

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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 4 JUNE 2024 OR AT ANY ADJOURNMENT THEREOF

No. of shares to which this proxy relates ¹	
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I/We² _____
of _____ being a shareholder of China Cultural Tourism and
Agriculture Group Limited (the “Company”) hereby appoint³ the Chairman of the Meeting or _____
(name) of _____
(address) _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Meeting”) to be held at Units 5906–12, 59/F., The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 4 June 2024 at 11:00 a.m. and at any adjournment thereof on the resolutions referred to in the notice of the Meeting (with or without modifications) as indicated below:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. Gao Jingyao as a director.		
	(b) To re-elect Ms. Chan Hoi Ling as a director.		
	(c) To re-elect Ms. So Wai Lam as a director.		
	(d) To authorise the board of directors to fix the directors’ remuneration.		
3.	(a) To re-appoint CCTH CPA Limited as the auditor of the Company.		
	(b) To authorise the board of directors to fix the auditor’s remuneration.		
4A.	To grant a general mandate to the Directors to allot, issue, and deal with shares not exceeding 20% of the total number of the issued shares of the Company.		
4B.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company.		
4C.	To extend the general mandate granted to the Directors to allot, issue, and deal with further shares purchased up to the aggregate number of the shares purchased under the Repurchase Mandate in resolution 4B not exceeding 10% of the total number of the issued shares of the Company.		

Dated this _____ day of _____, 2024

Signature⁵: _____

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend on the same occasion and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST ANY RESOLUTIONS, PLEASE PLACE AN “✓” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer duly authorised in that behalf.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members in respect of the joint holding is entitled to vote at the Meeting.
- The transfer books and register of members of the Company will be closed from 30 May 2024 to 4 June 2024, 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 Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 29 May 2024.
- To be valid, this 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 Tengis 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. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer, and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.