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CNCG

CHINA NATIONAL CULTURE GROUP LIMITED

中國國家文化產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 745)

RETIREMENT OF AUDITOR

AND

WITHDRAWAL OF RESOLUTION AT THE ANNUAL GENERAL MEETING TO BE HELD ON 25 SEPTEMBER 2024

RETIREMENT OF AUDITOR

This announcement is made by China National Culture Group Limited (the “**Company**”) pursuant to rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company announces that the Company has received a formal notice from Elite Partners CPA Limited (“**Elite Partners**”) that Elite Partners, after considering factors including their available internal resources, decided not to offer themselves for re-appointment as the auditor of the Company (the “**Auditor**”) at the forthcoming annual general meeting of the Company to be held on 25 September 2024 (the “**AGM**”) and will retire as Auditor upon expiration of its current term of office at the conclusion of the AGM (the “**Retirement of Auditor**”).

The Company has received the confirmation from Elite Partners that there are no matters in relation to its retirement that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the audit committee of the Company have also confirmed that there is no disagreement between Elite Partners and the Company, and there are no other matters in respect of the Retirement of Auditor that need to be brought to the attention of the Shareholders.

The Board is in the process of identifying a suitable Auditor to fill the casual vacancy arising from the Retirement of Auditor. Further announcement in relation to the appointment of new Auditor will be made by the Company as soon as practicable.

The Board would like to take this opportunity to express its gratitude to Elite Partners for its professional services rendered to the Company during the past years.

WITHDRAWAL OF AGM RESOLUTION

Reference is made to the circular of the Company dated 31 July 2024 which includes a notice of the AGM (the “**Notice**”). Pursuant to the agenda of the Notice, ordinary resolution numbered 3 (“**Resolution (3)**”) proposed to re-appoint the independent Auditor and to authorise the Board to fix its remuneration. In light of the Retirement of Auditor, the Board announces that it decided to withdraw Resolution (3) from the agenda of the AGM.

The withdrawal of Resolution (3) does not affect the validity of the Notice, the proxy form or any proxy votes already submitted in respect of the remaining resolutions to be proposed at the AGM. The numbering of all other proposed resolutions at the AGM remains unchanged.

Arrangements for the AGM are unchanged from those previously notified.

By order of the Board
China National Culture Group Limited
Sun Wei
Executive Director

Hong Kong, 24 September 2024

As at the date of this announcement, the Board comprises Ms. Sun Wei and Ms. Man Qiaozhen as Executive Directors; and Mr. Liu Kwong Sang, Ms. Wang Miaojun and Ms. Wang Yujie as Independent Non-Executive Directors.