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China Ecotourism Group Limited
中國生態旅遊集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1371)

**PROPOSED AMENDMENTS TO THE TERMS AND CONDITIONS OF
CONVERTIBLE BONDS
EXECUTION OF THE FIFTH SUPPLEMENTAL TRUST DEED
AND
CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of the Company dated 1 November 2021 (the “**Announcement**”) in relation to the Proposed Amendments to the terms and conditions of the New Option 1 Bonds. Unless otherwise defined herein, capitalised terms used herein shall have the meaning ascribed to them in the Announcement.

As stated in the Announcement, the Proposed Amendments shall become effective upon the entering of the Fifth Supplemental Trust Deed, which in turn is subject to and conditional upon (i) the Stock Exchange granting the approval for the Proposed Amendments as required under Rule 28.05 of the Listing Rules; and (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Conversion Shares.

The Board announces that the Company has obtained approval from the Stock Exchange (i) for the Proposed Amendments as required under Rule 28.05 of the Listing Rules; and (ii) for the listing of, and permission to deal in, the Conversion Shares. Accordingly, the Company and the Trustee have entered into the Fifth Supplemental Trust Deed on 3 November 2021, giving effect to the Proposed Amendments.

The Company also noted that there was an inadvertent error in the total number of Shares held by Ms. Lau in Note 1 of the section headed “**EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**” on page 8 of the Announcement. The correct total number of Shares held by Ms. Lau should be “1,100,655,686” rather than “1,049,406,427”. Save as disclosed above, all other information in the Announcement shall remain unchanged.

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

Hong Kong, 3 November 2021

As at the date of this announcement, the Board comprises Ms. CHAN Tan Na, Donna, Mr. WU Ying Ha, Mr. WU Jingwei and Mr. DI Ling as Executive Directors; and Mr. HUANG Shenglan, Mr. CHAN Ming Fai and Mr. MENG Zhijun as Independent Non-executive Directors.