have confirmed to the Company that the proposed amendments to the Bye-laws comply with the requirements of the Listing Rules and the laws and regulations of Bermuda. In addition, the Company has also confirmed to the Stock Exchange that there is nothing unusual about the amended Bye-laws.

NOTICE OF ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 17 to 24 in Appendix IV to this circular and a form of proxy for the Annual General Meeting is enclosed. Whether or not you intend to be present at the Annual General 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, 14 June 2021 (Hong Kong time)) before the time appointed for holding of the Annual General 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 Annual General 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 resolutions at the meeting as an alternative to attending the meeting in person.

LETTER FROM THE BOARD

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 all resolutions put to vote at the forthcoming Annual General Meeting.

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.

RECOMMENDATION

The Board considers that (i) the re-election of Directors; (ii) the grant of the New Repurchase Mandate to the Board; (iii) the grant of the Share Issue Mandate to the Board; and (iv) amendments to the Bye-laws are 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 relevant resolutions to be proposed at the forthcoming Annual General Meeting.

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

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, we set out below the biographical details of the retiring Directors for Shareholders' information.

Mr. WU Jingwei, aged 49, joined the Group in 2007, and is currently an Executive Director and the President of the Company. Mr. Wu assists the Board's Chairperson in planning and leading the implementation of the Group's overall strategies for development. Mr. Wu has overall responsibilities for the operations and management of the Group's lottery business with extensive experience in leading the China Welfare Lottery Video Lottery Business, Computer-generated Ticket Games Business, Video Lottery Business and New Media Lottery Business. Mr. Wu has over twenty years of experience in information technology. Prior to joining the Group, Mr. Wu had held senior management positions in PKU Founder Group and Hisense Group. Mr. Wu holds a Bachelor's degree in Mechanical Engineering from Beijing Technology and Business University. Mr. Wu did not hold any directorships in any other listed public companies in the past three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wu has a personal interest of 8,220,000 Shares of the Company within the meaning of Part XV of the SFO. Mr. Wu does not have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company. He is the director of various members of the Group. Mr. Wu has entered into a service agreement with the Company with no specified term of office after an initial term of three years. Mr. Wu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Wu shall be entitled to an emolument of approximately HK\$3,029,000 per annum. This excluded bonus which is payable or other benefits which may be granted at the discretion of the Company. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. LI Zi Kui, aged 57, joined the Group in 2011, and is an Executive Director, Senior Vice President of the Group and General Manager of CTG Business Unit of the Company. Mr. Li has over thirty years of solid management experience in the information technology sector. He had been engaged in the China Welfare lottery space as a chief engineer with technical management responsibility for nearly twenty years, gaining extensive experience with proven track record in various lottery segments including video lottery, computer ticket game and instant lottery. Mr. Li holds an EMBA from Beijing Institute of Technology. Mr. Li did not hold any directorships in any other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Li has a personal interest of 2,800,000 Shares of the Company within the meaning of Part XV of the SFO. Mr. Li does not have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company. He is the director of various members of the Group. Mr. Li has entered into a service agreement with the Company with no specified term of office after an initial term of three years. Mr. Li is subject to retirement by rotation

and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Li shall be entitled to an emolument of approximately HK\$1,015,416 per annum (including a portion paid in RMB). This excluded bonus which is payable or other benefits which may be granted at the discretion of the Company. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmark in the industry and prevailing market conditions.

Mr. HUANG Shenglan, aged 69, joined the Group in 2002, and is currently an Independent Non-executive Director of the Company. Mr. Huang was an executive director and the deputy governor of China Everbright Bank, Head Office and was an executive director and the general manager of China Everbright Technology Limited. Mr. Huang holds a Diploma in Arts from Huazhong Normal University and in International Economics from Huadong Normal University and a certificate in International Economic Law from Xiamen University and in Advanced Management Programme from the Harvard Business School, USA. Mr. Huang is also a non-executive director of Burwill Holdings Limited (a company listed in Hong Kong and pursuant to an order of the High Court of Hong Kong, provisional liquidators were appointed in respect of this company on 21 November 2019 and their appointment remains valid as at the date of this circular) and a non-executive director of China Fortune Investments (Holding) Limited, which are listed companies in Hong Kong. Save as disclosed above, Mr. Huang did not hold any directorships in any other listed public companies in the past three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Huang has a personal interest of 110,000 Shares of the Company within the meaning of Part XV of the SFO. Mr. Huang does not have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company. There is no service contract between Mr. Huang and the Company but Mr. Huang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Huang shall be entitled to an emolument of HK\$336,000 per annum. This excluded bonus which is payable or other benefits which may be granted at the discretion of the Company. The emoluments of the Directors are determined with reference to that director's responsibilities, abilities and performance, the Company's operations, as well as remuneration benchmarks in the industry and prevailing market conditions. Mr. Huang is the chairperson member of the audit committee, and a member of the remuneration committee and nomination committee of the Company. Save as disclosed above, he does not hold any position with the Group.

Save as disclosed above, there is no other information which is disclosable nor are the above Directors involved in any matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

This appendix serves as the explanatory statement required by the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the New Repurchase Mandate to be granted to the Board.

THE REPURCHASE PROPOSAL

The New Repurchase Mandate will authorise the Board to repurchase on the Stock Exchange, or on another 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. Shares of the Company up to a maximum of 10% of the issued share capital of the Company as at the date on which the resolution approving the New Repurchase Mandate is passed.

Based on the 1,029,480,733 Shares in issue as at the Latest Practicable Date, the Company would be allowed under the New Repurchase Mandate to repurchase a maximum of 102,948,073 Shares on the basis that there will be no variation in the number of issued Shares prior to the date of the Annual General Meeting.

The authority conferred on the Board by the New Repurchase Mandate would continue in force until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by law; or (iii) the variation or revocation of the New Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

REASONS FOR REPURCHASES

The Board considers that it is in the best interests of the Company and the Shareholders to have the New Repurchase Mandate. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share and/or dividend per Share and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders.

SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws and the laws of Bermuda. Pursuant to the Companies Act, any Share repurchased under the New Repurchase Mandate would be purchased out of the capital paid up on the repurchased Shares, the funds of the Company which would otherwise be available for dividend or distribution, the proceeds of a fresh issue of Shares made for the purpose of the repurchase. The premium, if any, payable on the repurchase will be provided out of the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

EFFECT ON WORKING CAPITAL

The Board considers that there might be an adverse impact on the working capital or the gearing position of the Company as compared with the position disclosed in the audited financial statements as at 31 December 2020 in the event that the New Repurchase Mandate is exercised in full. However, the Board does not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell Shares to the Company under the New Repurchase Mandate in the event that the New Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the New Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

TAKEOVER CODE

If as a result of a Share repurchased by the Company such that a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeover Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase in his/their shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, the aggregate interest of Ms. LAU Ting and her acting in concert parties, through their aggregate personal interests of approximately 12.79%, aggregate corporate interests of approximately 7.05%, in the Shares of the Company were approximately 19.84% of the Company's issued share capital. In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the New Repurchase Mandate, the aggregate interests held by Ms. LAU Ting would be increased to approximately 22.04% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeover Code as a consequences of any repurchase made under the New Repurchase Mandate.

SHARE PURCHASES MADE BY THE COMPANY

The Company had not purchased any Shares on the Stock Exchange during the six months preceding the Latest Practicable Date.

CORE CONNECTED PERSONS

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the New Repurchase Mandate is approved by the Shareholders.

MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve calendar months preceding the Latest Practicable Date were as follows:

Months	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2020	0.143	0.108
May 2020	0.275	0.112
June 2020	0.237	0.200
July 2020	0.219	0.176
August 2020	0.199	0.184
September 2020	0.187	0.174
October 2020	0.169	0.150
November 2020	0.189	0.156
December 2020	0.177	0.162
January 2021	0.217	0.139
February 2021	0.173	0.142
March 2021	0.145	0.114
April 2021 (up to the Latest Practicable Date)	0.128	0.112

Details of the proposed amendments to the Bye-Laws are set out as follows:

- (i) The existing definition of “Listing Rules” in Bye-law 1(A), which reads:

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

is to be revised as:

“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;”

- (ii) The existing definition of “writing” or “printing” in Bye-law 1(A), which reads:

“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.”

is to be revised as:

“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.”

- (iii) The existing Bye-law 167, which reads:

“167. Any notice or document to be given or issued under these Bye-Laws shall be in writing, and may be served by the Company on any shareholder either personally or 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 or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

is to be revised as:

- “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.”**

(iv) The existing Bye-law 169, which reads:

“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 and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office 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 shall be conclusive evidence thereof.”

is to be revised as:

“**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.**”

(v) The existing Bye-law 170, which reads:

“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 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.”

is to be revised as:

“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.”

**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 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.
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;

* For identification purposes only

- (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.