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China Cultural Tourism and Agriculture Group Limited

中國文旅農業集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR CHANGE IN THE COMPOSITION OF BOARD COMMITTEES AND NON-COMPLIANCE WITH THE LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of China Cultural Tourism and Agriculture Group Limited (the “**Company**”) announces that Ms. CHAN Chu Hoi (“**Ms. CHAN**”) has tendered her resignation as an independent non-executive Director due to focus time and effort on other businesses with effect from 1 March 2025.

Ms. CHAN has also ceased to be the chairman of the nomination committee (the “**Nomination Committee**”), a member of the audit committee (the “**Audit Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Board.

Ms. CHAN has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Ms. CHAN for her valuable contribution and services to the Company during her tenure of office.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Chan, the Company fails to meet the requirements of (i) having at least three independent non-executive directors on the Board under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) the Audit Committee comprising only non-executive directors with a minimum of three members under Rule 3.21 of the Listing Rules; and (iii) Pursuant to Rule 3.27A of the Listing Rules, the Nomination Committee must be chaired by the chairman of the Board or an independent non-executive Director and comprise a majority of independent non-executive Directors.

As such, the Company will use its best endeavour to identify a suitable candidate to fill the vacancy on the Board and its committees as soon as practicable, with the relevant appointment to be made within three months from the date of the resignation of Ms. Chan pursuant to Rules 3.11, 3.23 and 3.27 the Listing Rules.

Further announcement will be made in relation to such appointment as and when appropriate.

By order of the Board
China Cultural Tourism and Agriculture Group Limited
YANG Lijun
Chairman

Hong Kong, 3 March 2025

As at the date of this announcement, the Board comprises Mr. YANG Lijun (Chairman) and Mr. TAM Ka Wai being the executive Directors; Mr. WONG Yuk Lun, Alan being the non-executive Director, and Ms. CHAN Hoi Ling and Ms. TSUI Wai Ting, Rosalie being the independent non-executive Directors.