



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)

EXTRAORDINARY GENERAL MEETING 2ND REVISED PROXY FORM

I/We ^(Note 1) _____,

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.1 each

(the “Shares”) In the capital of CA Cultural Technology Group Limited (the “Company”), hereby appoint the Chairman

of the Meeting ^(Notes 3 & 4) or _____

of _____

as my/our proxy to act for me/us at the Extraordinary General Meeting (the “Meeting”) of the Company to 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 for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting, and at any adjournment thereof, to vote for me/us and in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions ^(Note 6)		For ^(Note 4)	Against ^(Note 4)
1.	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 <i>pari passu</i> 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.		

Special Resolutions (Note 6)		For (Note 4)	Against (Note 4)
2.	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.		
Ordinary Resolutions (Note 6)		For (Note 4)	Against (Note 4)
3.	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.		
4.	(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 New 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 <i>pari passu</i> 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.		

5.	(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.		
6.	(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.		
7.		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.		

8.	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.		
Special Resolutions <i>(Note 6)</i>		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
9.	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.		

Dated this _____ day of _____

Signature *(Note 7)* _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 such Shares registered in your name(s).
- Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy and vote instead of him. A proxy need not be a Shareholder, but must attend the Meeting in person to represent you.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. If you do not strike out such words and your proxy does not attend the Meeting or if no name is inserted, the Chairman of the Meeting will act as your proxy.
- IMPORTANT:** If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- The full text of these resolutions appear in the 2nd Notice of the Extraordinary General Meeting 15 May 2026.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at 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**, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting, i.e. 11:15 a.m. on Monday, 25 May 2026, 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.
- All the resolutions as set out above will be determined by way of a poll.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- Your supply of your and your proxy’s (or proxies’) Personal Data is on a voluntary basis for the purposes 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’) Personal Data to the Share Registrar, our subsidiaries, agent, contractor, and/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 authorised 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’) Personal Data will be retained for such period as may be necessary to fulfil the Purposes and for verification and record purposes.
- You have the right to request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (Attention: Personal Data Privacy Officer) or by email to PrivacyOfficer@computershare.com.hk.