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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)**

**(1) APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(2) COMPLIANCE WITH RULES 3.10(1), 3.21 AND 3.27A  
OF THE LISTING RULES;  
AND  
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

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

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of China Cultural Tourism and Agriculture Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Tsang Ho Pong (“**Mr. Tsang**”) has been appointed as an independent non-executive Director of the Company, the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee with effect from 4 June 2025.

The biographical details of Mr. Tsang are set out below:

Mr. Tsang, aged 40, graduated from City University of Hong Kong in September 2006 with a bachelor’s degree in business administration, specializing in accounting and management information systems. In September 2018, he obtained a master’s degree in corporate governance from The Hong Kong Polytechnic University. Mr. Tsang is a member of both The Hong Kong Institute of Certified Public Accountants and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). Mr. Tsang has over 19 years of experience in accounting, auditing, corporate financial management, and company secretaryship. He has been serving as the financial controller and company secretary of DIT Group Limited, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 726) since June 2017. Additionally, he has been the company secretary of Central China Real Estate Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 832), since September 2023. Mr. Tsang worked for a reputable international accounting firm from 2012 to 2014. During the period from 1 November 2023 to 19 January 2024, Mr. Tsang was an independent non-executive director of Universal Star (Holdings) Limited, a company previously listed on the Main Board of the Stock Exchange (stock code: 2346).

As at the date of this announcement, Mr. Tsang 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).

Save as disclosed in this announcement, Mr. Tsang 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. Mr. Tsang does not hold any positions in the subsidiaries of the Company. Mr. Tsang 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 Mr. Tsang for a term of from 4 June 2025 to 31 December 2025, subject to retirement by rotation and re-election at general meetings of the Company according to the articles of association of the Company. Mr. Tsang 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 Mr. Tsang at the Company and the remuneration policy of the Company.

Mr. Tsang has also confirmed (i) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) he is not aware of any factor that affects or may affect his independence in acting as an independent non-executive Director at the time of his appointment.

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 would like to express its warmest welcome to Mr. Tsang for joining the Board.

### **COMPLIANCE WITH RULES 3.10(1), 3.21 AND 3.27A OF THE LISTING RULES**

Following the appointment of Mr. Tsang as an independent non-executive Director, the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee with effect from 4 June 2025:

- (a) According to Rule 3.10(1) of the Listing Rules, having at least three independent non-executive directors on the Board. Accordingly, following the appointment of Mr. Tsang, the Company is in compliance with the requirements of Rule 3.10(1) of the Listing Rules;
- (b) the Audit Committee comprises three members, all of whom are independent non-executive directors. Accordingly, the Company is in compliance with the requirements of Rule 3.21 of the Listing Rules; and

(c) the Nomination Committee is chaired by an independent non-executive Director. Accordingly, the Company is in compliance with the requirements of Rule 3.27A of the Listing Rules.

Accordingly, the Company is in compliance with the requirements of Rules 3.10(1), 3.21 and 3.27A of the Listing Rules.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that, following Mr. Tsang Ho Pong, an independent non-executive Director of the Company, has been appointed as the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee of the Company, the composition of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 4 June 2025 is as follows:

### **Audit Committee**

Ms. CHAN Hoi Ling (*Chairman*)  
Ms. TSUI Wai Ting, Rosalie  
Mr. Tsang Ho Pong

### **Remuneration Committee**

Ms. TSUI Wai Ting, Rosalie (*Chairman*)  
Ms. CHAN Hoi Ling  
Mr. Tsang Ho Pong

### **Nomination Committee**

Mr. Tsang Ho Pong (*Chairman*)  
Ms. CHAN Hoi Ling  
Ms. TSUI Wai Ting, Rosalie

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

Hong Kong, 30 May 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.*