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華夏文化科技集團
CA CULTURAL TECHNOLOGY GROUP

CA CULTURAL TECHNOLOGY GROUP LIMITED

華夏文化科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01566)

2ND NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (which has been rescheduled) (the “**Revised EGM**”) of CA Cultural Technology Group Limited (the “**Company**”) will be held at 11:15 a.m. on Wednesday, 27 May 2026 at Room 2905, 29th Floor, China Resources Building, No. 26 Harbour Road, Wan Chai, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution as an ordinary resolution:

AS ORDINARY RESOLUTION

Share Consolidation

1. “**THAT** subject to the satisfaction of the conditions set out in the section headed “Letter from the Board — 3. The Capital Reorganisation and Change in Board Lot Size — 3.1. The Capital Reorganisation — Conditions of the Capital Reorganisation” in the circular of the Company dated 27 April 2026 (the “**Circular**”) and noting that Clause 8 of the Memorandum of Association adopted on 30 August 2023 (“**Current Memorandum**”) contains a typographical error and should have reflected HK\$500,000,000 divided into 5,000,000,000 shares of a nominal or par value of HK\$0.10 each:
 - (a) every ten (10) shares of par value of HK\$0.10 each in the share capital of the Company will be consolidated into one (1) share of par value HK\$1.00 each (the “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”) such that the authorised share capital of the Company of HK\$500,000,000 will change from 5,000,000,000 Shares of HK\$0.10 par value to be consolidated into 500,000,000 Shares of HK\$1.00 par value and further the issued share capital of the Company of HK\$118,204,200 will

be consolidated from 1,182,042,000 Shares of HK\$0.10 par value, fully paid, into 118,204,200 Shares of HK\$1.00 par value, fully paid, (based on shares as at the Latest Practicable Date, defined in the Circular);

- (b) all fractional Consolidated Shares arising from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the directors (the “**Director(s)**”) of the Company may think fit; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as he may consider necessary or expedient to give effect to, implement and complete the Share Consolidation.”

AS SPECIAL RESOLUTION

Capital Reduction

2. “**THAT** subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) the Directors passing a solvency statement within 30 days prior to the EGM in accordance with section 14A of the Companies Act of the Cayman Islands; (iii) filing with the Registrar of Companies in the Cayman Islands (“**Cayman Companies Registrar**”) a copy of the Solvency Statement and a minute showing in respect of the Company, (A) the amount of share capital of the Company; (B) the number of shares into which the share capital is to be divided and the amount of each share; (C) the amount deemed to be paid up on each share (“**Minute**”); (iv) the Cayman Companies Registrar issuing a certificate stating that the Solvency Statement and Minute have been registered; and (v) the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new shares of par value of HK\$0.01 each (the “**New Shares**”) arising from the capital reorganisation of the Company which comprises the Share Consolidation, the Increase in Authorised Share Capital (as defined below) and the Capital Reduction (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the “**Effective Date**”):

- (a) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.99 on each of the then issued new Consolidated Shares such that the par value of each issued new Consolidated Share will be reduced from HK\$1.00 to HK\$0.01 (the “**Capital Reduction**”) such that the issued share capital of the Company will be reduced from HK\$118,204,200 divided into 118,204,200 Shares of HK\$1.00 par value, fully paid, to HK\$1,182,042 divided into 118,204,200 Shares of HK\$0.01 par value, fully paid (based on shares as at the Latest Practicable Date, defined in the Circular) and further the authorised share capital of the Company of HK\$500,000,000 will change from 500,000,000 Shares of HK\$1.00 par value to be reduced into HK\$5,000,000 of 500,000,000 Shares of HK\$0.01 par value;
- (b) the credit arising from the Capital Reduction in the amount of approximately HK\$117,022,158 be fully applied to set off part of the consolidated accumulated loss of the Company as at the Effective Date; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction, on behalf of the Company, including under seal where applicable, as he may consider necessary or expedient to give effect to, implement and complete the Capital Reduction.”

AS ORDINARY RESOLUTION

Increase in Authorised Share Capital

3. “**THAT** subject to and conditional upon the Share Consolidation and the Capital Reduction becoming effective:
 - (a) the authorised share capital of the Company will be increased by adding 995,000,000,000 Shares to the HK\$500,000,000 divided into 5,000,000,000 existing shares of par value HK\$0.1 each to increase to HK\$10,000,000,000 divided into 1,000,000,000,000 new shares of par value HK\$0.01 each (the “**Increase in Authorised Share Capital**”); and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Increase in Authorised Share Capital, on behalf of the Company, including under seal where applicable, as he may consider necessary or expedient to give effect to, implement and complete the Increase in Authorised Share Capital.”

AS ORDINARY RESOLUTIONS

Share Subscription Agreement

4. “THAT

- (a) the conditional subscription agreement dated 26 January 2023 (and its supplemented agreements) (the “**Share Subscription Agreement**”, a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purpose) entered into between the Company as issuer and Kyosei-Bank Co., Ltd. (the “**Investor**”) as subscriber in relation to the subscription of 530,800,000 News Shares (the “**Subscription Shares**”) by the Investor at the subscription price of HK\$0.1772 per Subscription Share (the “**Share Subscription**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted a specific mandate (the “**Subscription Shares Specific Mandate**”) to allot and issue, credited as fully paid, the Subscription Shares in accordance with the terms of the Share Subscription Agreement and such Subscription Shares (upon issue) shall rank *pari passu* in all respects with the New Shares in issue, provided that the Subscription Shares Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised to take any action and execute such other documents, including under seal where applicable, as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Share Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the Subscription Shares under the Subscription Shares Specific Mandate.”

CB Subscription Agreement

5. “THAT

- (a) the conditional subscription agreement dated 26 January 2023 (and its supplemented agreements) (the “**CB Subscription Agreement**”, a copy of which has been produced to the Meeting and marked “B” and initialled by the chairman of the Meeting for identification purpose) entered into between the Company as issuer and the Investor as subscriber in relation to the unsecured convertible bonds in the principal amount of HK\$25,000,000 (the “**Convertible Bonds**”) issued by the Company and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bonds and the allotment and issue of the conversion shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Conversion Shares, the Directors be and are hereby granted a specific mandate (the “**Conversion Shares Specific Mandate**”) to allot and issue, credited as fully paid, the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds, provided that the Conversion Shares Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised to take any action and execute such other documents, including under seal where applicable, as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the CB Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the Conversion Shares under the Conversion Shares Specific Mandate.”

AS ORDINARY RESOLUTION

Creditors' Scheme

6. “THAT

- (a) the proposed scheme of arrangement to be entered into between the Company and the creditor(s) pursuant to Sections 670, 671, 673 and 674 of the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong) (the “**Creditors' Scheme**”, the major terms of which are set out in the section headed “Letter from the Board — 4. The Debt Restructuring by way of the Creditors' Scheme” in the Circular) together with or subject to, any modification, addition or conditions approved or imposed by the High Court of Hong Kong, and the transactions contemplated thereunder and the execution and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;
- (b) the proposed distribution of HK\$160,000,000 in cash to a special purpose vehicle held and controlled by the scheme administrators to hold the scheme assets (the “**SchemeCo**”) for holding for the benefits of the creditors prior to distributing to the creditors with admitted claims in accordance with the terms of the Creditors' Scheme, funded from the net proceeds from the subscriptions of the Subscription Shares and Convertible Bonds under Resolutions numbered 4 and 5 in this Notice be and is hereby confirmed and approved;
- (c) the proposed allotment and issue of 59,000,000 New Shares (the “**Scheme Shares**”) (at the issue price of HK\$0.1772 per New Share) to the SchemeCo for holding for the benefits of the creditors prior to distributing to the creditors with admitted claims in accordance with the terms of the Creditors' Scheme be and is hereby approved;
- (d) conditional upon the Listing Committee granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Scheme Shares, the Directors be and are hereby granted a specific mandate (the “**Scheme Shares Specific Mandate**”) to allot and issue, credited as fully paid, the Scheme Shares in accordance with the terms of the Creditors' Scheme and such Scheme Shares (upon issue) shall rank *pari passu* in all respects with the New Shares in issue, provided that the Scheme Shares Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (e) any one Director be and is hereby authorised to take any action and execute such other documents, including under seal where applicable, as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Creditors' Scheme and the transactions contemplated thereunder."

AS ORDINARY RESOLUTION

Scheme's Special Deals

7. **"THAT** conditional upon the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any of his delegate(s) (the **"Executive"**) granting consent to the proposed settlement of the indebtedness due to China Sun Group Holding Limited, Ms. Chow Wai Man Grace, Mr. Wong Yu Man James and Ms. Wong Lau Chui Chui and Mr. Ho Chi Ping (who together hold in aggregate 220,888,000 Shares in the Company as at the Latest Practicable Date) under the Creditors' Scheme, and which constitutes a special deal (the **"Scheme's Special Deals"**) under Rule 25 of The Hong Kong Codes on Takeovers and Mergers (the **"Takeovers Code"**) if the above persons and entities are admitted as scheme creditors of the Company by the scheme administrators through their participation in the Creditors' Scheme upon taking effect of the Creditors' Scheme, the Scheme's Special Deals be and is hereby confirmed, ratified and approved."

AS ORDINARY RESOLUTION

Mr. Lam's Special Deal

8. **"THAT** conditional upon the Executive granting consent to the proposed settlement of the indebtedness due to Mr. Lam Siu Leung (who hold 20,000,000 Shares in the Company as at the Latest Practicable Date), and which constitutes a special deal (the **"Mr. Lam's Special Deal"**) under the Takeovers Code, Mr. Lam's Special Deal be and is hereby confirmed, ratified and approved."

AS SPECIAL RESOLUTION

Whitewash Waiver

9. “**THAT** subject to the passing of Resolutions numbered 1 to 4 set out in this Notice:
- (a) the whitewash waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving any obligation (either unconditionally or subject to such conditions as may be required by the Executive) on the part of the Investor to make a mandatory general offer for all the New Shares not already owned or agreed to be acquired upon completion of the Share Subscription, be and is hereby confirmed and approved; and
 - (b) any one Director be and is hereby authorised to take any action and execute such other documents, including under seal where applicable, as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Whitewash Waiver and the transactions contemplated thereunder.”

By order of the board of
CA Cultural Technology Group Limited
Chong Heung Chung Jason
Chairman and Executive Director

Hong Kong, 27 April 2026

Registered Office:

Cricket Square,
Hutchins Drive, P.O. Box 2681,
Grand Cayman,
KY1-1111,
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 2905, 29th Floor,
China Resources Building,
No. 26 Harbour Road,
Wan Chai,
Hong Kong

Notes:

1. All resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before (i.e. 11:15 a.m. on Monday, 25 May 2026) the time appointed for holding the Rescheduled EGM or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Rescheduled EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Rescheduled EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
7. For determining the entitlement of shareholders to attend and vote at the Rescheduled EGM, the register of members of the Company will be closed from Tuesday, 12 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of shares of the Company shall be effected. To qualify for the attendance and voting at the Rescheduled EGM of the Company, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 11 May 2026.

As of the date of this notice, the executive Directors are Mr. Chong Heung Chung Jason and Ms. Liu Moxiang and the independent non-executive Directors are Mr. Ni Zhenliang, Mr. Wang Guozhen and Mr. Hung Muk Ming.