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IMPORTANT

重要提示

Reference is made to the prospectus issued by China Ecotourism Group Limited (the “**Company**”) dated 21 May 2021 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述中國生態旅遊集團有限公司(「本公司」)就供股所刊發日期為二零二一年五月二十一日之供股章程(「供股章程」)。除非文義另有所指，否則供股章程所界定之詞彙與本通知書所採用者具有相同涵義。

THIS PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EAF EXPIRES AT 4:00 P.M. ON FRIDAY, 4 JUNE 2021 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE” BELOW).

本暫定配額通知書乃有價值及可轉讓之表格，並應即時處理，本暫定配額通知書及隨附之額外申請表格所載之供股建議將於二零二一年六月四日(星期五)下午四時正(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及／或時間)截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本暫定配額通知書或應採取之行動有任何疑問，或如閣下已出售閣下名下全部或部分本公司之股份，應諮詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the other Prospectus Documents and copies of the documents specified in the paragraph headed “15. Documents delivered to the Registrar of Companies” in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同其他供股章程文件以及供股章程附錄三「15.送呈公司註冊處處長之文件」一段所述文件之副本，已遵照香港法例第32章《公司(清盤及雜項條文)條例》第342C條之規定向香港公司註冊處處長註冊。香港公司註冊處處長、聯交所與證監會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange and the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣後，以及在遵守香港結算之證券收納規定下，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由該等股份各自於聯交所開始買賣日期或香港結算釐定的有關其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行的活動均須依據不時生效的《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。股東應就該等交收安排及有關安排將如何影響彼等的權利及權益的詳情徵詢其股票經紀或其他專業顧問的意見。

The Rights Issue is conditional upon the fulfilment of the conditions set out in the section headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus. Accordingly, any persons contemplating dealings in the Shares prior to the date on which all conditions of the Rights Issue are fulfilled, which is expected to be no later than 4:00 p.m. on Thursday, 10 June 2021, and any dealings in the Rights Shares in the nil-paid form between Tuesday, 25 May 2021 to Tuesday, 1 June 2021 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Share or nil-paid Rights Shares are recommended to consult their own professional advisers.

供股須待供股章程內「董事局函件」中「供股之條件」一節所載條件獲達成後，方告作實。因此，有意於供股所有條件獲達成當日(預期不遲於二零二一年六月十日(星期四)下午四時正)前買賣股份，以及於二零二一年五月二十五日(星期二)至二零二一年六月一日(星期二)止期間(包括首尾兩日)以未繳股款形式買賣供股股份的任何人士，須承擔供股可能不會成為無條件或可能不會進行的風險。任何股東或其他人士如有意買賣股份或未繳股款供股股份，應諮詢其本身的專業顧問。

Registrar:
Computershare Hong Kong Investor
Services Limited
Shops 1712-1716, 17th Floor,
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

股份過戶處：
香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖

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*)
(前稱 China LotSynergy Holdings Limited 華彩控股有限公司*)
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 1371)
(股份代號：1371)

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head office and principal place
of business:
Unit 3308, 33rd Floor
Office Tower, Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

註冊辦事處：
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

總辦事處及主要營業地點：
香港灣仔
港灣道1號
會展廣場辦公大樓
33樓3308室

**RIGHTS ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES
FOR EVERY ONE (1) EXISTING SHARE HELD ON
THE RECORD DATE ON A NON-UNDERWRITTEN BASIS AT
THE SUBSCRIPTION PRICE OF HK\$0.10 PER RIGHTS SHARE**

按於記錄日期每持有一(1)股現有股份
可獲配發兩(2)股供股股份的基準
以非包銷基準以認購價每股供股股份港幣0.10元
進行供股

**PAYABLE IN FULL ON ACCEPTANCE
BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 4 JUNE 2021**
股款須不遲於二零二一年六月四日(星期五)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of Qualifying Shareholder(s)
合資格股東之姓名及地址

Total number of existing Shares registered in your name(s) at 5:00 p.m. on 20 May 2021
於二零二一年五月二十日下午五時正登記於閣下名下之現有股份總數

BOX A
甲欄

Number of Rights Shares allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on
Friday, 4 June 2021
閣下獲配發之供股股份數目，股款須不遲於二零二一年六月四日(星期五)下午四時正接納時繳足

BOX B
乙欄

Total subscription monies payable on acceptance in full
應繳認購股款總額，股款須於接納時繳足

BOX C
丙欄

HKS 港元

Name of bank on which cheque/cashier's order is drawn:
支票／銀行本票的付款銀行名稱：_____

Cheque/cashier's order number:
支票／銀行本票號碼：_____

Please insert your contact telephone number here:
請填上閣下之聯絡電話：_____

* For identification purpose only
* 僅供識別

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，贈與或轉讓實益擁有之權益亦須繳付香港從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

Form B 表格乙

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares set out in Box B on Form A)

(只供擬轉讓其/彼等載於表格甲內乙欄之全部供股股份認購權利之合資格股東填寫及簽署)

To: The Directors
China Ecotourism Group Limited
致：中國生態旅遊集團有限公司
列位董事 台照

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人/吾等茲將本暫定配額通知書所列本人/吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1 _____ 2 _____ 3 _____ 4 _____

Signature(s) of Shareholders (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date: _____ 2021

日期：二零二一年 _____ 月 _____ 日

NOTE: Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.
附註：填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

REGISTRATION APPLICATION FORM

登記申請表格

Form C 表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)

(只供承讓供股股份認購權之人士填寫及簽署)

To: The Directors
China Ecotourism Group Limited
致：中國生態旅遊集團有限公司
列位董事 台照

Dear Sirs,

I/We request you to register the number of Rights Shares mentioned in Box B on Form A in my/our name(s). I/We agree to accept the same on the terms set out in this PAL and the other Prospectus Documents and subject to the memorandum of association and bye-laws of the Company.

敬啟者：

本人/吾等謹請貴董事局將表格甲內乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及其他供股章程文件所載條款，以及在貴公司之組織章程大綱及細則規限下，接納此等供股股份。

Existing Shareholder(s) please mark "X" in this box
現有股東請在本欄內填上「X」號

To be completed in BLOCK letters in ENGLISH. 請用英文正楷填寫。			
Name in English 英文姓名	Family name (姓氏)	Other names (名字)	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicant(s) (if required) 姓名(續)及/或聯名申請人姓名(如有需要)			
Address in English (joint applicants shall give one address only) 英文地址(聯名申請人只須填報一個地址)			
Occupation 職業			Telephone No. 電話號碼
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址	Bank account No. 銀行賬戶號碼		
	BANK 銀行	BRANCH 分行	ACCOUNT 賬戶
	Bank account type 銀行賬戶類型		

1 _____ 2 _____ 3 _____ 4 _____

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2021

日期：二零二一年 _____ 月 _____ 日

NOTE: Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.
附註：填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

Any Shareholders or other persons contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. If they are in any doubt about their position, they are recommended to consult their own professional advisers.

任何擬出售或購買股份及/或未繳股款供股股份的股東或其他人士於買賣股份及/或未繳股款供股股份時務請審慎行事。彼等如對自身立場有任何疑問，應諮詢彼等顧問之專業意見。

THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS), THIS PAL AND OTHER PROSPECTUS DOCUMENTS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發。未繳股款及繳足股款供股股份、本暫定配額通知書及其他供股章程文件尚未且不會根據《美國證券法》或美國任何州分或者其他司法權區之證券法例進行登記。除根據《美國證券法》及美國任何州分或者其他司法權區之適用證券法例豁免登記要求之外，不得在美國境內直接或間接提呈要約、出售、接納、行使、轉售、放棄、轉讓或支付。

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker, other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份之買賣可通過中央結算系統結算。閣下應諮詢閣下之股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON FRIDAY, 4 JUNE 2021 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "**CHINA ECOTOURISM GROUP LIMITED — RIGHTS ISSUE ACCOUNT**" AND CROSSED "**ACCOUNT PAYEE ONLY**". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN AN ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR REMITTANCE.

閣下如欲接納本暫定配額通知書所列全部供股股份之暫定配額，須將本暫定配額通知書整份連同上文丙欄所示之港元全數股款(通過支票或銀行本票支付)交回股份過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)收取，最遲於二零二一年六月四日(星期五)下午四時正前(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及／或時間)送達股份過戶處。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，並須註明抬頭人為「中國生態旅遊集團有限公司—供股賬戶」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆供股股份配額之指示載於隨附表格。本公司將不另發股款收據。

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in an enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

接納本文件所載之暫定配額的每位人士均：

- 確認其已閱讀所附表格及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因此構成之合約須受香港法律管限及根據香港法律詮釋。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE

每份接納書須隨附一張獨立開出之支票或銀行本票

NO RECEIPT WILL BE GIVEN

本公司將不另發收據

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)

21 May 2021

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of China Ecotourism Group Limited dated 21 May 2021 (the “**Prospectus**”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires.

In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the memorandum of association and bye-laws of the Company, the Directors have provisionally allotted to you the number of Rights Shares in the Company indicated on Form A of this PAL on the basis of two (2) Rights Shares for every one (1) existing Share in the Company registered in your name in the register of members of the Company as at 5:00 p.m. on 20 May 2021. Your holding of existing Shares in the Company as at that date is set out in Box A on Form A of this PAL and the number of Rights Shares provisionally allotted to you is set out in Box B on Form A of this PAL.

You have the right to acquire the Rights Shares provisionally allotted to you at a price of HK\$0.10 per Rights Share payable in full on acceptance, in the manner set out below, by not later than 4:00 p.m. on Friday, 4 June 2021 (or such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance” below).

You may, subject to the section headed “Qualifying Shareholders and Non-Qualifying Shareholders” below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section headed “Transfer” below.

The Rights Issue is subject to the fulfilment of certain conditions as disclosed in the Prospectus. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

RIGHTS SHARES

The Rights Shares, when issued and fully paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and shall rank pari passu in all respects with the Shares then in issue, including as to the right to receive all dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

China Ecotourism Group Limited
中國生態旅遊集團有限公司

(前稱 China LotSynergy Holdings Limited 華彩控股有限公司*)

(於百慕達註冊成立之有限公司)

(股份代號：1371)

敬啟者：

緒言

茲提述中國生態旅遊集團有限公司就供股所刊發日期為二零二一年五月二十一日之供股章程(「供股章程」)。除文義另有所指外，於供股章程中已界定之詞彙與本通知書所採用者具相同涵義。

根據本暫定配額通知書及供股章程所載之條款及條件，並在本公司之組織章程大綱及細則的規限下，董事已暫定配發本暫定配額通知書表格甲所載數目之本公司供股股份予閣下，基準為於二零二一年五月二十日下午五時正以閣下名義在本公司股東名冊上登記每一(1)股本公司現有股份可獲配發兩(2)股供股股份。閣下於該日持有之本公司現有股份列於本暫定配額通知書表格甲甲欄，而所獲暫定配發之供股股份數目則列於本暫定配額通知書表格甲乙欄。

閣下有權不遲於二零二一年六月四日(星期五)下午四時正(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及／或時間)根據下文所載之方式按每股供股股份港幣0.10元之價格(於接納時繳足)收購暫定配發予閣下之供股股份。

在下文「合資格股東及不合資格股東」一節的規限下，閣下可接納據此暫定配發予閣下之全部或任何數目的供股股份，或出售閣下之全部或任何有關權利。閣下如欲只接納閣下之部分暫定配額並將餘額轉讓，或擬將閣下之暫定配額轉讓予超過一人，則應參閱下文「分拆」一節內之指示。閣下如欲轉讓閣下之全部暫定配額，則應參閱下文「轉讓」一節內之指示。

供股以達成供股章程所披露之若干條件為前提。倘若供股並未成為無條件，則供股將不會進行。

供股股份

供股股份一經發行及繳足股款後，將不附帶任何留置權、押記、產權負擔及任何性質的第三方權利、利益或申索，並在各方面與當時已發行的股份享有同地位，包括有權收取於供股股份配發日期或之後可能宣派、作出或派付的所有股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自其開始於聯交所買賣當日或由香港結算決定之其他日期起，在中央結算系統內記存、結算及交收。聯交所參與者間在任何交易日之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

PROCEDURE FOR ACCEPTANCE

Any person (including, without limitation, agents, custodians, nominees and trustees) outside Hong Kong wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must lodge the whole of this PAL intact together with a remittance for the full amount payable on acceptance, as shown in Box C on Form A of this PAL with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, so as to be received by not later than 4:00 p.m. on Friday, 4 June 2021 (or such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance” below). All remittances must be made by cheques or cashier’s orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**China Ecotourism Group Limited — Rights Issue Account**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment on the terms of this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that, unless a PAL, duly completed, together with the appropriate remittance shown in Box C on Form A of this PAL, has been received as described above by 4:00 p.m. on Friday, 4 June 2021 (or such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance” below), whether by the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

SPLITTING

If you wish to accept only part of your provisional allotment of Rights Shares without renouncing or transferring the balance of your provisional allotment hereunder, or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, or transfer all or part of your rights to more than one person (not as joint holders), the entire original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set out in Box B on Form A of this PAL), by not later than 4:30 p.m. on Thursday, 27 May 2021 with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar, at the above address, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

TRANSFER

If you wish to transfer all of your provisional allotment under this PAL to another person or persons as joint holders, you should complete and sign the “Form of Transfer and Nomination” (Form B) in this PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the “Registration Application Form” (Form C) in this PAL and lodge this PAL intact together with a remittance for the full amount payable on acceptance as shown in Box C on Form A with the Registrar, at the above address, by not later than 4:00 p.m. on Friday, 4 June 2021 (or such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather on the Latest Time for Acceptance” below). All remittances must be in Hong Kong dollars and cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**China Ecotourism Group Limited — Rights Issue Account**” and crossed “**Account Payee Only**”. No receipt will be given for such remittances.

It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

FRACTIONAL ENTITLEMENTS

On the basis of the provisional allotment of two (2) Rights Shares for every one (1) existing Share held on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue. No odd lot matching services will be provided by the Company in respect of the Rights Shares.

接納手續

香港以外的任何人(包括(並不限於)代理人、保管人、代名人及受託人)如欲接納彼等於供股之權利,須使其本身信納其已全面遵守任何相關地區之適用法律,包括取得所需之任何政府或其他同意、符合任何其他所需之正式手續,以及繳納相關地區之任何發行、轉讓或其他稅項。

合資格股東如欲全數接納其供股股份暫定配額,必須將整份暫定配額通知書連同本暫定配額通知書表格甲丙欄所示須於接納時應付之全數股款,不遲於二零二一年六月四日(星期五)下午四時正(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及/或時間)交回股份過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)。所有股款須以港元支票或銀行本票繳付,支票須由香港持牌銀行戶口開出或銀行本票須由香港持牌銀行發出,並須註明抬頭人為「中國生態旅遊集團有限公司—供股賬戶」,並以「只准入抬頭人賬戶」劃線方式開出。繳付股款後,即表示已按本暫定配額通知書及供股章程所載之條款,及在本公司之組織章程大綱及細則之規限下接納暫定配額。本公司將不另發股款收據。所有有關本暫定配額通知書之查詢均須寄交上述地址之股份過戶處。

謹請注意,除非填妥之暫定配額通知書連同本暫定配額通知書表格甲丙欄所示之應繳股款已按上文所述於二零二一年六月四日(星期五)下午四時正(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及/或時間)前送達(不論由原承配人或任何獲有效轉讓有關權利之人士交回),否則閣下之暫定配額及一切據此而獲得之權利將視作已遭放棄而被取消。本公司或會(全權酌情)將並未遵照有關指示填妥之暫定配額通知書視作有效,且對交回之人士或代表其交回之人士具有約束力。

分拆

閣下如欲只接納閣下之部分供股股份暫定配額而不放棄或轉讓閣下暫定配額之餘額,或轉讓據此暫定配發予閣下之認購供股股份之部分權利,或向超過一名人士(並非作為聯名持有人)轉讓閣下全部或部分權利,則閣下須將整份原暫定配額通知書連同清楚註明所需要的分拆暫定配額通知書數目及每份分拆暫定配額通知書包含的未繳股款供股股份數目(兩者合共應相等於本暫定配額通知書表格甲乙欄所載列暫定配發予閣下的供股股份數目)的信件,不遲於二零二一年五月二十七日(星期四)下午四時三十分交回及送遞股份過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖),以供股份過戶處註銷原暫定配額通知書,並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於股份過戶處(地址同上)領取。

轉讓

閣下如欲將根據本暫定配額通知書所獲之全部暫定配額轉讓予其他一名人士或多名人士(作為聯名持有人),閣下應填妥及簽署本暫定配額通知書內之「轉讓及提名表格」(表格乙),並將填妥及簽妥之暫定配額通知書轉交閣下之暫定配額的承讓人或經手轉讓的人士。承讓人其後須填妥及簽署本暫定配額通知書內之「登記申請表格」(表格丙),並將本暫定配額通知書連同表格甲丙欄所示接納時應付全部款項的股款,不遲於二零二一年六月四日(星期五)下午四時正(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及/或時間)送交股份過戶處(地址見上文)。所有股款須以港元繳付,支票須由香港之持牌銀行戶口開出,而銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「中國生態旅遊集團有限公司—供股賬戶」及以「只准入抬頭人賬戶」方式劃線開出。概不會就有關股款發出收據。

務請注意,閣下轉讓有關供股股份之認購權予承讓人時須繳付香港從價印花稅,而承讓人於接納有關權利時亦須繳付有關從價印花稅。如本公司相信該轉讓或會違反適用法例或監管規定,則本公司保留權利拒絕受理以任何人士為受益人的任何轉讓登記。

零碎配額

按照於記錄日期每持有一(1)股現有股份可獲暫定配發兩(2)股供股股份之基準計算,供股將不會出現供股股份之零碎配額。本公司不會就供股股份提供碎股之對盤服務。

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. Completion and return of a PAL together with a cheque or cashier's order in payment for the Rights Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance will not take place if a tropical cyclone signal No. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 4 June 2021, being the date on which the Latest Time for Acceptance falls. In this case, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 4 June 2021, being the date on which the Latest Time for Acceptance falls. In this case, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day on which none of the aforementioned warnings is in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on Friday, 4 June 2021, the dates mentioned in the expected timetable may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted by Friday, 11 June 2021 to those entitled to them at their registered addresses by ordinary post at their own risk (except HKSCC Nominees Limited). If the Rights Issue is terminated, refund cheques will be despatched to those entitled to them on or before Friday, 11 June 2021 by ordinary post at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be despatched on or before Friday, 11 June 2021 to the applicants at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS OF RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares on the Stock Exchange, in their fully-paid form, is expected to commence at 9:00 a.m. on Tuesday, 15 June 2021.

EXCESS RIGHTS SHARES

Qualifying Shareholders shall be entitled to, by way of excess application, apply for the excess Rights Shares, which comprise (i) any unsold Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders; and (ii) any nil-paid Rights Shares not validly accepted by the Qualifying Shareholders or otherwise not subscribed for by renounees or transferees of nil-paid Rights Shares.

Applications for the excess Rights Shares can be made by Qualifying Shareholders by completing an EAF in accordance with the instructions printed on it and lodging the same with a separate remittance for the full amount payable for the excess Rights Shares being applied for, with the Registrar by 4:00 p.m. on Friday, 4 June 2021 (or such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather on the Latest Time for Acceptance" below). All remittances in respect of excess application must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**China Ecotourism Group Limited — Excess Application Account**" and crossed "**Account Payee Only**". The Company may at its discretion treat an EAF as valid or binding on the person(s) by himself/herself/itself/themselves or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The Directors will allocate any excess Rights Shares (including where the aggregate number of Rights Shares available for excess application is less than the aggregate number of excess Rights Shares applied for through EAFs) at their discretion on a fair and equitable basis in accordance with the principle that the excess Rights Shares will be allocated to the Qualifying Shareholders who have applied for them on a pro-rata basis with reference to the number of excess Rights Shares applied for, but no reference will be made to the Rights Shares subscribed through applications by PALs and no preference will be given to topping-up odd lot holdings to whole board lot holdings. Qualifying Shareholders are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

支票及銀行本票

所有支票及銀行本票於收訖後過戶，而有關款項之全部利息(如有)將撥歸本公司所有。在不影響本公司其他有關權利之情況下，本公司保留權利在任何暫定配額通知書所隨附之支票或銀行本票未能於首次過戶時兌現下拒絕受理有關通知書，在此情況下，該暫定配額通知書下的暫定配額及所有權利將被視為已遭拒絕及將予以註銷。填妥之暫定配額通知書連同所接納供股股份之付款支票或銀行本票交回後將構成申請人之一項保證，表示該支票或銀行本票於首次過戶時將可兌現。

惡劣天氣對最後接納時間之影響

倘於下述時間懸掛8號或以上熱帶氣旋警告信號或出現超強颱風引致的「極端情況」或「黑色」暴雨警告生效，則最後接納時間將不會作實：(i)於二零二一年六月四日(星期五)(即最後接納時間當日)中午十二時正前任何本地時間在香港生效，且於中午十二時正後不再生效，在此情況下，最後接納時間將延後至同一個營業日下午五時正；或(ii)於二零二一年六月四日(星期五)(即最後接納時間當日)中午十二時正至下午四時正任何本地時間在香港生效，在此情況下，最後接納時間將重訂於上午九時正至下午四時正期間之任何時間並無上述警告生效之下一個營業日下午四時正。

倘最後接納時間並無於二零二一年六月四日(星期五)作實，則預期時間表所述之日期或會受到影響。本公司將於實際可行情況下盡快刊發公告以知會股東有關預期時間表之任何變動。

供股之股票及退款支票

待供股之條件獲達成後，繳足股款供股股份之股票預期將於二零二一年六月十一日(星期五)前，以平郵寄至有權收取人士之登記地址，郵誤風險概由彼等自行承擔(香港中央結算(代理人)有限公司除外)。如供股終止，退款支票將於二零二一年六月十一日(星期五)或之前，以平郵寄至有權收取人士之登記地址，郵誤風險概由彼等自行承擔。全部或部分不成功之超額供股股份申請(如有)之退款支票預期將於二零二一年六月十一日(星期五)或之前，以平郵方式寄至申請人之登記地址，郵誤風險概由彼等自行承擔。

供股股份以繳足股款方式開始買賣

預期供股股份將於二零二一年六月十五日(星期二)上午九時正起，以繳足股款方式在聯交所開始買賣。

超額供股股份

合資格股東將有權以超額申請之方式申請超額供股股份，當中包括(i)原應配發予不合資格股東之任何未售出供股股份；及(ii)不獲合資格股東有效接納或不獲放棄未繳股款供股股份之人士或未繳股款供股股份承讓人另行認購之任何未繳股款供股股份。

合資格股東可申請超額供股股份，而申請途徑是按照其上印列的指示填妥額外申請表格，並於二零二一年六月四日(星期五)下午四時正(或下文「惡劣天氣對最後接納時間之影響」一段所述有關較後日期及/或時間)前，連同所申請認購之超額供股股份之獨立款項一併遞交至股份過戶處。所有額外申請相關股款須以港元支票或銀行本票繳付，支票須由香港持牌銀行戶口開出或銀行本票須由香港持牌銀行發出，並均須註明抬頭人為「中國生態旅遊集團有限公司—額外申請賬戶」，並以「只准入抬頭人賬戶」方式劃線開出。本公司或會全權酌情將並未遵照有關指示填妥之額外申請表格視作有效，且對交回之人士或代表其交回之人士具有約束力。

董事將根據超額供股股份將按比例分配予已申請認購之合資格股東之原則，並經參考已申請認購之超額供股股份數目，但不會參考透過暫定配額通知書申請認購之供股股份，按公平公正之基準酌情分配任何超額供股股份(包括可供超額申請的供股股份總數少於通過額外申請表格申請的超額供股股份總數的情況)，而旨在將所持碎股湊足至完整買賣單位而提出之申請不會獲優先處理。概不保證合資格股東將獲配發所申請的全部或任何超額供股股份。

If the aggregate number of Rights Shares available for excess application is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAFs. In the event that the Board notes unusual patterns of excess applications and has reason to believe that any excess application may have been made with the intention to abuse the mechanism, such application(s) for excess Rights Shares may be rejected at the sole discretion of the Board.

Beneficial Owners whose Shares are held by a nominee (or which are held in CCASS) should note that the Directors will regard the nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company.

Please refer to the section headed “Application for excess Rights Shares” in the “Letter from the Board” in the Prospectus for further details.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

This PAL shall only be sent to Qualifying Shareholders.

No action has been taken to permit the offering of the Rights Shares, or the distribution of this PAL and any other Prospectus Document, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the nil-paid Rights Shares or excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Rights Shares.

Persons (including, without limitation, agents, custodians, nominees and trustees) receiving a copy of this PAL or any of the other Prospectus Documents and wishing to take up the Rights Shares must satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any failure to comply with those requirements may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, this PAL and the other Prospectus Documents should not be distributed, forwarded to or transmitted in, into or from the Excluded Jurisdiction for the purpose of the Rights Issue. The Company reserves the right to refuse to permit any Shareholder to take up his/her/its nil-paid Rights Shares or apply for excess Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than in Hong Kong.

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under this PAL, a Shareholder must have been registered as a member of the Company as at 5:00 p.m. on 20 May 2021 and be a Qualifying Shareholder.

Non-Qualifying Shareholders are (i) any Shareholder(s) whose name(s) appeared in the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is/are in the Excluded Jurisdiction and (ii) any Shareholder(s) or Beneficial Owner(s) at that time who is/are otherwise known by the Company to be residents in the Excluded Jurisdiction (and, as applicable and to the extent of any such Beneficial Owner’s interests, the Shareholder(s) in whose name(s) such Beneficial Owner’s Shares are registered). The rights of Shareholders and Beneficial Owners who are Non-Qualifying Shareholders will be dealt with as referred to in the Prospectus in the section headed “Non-Qualifying Shareholders”.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, had they been Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid to the Non-Qualifying Shareholders pro rata to their shareholdings held on the Record Date. In light of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlements of the Non-Qualifying Shareholders, and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by renounees and transferees of nil-paid Rights Shares, will be made available for excess applications by the Qualifying Shareholders under the EAF(s).

倘可供超額申請之供股股份總數多於透過額外申請表格申請之超額供股股份總數，董事將向每名合資格股東全數分配根據額外申請表格申請之超額供股股份數目。倘董事局留意到出現不尋常超額申請情況並有理由相信任何超額申請有意濫用機制，則董事局可全權酌情拒絕有關超額供股股份申請。

由代名人持有(或於中央結算系統內持有)其股份之實益擁有人務請注意，董事將根據本公司股東名冊視該代名人(包括香港中央結算(代理人)有限公司)為單一股東。

有關進一步詳情，請參閱供股章程中「董事局函件」內「申請超額供股股份」一節。

派發本暫定配額通知書及其他供股章程文件

本暫定配額通知書僅可向合資格股東寄發。

本公司並無採取任何行動，以獲准在香港以外任何地區或司法權區提呈供股股份或派發本暫定配額通知書及任何其他供股章程文件。因此，任何人士如在香港以外任何地區或司法權區接獲供股章程文件，則除非有關要約或邀請於相關司法權區可合法提出而毋須辦理任何登記手續或符合其他法律及監管規定，否則不可視為申請認購未繳股款供股股份或超額供股股份之要約或邀請。股東(包括海外股東)須就承購及其後出售(如適用)供股股份而遵守適用於彼等之當地法律及監管規定。

接獲本暫定配額通知書或任何其他供股章程文件之人士(包括但不限於代理、託管商、代名人及受託人)如欲承購供股股份，須自行全面遵守有關地區或司法權區之法律及法規，包括遵守該地區或司法權區可能規定之任何其他正式手續而取得任何政府或其他同意，以及在該等地區或司法權區支付就此所需支付之任何稅項、關稅及其他款項。未能遵守該等規定可能構成違反任何有關司法權區的證券法例。任何股東或實益擁有人如對其狀況有任何疑問，應盡快諮詢合適之專業顧問。尤其是，本暫定配額通知書及其他供股章程文件不應就供股於任何除外司法權區派發、送交或送呈。倘本公司相信准許任何股東接納其未繳股款供股股份或申請認購額外供股股份會違反任何司法權區之適用證券法例或其他法例或規例，則本公司保留拒絕其接納或有關申請之權利。

供股章程文件並無且將不會在香港以外的任何司法權區依照適用證券法例註冊或存檔。

合資格股東及不合資格股東

供股僅供合資格股東參與。為符合資格參與供股及接納根據本暫定配額通知書所暫定配發之供股股份，股東於二零二一年五月二十日下午五時正須為本公司之登記股東，且為合資格股東。

不合資格股東指(i)在記錄日期營業時間結束時名列本公司股東名冊的任何股東，且其在名冊中所列地址乃位於除外司法管轄區；及(ii)本公司已知為居住在除外司法權區的任何股東或實益擁有人(及(如適用)在任何有關實益擁有人的利益範圍內，有關實益擁有人的股份以其名義登記的股東)。屬於不合資格股東之股東及實益擁有人的權利將根據供股章程「不合資格股東」一節處理。

倘可獲得溢價(扣除開支後)，本公司將安排原應暫定配發予不合資格股東(倘彼等為合資格股東)之供股股份，於未繳股款供股股份開始買賣後及於買賣未繳股款供股股份結束前在實際可行情況下盡快以未繳股款形式於市場出售。有關該出售所得款項於扣除開支及印花稅後如超過港幣100元，將按不合資格股東於記錄日期所持股權比例支付予彼等。考慮到行政成本，港幣100元或以下之個別款項將撥歸本公司所有。不合資格股東之任何未售出供股股份配額以及已暫定配發但不獲合資格股東接納或不獲放棄未繳股款供股股份之人士及未繳股款供股股份承讓人另行認購之任何供股股份，將可供合資格股東以額外申請表格額外申請認購。

Receipt of this PAL and/or any other Prospectus Documents does not and will not constitute an offer or an invitation to apply for the nil-paid Rights Shares and the Rights Shares in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this PAL and/or the other Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this PAL and/or any other Prospectus Documents should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer nil-paid Rights Shares to any person in, into or from, the Excluded Jurisdiction. If a PAL or EAF is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it must not seek to take up the rights referred to in this PAL or EAF or transfer this PAL (or apply for any excess Rights Shares under the EAF) unless the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this PAL or any other Prospectus Documents in, into or from the Excluded Jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of the section headed "Distribution of this Prospectus and Other Prospectus Documents" in "Notices" in the Prospectus.

Overseas Shareholders are reminded that certain restrictions may apply to offers and sales of Rights Shares in their nil-paid and fully-paid forms under the securities laws of their jurisdiction. In particular, the attention of Overseas Shareholders is drawn to the restrictions, disclaimers and other information and statements set out in the section headed "Notices" in the Prospectus. If any Overseas Shareholder is in any doubt about his/her/its position, they are recommended to consult their own professional advisers.

Notwithstanding any other provision in this PAL or any other Prospectus Documents, the Company reserves the right to permit any Shareholder to take up his/her/its rights if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting this PAL, each purchaser of nil-paid Rights Shares or subscriber of Rights Shares hereby represents and warrants to the Company and to any person acting on their behalf, unless in their sole discretion the Company waives such requirement expressly in writing that:

- he/she/it was a Qualifying Shareholder as at 5:00 p.m. on 20 May 2021, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Shares, directly or indirectly, from such a person;
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- he/she/it is not resident or located in, or a citizen of, the United States;
- he/she/it is not accepting an offer to acquire or take up the nil-paid Rights Shares or Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of, the United States at the time the instruction to accept was given;
- he/she/it is not taking up for the account of any person who is located in the United States, unless (a) the instruction to purchase or take up the nil-paid Rights Shares or to subscribe for or accept Rights Shares was received from a person outside the United States and (b) the person giving such instruction has confirmed that it (1) has the authority to give such instruction and (2) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the nil-paid Rights Shares and/or the Rights Shares in an "offshore transaction" within the meaning of Regulation S;
- he/she/it is acquiring the nil-paid Rights Shares and/or the Rights Shares in an "offshore transaction" as defined in Regulation S;
- he/she/it has not been offered the Rights Shares by means of any "directed selling efforts" as defined in Regulation S;
- he/she/it is not acquiring the nil-paid Rights Shares or Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of such nil-paid Rights Shares or Rights Shares into the United States; and
- he/she/it understands that neither the nil-paid Rights Shares nor the Rights Shares have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the nil-paid Rights Shares and Rights Shares are being distributed and offered only outside the United States in reliance on Regulation S. Consequently he/she/it understands the nil-paid Rights Shares or Rights Shares may not be offered, sold, allotted, taken up, exercised, resold, renounced, pledged, delivered, distributed or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act.

收到本暫定配額通知書及／或任何其他供股章程文件並不(亦將不會)構成在提呈要約屬違法之該等司法權區提呈要約或邀請以申請未繳股款供股股份及供股股份，在該等情況下，本暫定配額通知書及／或其他供股章程文件須視為僅供參照處理，亦不應複製或轉發。任何人(包括(並不限於)代理、託管商、代名人及受託人)如收到本暫定配額通知書及／或任何其他供股章程文件，不應(就供股而言)將其向或由任何除外司法權區派發或寄發或在、向或由任何除外司法權區向任何人士轉讓未繳股款供股股份。倘任何人或其代理或代名人在任何有關地區收到暫定配額通知書或額外申請表格，其不可尋求接納本暫定配額通知書或額外申請表格內所述之權利或轉讓本暫定配額通知書(或根據額外申請表格申請任何額外供股股份)，除非本公司決定，有關作為不會導致違反適用法律或監管規定，則作別論。任何人(包括(並不限於)代理、託管商、代名人及受託人)如將本暫定配額通知書或任何其他供股章程文件在、向或由任何除外司法權區轉交(無論根據合約或法律責任或其他理由)，應促使收件人注意供股章程中「注意事項」內「派發本供股章程及其他供股章程文件」一節的內容。

海外股東務請注意，未繳股款及繳足股款供股股份的提呈發售及銷售均可能面臨彼等司法權區的證券法例項下的若干限制。尤其是，海外股東謹請細閱供股章程「注意事項」一節所載的限制、免責聲明以及其他資料及聲明。海外股東如對彼等之立場有任何疑問，應諮詢彼等專業顧問之意見。

儘管本暫定配額通知書或任何其他供股章程文件有任何其他規定，倘若本公司按其全權酌情決定信納有關交易獲豁免遵守或不受限於引致有關限制的法例或規例，本公司保留權利容許任何股東接納其權利。

聲明及保證

倘若填妥、簽妥及交回本暫定配額通知書，各未繳股款供股股份的買方或供股股份的認購人即據此向本公司及代表彼等之任何人士作出以下聲明及保證，除非本公司按其全權酌情決定以書面方式明確豁免有關規定：

- 彼於二零二一年五月二十日下午五時正前為合資格股東，或彼已依法或可依法從有關人士直接或間接取得未繳股款供股股份；
- 彼可合法在其居住或目前所處之司法權區獲提呈、接納、取得、認購及收取未繳股款供股股份及／或供股股份；
- 彼並非居於或處於美國，或為美國公民；
- 彼並非按非酌情基準為給予接納指示時居於或處於美國，或為美國之公民的人士接納收購或接納未繳股款供股股份或供股股份之建議；
- 彼並非代位處美國之任何人士行事，除非(a)接到美國以外地區人士之購買或接納未繳股款供股股份或認購或接納供股股份之指示；及(b)發出該項指示之人士已確認彼(1)有權發出該項指示，及(2)(A)對該賬戶擁有投資決定權；或(B)為在規例S所界定之「離岸交易」中收購未繳股款供股股份及／或供股股份之投資經理或投資公司；
- 彼正就規例S所界定之「離岸交易」購入未繳股款供股股份及／或供股股份；
- 彼並無以規例S所界定之任何「定向銷售」方式獲提呈供股股份；
- 彼購入未繳股款供股股份或供股股份之目的並非直接或間接向美國提呈、出售、配發、接收、行使、轉售、棄權、質押、轉讓、交付或派發該等未繳股款供股股份或供股股份；及
- 彼知悉未繳股款供股股份或供股股份均無並將不會根據美國證券法或在美國任何州分、地區或領地之任何證券監管當局註冊，而未繳股款供股股份及供股股份乃依據規例S僅在美國境外分發及提呈。因此，彼明白，未繳股款供股股份或供股股份或不可在或向美國提呈、出售、配發、接收、行使、轉售、棄權、質押、交付、派發或以其他方式轉讓，惟依據美國證券法註冊規定之豁免或在毋須遵守美國證券法註冊規定之交易除外。

Any person accepting and/or transferring a PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction, he/she/it: (i) is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid Rights Shares or Rights Shares from or within the Excluded Jurisdiction; (ii) is not in the Excluded Jurisdiction or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid Rights Shares or the Rights Shares or to use the PAL in any manner in which such person has used or will use it; (iii) is not acting on a non-discretionary basis for a person resident in the Excluded Jurisdiction at the time the instruction to accept or transfer was given; and (iv) is not acquiring the nil-paid Rights Shares or the Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such nil-paid Rights Shares or Rights Shares into the Excluded Jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representations and warranties.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, this PAL if: (i) it appears to the Company to have been executed in, or despatched from, the Excluded Jurisdiction and the acceptance or transfer may involve a breach of the laws of the Excluded Jurisdiction or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if it or its agents believe the same may violate any applicable legal or regulatory requirement; (ii) a Shareholder (or renounee or transferee) provides an address in the Excluded Jurisdiction for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (iii) a Shareholder (or renounee or transferee) purports to exclude the representation and/or warranty required by the paragraph immediately above.

Completion and return of this PAL by any person will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements, in connection with such application have been or will be duly complied with by that person.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to, any of the above representation or warranty. If you are in doubt as to your position, you should consult your stockbroker or registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

GENERAL

Lodgment of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Nil-paid Rights Shares are expected to be traded in board lots of 10,000 (as the existing Shares are currently traded on the Stock Exchange in board lots of 10,000). References in this PAL to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday (other than Hong Kong public holidays).

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company and/or the Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its head office and principal place of business in Hong Kong at Unit 3308, 33rd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary; or (ii) (as the case may be) the Registrar at its address set out above.

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

任何人士接納及／或轉讓暫定配額通知書或要求登記暫定配額通知書內之供股股份，除非已提供令本公司信納之證明，證明該人士使用暫定配額通知書不會導致違反任何司法權區之任何適用法律規定，否則該等人士等同已向本公司聲明及保證，彼：(i)並非身在除外司法權區境內接納及／或轉讓暫定配額通知書或要求登記有關未繳股款供股股份或供股股份；(ii)並非身在除外司法權區，或身在任何地區導致其作出或接納要約以收購未繳股款供股股份或供股股份乃屬違法，或該人士曾經或將以任何方式使用暫定配額通知書乃屬違法；(iii)於發出接納或轉讓指示時並非以非酌情形式為居於除外司法權區之人士行事；及(iv)並非為直接或間接提呈、出售、配發、接納、行使、轉售、放棄、質押、轉讓、交付或分派任何未繳股款供股股份或供股股份至除外司法權區而收購未繳股款供股股份或供股股份。為免生疑慮，香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明及保證規限。

倘出現下列情況，本公司可視任何接納或聲稱接納本暫定配額通知書內的供股股份的配發或轉讓或聲稱轉讓暫定配額通知書為無效：(i)本公司認為其為於任何除外司法權區簽立或寄發，及接納或轉讓可能涉及違反有關除外司法權區之法律，或接納或轉讓可能涉及違反任何司法權區的法例，或本公司或其代理人相信，二者可能違反任何適用法律或監管規定；(ii)股東(或放棄人士或承讓人)就交付供股股份正式股票所提供的地址位於任何除外司法權區而有關交付屬違法，或就交付供股股份正式股票所提供的地址位於香港境外且交付該等股票乃屬違法的任何其他司法權區；或(iii)股東(或放棄人士或承讓人)聲稱拒絕上一段所規定的聲明及／或保證。

任何人士填妥及交回暫定配額通知書將構成該位人士對本公司作出之一項保證及聲明，表示該位人士已遵照或將遵照有關該項申請之所有登記、法律及監管規定。

為免疑慮，香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明及保證所限。閣下如對本身之情況有任何疑問，應諮詢閣下的股票經紀或註冊證券商、銀行經理、律師、專業會計師或其他專業顧問。

一般事項

本暫定配額通知書連同(如相關)由獲發本暫定配額通知書人士所簽署之轉讓及提名表格一經交回，即確證交回之人士(一名或多名)有權處理暫定配額通知書及收取分拆之暫定配額通知書及／或供股股份之股票。如需要額外之供股章程，可於股份過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)索取。

所有文件(包括退款支票)將以平郵投遞方式寄予有關申請人或其他應得之人士，郵誤風險概由收件人自行承擔。

本暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。預期未繳股款供股股份將以10,000股之每手買賣單位進行買賣(現有股份目前以10,000股之每手買賣單位在聯交所進行買賣)。除另有說明者外，本暫定配額通知書內所提及之時間及日期均為香港時間及日期。

倘閣下對供股有任何疑問，請於星期一至星期五(香港公眾假期除外)上午九時正至下午六時正之營業時間將閣下的問題提交股份過戶處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)。

收集個人資料—暫定配額通知書

倘若填妥、簽署及交回本暫定配額通知書，閣下同意向本公司及／或股份過戶處及彼等各自之顧問及代理披露個人資料及彼等所需而有關閣下或閣下為其利益而接納暫定配發之供股股份的人士之任何資料。香港法例第486章《個人資料(私隱)條例》給予證券持有人權利可確定本公司或股份過戶處是否持有其個人資料，索取有關資料之副本，以及更正任何不準確之資料。根據《個人資料(私隱)條例》，本公司及股份過戶處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司之香港總辦事處及主要營業地點(地址為香港灣仔港灣道1號會展廣場辦公大樓33樓3308室)或根據適用法律不時通知之地點並以公司秘書為收件人，或(ii)(視情況而定)於上文所示地址之股份過戶處。

此 致

列位合資格股東 台照

代表董事局
中國生態旅遊集團有限公司
主席
陳丹娜
謹啟

二零二一年五月二十一日