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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)**

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBER OF BOARD COMMITTEES**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Cultural Tourism and Agriculture Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Ms. So Wai Lam (“**Ms. So**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board with effect from 31 July 2024 in order to focus on her other business engagements.

Ms. So confirmed that she has no disagreement with the Company and there are no matters in relation to her resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Ms. So for her valuable contribution to the Company during her tenure of office.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Ms. Tsui Wai Ting Rosalie (“**Ms. Tsui**”) has been appointed as an independent non-executive Director of the Company, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 31 July 2024.

The biographical details of Ms. Tsui are as follows:

Ms. Tsui, aged 35, has over 13 years of experience in accounting, auditing, taxation, financial management, compliance, and company secretarial work. Ms. Tsui obtained her Bachelor's Degree in Accounting from the Hong Kong Baptist University in November 2011. She has been a member of the Hong Kong Institute of Certified Public Accountants since May 2017 and a member of the Association of Chartered Certified Accountants since August 2019. Ms. Tsui had worked for various accounting firms and commercial companies. Ms. Tsui has been appointed as the company secretary of Kin Shing Holdings Limited (stock code 1630) since 20 August 2018. She has started to assist the financial controller of Kin Shing Holdings Limited since March 2018.

As at the date of this announcement, Ms. Tsui does not have interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed in this announcement, Ms. Tsui had not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this announcement. Ms. Tsui does not hold any positions in the subsidiaries of the Company. Ms. Tsui does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

As at the date of this announcement, a letter of appointment has been entered into between the Company and Ms. Tsui for a term of one year, subject to retirement by rotation and re-election at general meetings of the Company according to the articles of association of the Company. Ms. Tsui shall be entitled to a monthly director's fee of HK\$10,000, which has been recommended by the Remuneration Committee and determined by the Board, with reference to prevailing market conditions, duties, and responsibilities of Ms. Tsui at the Company and the remuneration policy of the Company.

Save as disclosed in this announcement, there is no other matter that needs to be brought to the attention of the holders of securities of the Company and there is no other information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board believes that the extensive experience of Ms. Tsui in accounting, auditing, taxation, and financial management would offer insights into the business affairs of the Group and contribute to the Board diversity.

## **CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

With effect from 31 July 2024, the composition of the Board committees is as follows:

- (1) Audit Committee: Ms. Chan Hoi Ling (Chairman), Ms. Chan Chu Hoi, and Ms. Tsui Wai Ting Rosalie;
- (2) Nomination Committee: Ms. Chan Chu Hoi (Chairman), Ms. Chan Hoi Ling, and Ms. Tsui Wai Ting Rosalie; and

- (3) Remuneration Committee: Ms. Tsui Wai Ting Rosalie (Chairman), Ms. Chan Hoi Ling, and Ms. Chan Chu Hoi.

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

Hong Kong, 31 July 2024

*As at the date of this announcement, the Board comprises Mr. YANG Lijun (Chairman), Mr. GAO Jingyao, 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. CHAN Chu Hoi, and Ms. TSUI Wai Ting, Rosalie being the independent non-executive Directors.*