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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)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE 2023 ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Reference is made to the annual report of China Cultural Tourism and Agriculture Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 December 2023 published on 29 April 2024 (the “**Annual Report**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Annual Report.

As disclosed in the Annual Report, the auditors of the Company, CCTH CPA Limited (the “**Auditors**”), expressed a disclaimer of opinion (the “**Disclaimer of Opinion**”) on the Company’s consolidated financial statements for the year ended 31 December 2023 regarding multiple uncertainties related to going concern (the “**Audit Qualification**”). The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to supplement the following information in relation to the above item that resulted in the Disclaimer of Opinion.

THE MANAGEMENT’S POSITION ON AUDITORS’ MAJOR JUDGMENTAL AREAS IN RELATION TO AUDIT QUALIFICATION

As of the date of the Auditors’ Report (the “**Auditors’ Report Date**”), the management of the Group (the “**Management**”) agreed with the Auditors on each of the major judgmental areas in relation to the Audit Qualification.

AUDIT COMMITTEE’S VIEW

As of the Auditors’ Report Date, the audit committee of the Company (the “**Audit Committee**”) agreed and concurred the same view with the Management’s position concerning each of the Auditors’ major judgmental areas in relation to the Audit Qualification.

Save as disclosed above, all other information set out in the Annual Report remains unchanged.

Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Company's shares or other securities of the Company.

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

Hong Kong, 3 June 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. SO Wai Lam and Ms. CHAN Chu Hoi being the Independent Non-executive Directors.