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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)

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

- (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.

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.