

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **China Cultural Tourism and Agriculture Group Limited**, you should at once hand or forward this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

PROPOSED SHARE CONSOLIDATION; PROPOSED CHANGE IN BOARD LOT SIZE; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Conference Room, 5/F, Block B, Fuyuan Square, No. 2 Fugang Road, Shaxi Town, Zhongshan City, Guangdong Province, the PRC on Thursday, 30 October 2025 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is sent to you with this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event by 11:00 a.m. on Tuesday, 28 October 2025 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any) to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

10 October 2025

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SPECIAL ARRANGEMENT FOR THE EXTRAORDINARY GENERAL MEETING
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LIVE STREAMING WEBCAST

To enable Shareholders to participate in the EGM, Shareholders not attending the EGM in person may join a live streaming webcast of the EGM where they can view and listen to the EGM.

Shareholders that intend to participate in the EGM through such means must contact and register with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, by email at is-enquiries@vistra.com or by telephone hotline at (852) 2980 1333 no later than 11:00 a.m. on 28 October 2025 to obtain a webcast link address and passcode.

Shareholders should note that viewing the live streaming webcast of the EGM will not be counted towards a quorum nor will such participating Shareholders be able to cast their votes online.

SUBMISSION OF QUESTIONS PRIOR TO AND AT THE EGM

Shareholders can also submit their questions in relation to the matters to be discussed at the EGM (a) in advance by sending them through email to is-enquiries@vistra.com or telephone hotline at (852) 2980 1333 of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, not later than 11:00 a.m. on 28 October 2025; or (b) online during the live streaming webcast. The Company will endeavour to address as many relevant questions as possible at the EGM.

DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Company (as amended from time to time)
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 8,000 Existing Shares to 4,000 Consolidated Shares
“Company”	China Cultural Tourism and Agriculture Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Consolidated Shares”	ordinary share(s) of HK\$0.05 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held to consider and, if thought fit, approve the Share Consolidation, the notice of which is set out on pages EGM-1 to EGM-3 of this circular
“Existing Share(s)”	issued and unissued ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries (from time to time)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 October 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the Existing Share(s), or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every five (5) Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.05
“Shareholder(s)”	holder(s) of the Existing Share(s), or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation and the Change of Board Lot Size. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Events	Time and Date
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Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Thursday, 23 October 2025
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Closure of the register of members for determining the entitlements to attend and vote at the EGM	Friday, 24 October to Thursday, 30 October 2025 (both days inclusive)
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Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Tuesday, 28 October 2025
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Record date for attendance and voting at the EGM	Thursday, 30 October 2025
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Date and time of the EGM	11:00 a.m. on Thursday, 30 October 2025
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Publication of the announcement of the poll results of the EGM	Thursday, 30 October 2025
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The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this circular.

Effective date of the Share Consolidation	Monday, 3 November 2025
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First day of free exchange of existing share certificates for new share certificates for Consolidated Shares	Monday, 3 November 2025
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Dealings in the Consolidated Shares commence	9:00 a.m. on Monday, 3 November 2025
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Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 3 November 2025
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EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares in board lots of 1,600 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 3 November 2025
Original counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens	9:00 a.m. on Monday, 17 November 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Monday, 17 November 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Monday, 17 November 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Friday, 5 December 2025
Temporary counter for trading in the Consolidated Shares in board lots of 1,600 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 5 December 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends	4:10 p.m. on Friday, 5 December 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Tuesday, 9 December 2025

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. YANG Lijun (*Chairman*)

Mr. TAM Ka Wai

Non-executive Director:

Mr. WONG Yuk Lun, Alan

Independent Non-executive Directors:

Ms. CHAN Hoi Ling

Ms. TSUI Wai Ting, Rosalie

Mr. TSANG Ho Pong

Registered office:

The Offices of JTC (Cayman) Limited

2nd Floor, 94 Solaris Avenue

Camana Bay

P.O. Box 30745

Grand Cayman KY1-1203

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 2105 and 2106

Far East Consortium Building

No. 121 Des Voeux Road Central

Hong Kong

10 October 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION;
PROPOSED CHANGE OF BOARD LOT SIZE; AND
NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 25 September 2025 in relation to, among other matters, the proposed Share Consolidation and proposed Change in Board Lot Size. The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation and proposed Change in Board Lot Size and to give you notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.05.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$1,000,000,000 divided into 100,000,000,000 Existing Shares with a par value of HK\$0.01 each, of which 7,687,158,040 Existing Shares (including treasury shares) have been issued and are fully paid or credited as fully paid. Assuming that no further Shares will be issued or repurchased from the Latest Practicable Date up to the effective date of the Share Consolidation, upon the Share Consolidation becoming effective, the authorised share capital of the Company shall be changed from HK\$1,000,000,000 divided into 100,000,000,000 Existing Shares of HK\$0.01 each to HK\$1,000,000,000 divided into 20,000,000,000 Consolidated Shares with a par value of HK\$0.05 each, of which 1,537,431,608 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 3 November 2025, being the second Business Day after the date of the EGM.

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in board lot size of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 4,000 Consolidated Shares.

Based on the closing price of HK\$0.181 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical value of each board lot of 4,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,620 based on the theoretical closing price of HK\$0.905.

The Change in Board Lot Size will not result in any change of the relative rights of the Shareholders.

The Change in Board Lot Size will be effective on Monday, 17 November 2025.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Monday, 3 November 2025, being the second Business Day immediately after the date of the EGM, Shareholders may on or after Monday, 3 November 2025 and until Tuesday, 9 December 2025 (both days inclusive), submit their existing share certificates in orange colour for the Existing Shares to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates on the basis of every five (5) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, in yellow colour for the Consolidated Shares at the expense of the Company. It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the Registrar for exchange. Thereafter, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Consolidated Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever is higher.

After 4:10 p.m. on Friday, 5 December 2025, trading will only be in Consolidated Shares which share certificates will be issued in yellow colour. Existing share certificates in orange colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

Outstanding options, warrants or other securities

As at the Latest Practicable Date, the Company had no outstanding options, warrants or other securities in issue which were convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, if any, the Company has appointed One China Securities Limited as an agent to provide odd lot matching services on a best effort basis to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from Monday, 17 November 2025 to Friday, 5 December 2025 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Ms. Carmen Wong of One China Securities Limited at 2/F., Cheong K. Building, 86 Des Voeux Road Central, Central, Hong Kong or at telephone number: (852) 3188 2676 during office hours (i.e. 9:00 a.m. to 4:00 p.m.) of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation and the Change in Board Lot Size; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on September 2024 states that (i) market price of the Shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000.

In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules. The Company also considers that the proposed Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. Based on the closing price of HK\$0.181 per Existing Share (equivalent to the theoretical closing price of HK\$0.905 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 4,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size had become effective, would be HK\$3,620, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the said “Guide on Trading Arrangements for Selected Types of Corporate Actions”.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation and the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that investment in the Consolidated Shares would be more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the Shareholder base of the Company.

LETTER FROM THE BOARD

Although the Share Consolidation may lead to the creation of odd lots of Shares, the Company has appointed One China Securities Limited as an agent to provide matching services for odd lots of Shares for a period of not less than three weeks, from Monday, 17 November 2025 to Friday, 5 December 2025 (both days inclusive), which will alleviate the difficulties caused by the creation of odd lots of Shares. In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company had no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and Change in Board Lot Size, and the Company does not have any plan, arrangement, understanding, intention, negotiation (either concluded or in process) on any fund raising activities or precise investment opportunities and had no immediate plan for issue of new Shares. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 24 October 2025 to Thursday, 30 October 2025, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Registrar for registration not later than 4:30 p.m. on Thursday, 23 October 2025.

EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. At the EGM, an ordinary resolution will be proposed to approve the Share Consolidation.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had a material interest in the proposed Share Consolidation and the Change in Board Lot Size and accordingly, no Shareholder is required to abstain from voting at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event by 11:00 a.m. on Tuesday, 28 October 2025 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any) to the office of the Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. Therefore, resolution put to the vote at the EGM will be taken by way of poll.

After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange and the website of the Company at www.cctagroup.com.hk.

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 Directors believe that the proposed Share Consolidation is in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolution approving the Share Consolidation to be proposed at the EGM.

WARNING

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in this circular. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

Yours faithfully,
For and on behalf of the Board
China Cultural Tourism and Agriculture Group Limited
YANG Lijun
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of China Cultural Tourism and Agriculture Group Limited (the “**Company**”) will be held at Conference Room, 5/F, Block B, Fuyuan Square, No. 2 Fugang Road, Shaxi Town, Zhongshan City, Guangdong Province, the PRC on Thursday, 30 October 2025 at 11:00 a.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below), and the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to effect the Share Consolidation (as defined below), with effect from the later of: (a) the second business day immediately following the day of passing of this resolution or (b) the date on which all such conditions are fulfilled:

- (a) every five (5) issued and unissued ordinary shares with a par value of HK\$0.01 each (each an “**Existing Share**”) in the share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.05 (each a “**Consolidated Share**”) and such Consolidated Share shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”) so that following the Share Consolidation, the authorised share capital of the Company shall be changed from HK\$1,000,000,000 divided into 100,000,000,000 Existing Shares with a par value of HK\$0.01 each to HK\$1,000,000,000 divided into 20,000,000,000 Consolidated Shares with a par value of HK\$0.05 each;
- (b) all fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to, implement and complete the Share Consolidation and all of the foregoing.”

Yours faithfully,
For and on behalf of the Board
China Cultural Tourism and Agriculture Group Limited
YANG Lijun
Chairman

Hong Kong, 10 October 2025

Registered office:

The Offices of JTC (Cayman) Limited
2nd Floor, 94 Solaris Avenue
Camana Bay
P.O. Box 30745
Grand Cayman KY1-1203
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 2105 and 2106
Far East Consortium Building
No. 121 Des Voeux Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of shares of the Company (the “Shares”), any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order for such appointment to be valid, the form of proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy or office copy of that power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
4. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Friday, 24 October 2025 to Thursday, 30 October 2025, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 23 October 2025.
6. The resolution will be voted by way of poll as required by Rule 13.39(4) of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As of the date of this notice, 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, Ms. TSUI Wai Ting Rosalie and Mr. TSANG Ho Pong, being the independent non-executive Directors.