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KYOSEI-BANK CO., LTD.
(Incorporated in Japan with limited liability)

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)

JOINT ANNOUNCEMENT

I. POLL RESULTS OF THE EGM HELD ON 27 MAY 2026;
II. GRANT OF WHITEWASH WAIVER;
III. CONSENT TO THE SPECIAL DEALS; AND
IV. CONTINUED SUSPENSION OF TRADING

Reference is made to (i) circular jointly issued by CA Cultural Technology Group Limited (the "**Company**") and Kyosei-Bank Co., Ltd. dated 27 April 2026 in relation to, among other things, the Capital Reorganisation, the Proposed Restructuring, the application for the Whitewash Waiver and the Special Deals (the "**Circular**"); (ii) the announcement of the Company dated 15 May 2026, in relation to, among other things, further information of the EGM (the "**Announcement**") and the accompanied 2nd notice of EGM (the "**EGM Notice**") and 2nd revised form of proxy, each dated 15 May 2026; and (iii) the announcement of the Company dated 19 May 2026, in relation to, among other things, revised expected timetable for the capital reorganization of the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Announcement.

THE EGM HELD ON 27 MAY 2026

At the extraordinary general meeting of the Company that was held on 27 May 2026 (the "**EGM**"), a poll was held for voting on all proposed resolutions as set out in the EGM Notice.

As at the date of the EGM, the total number of issued Shares was 1,182,042,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all resolutions at the EGM.

As set out in the Circular, the votes cast by the following parties on the resolutions to approve the Proposed Restructuring, the Whitewash Waiver, the Special Deals and the transactions contemplated thereunder will not be counted for Takeovers Code purposes, and they shall also abstain from voting on such resolutions at the EGM:

(i) the Investor, its ultimate beneficial owners, their associates and parties acting in concert with any of them;

(ii) Mr. Chong Heung Chung Jason and his concert parties (the "**Chong's Concert Parties**"), namely (a) Bright Rise Enterprise Limited (which is ultimately beneficial owned by Mr. Chong Heung Chung Jason); (b) Fortress Strength Limited (which is ultimately beneficial owned by Ms. Lee Sui Fong Fiona, the spouse of Mr. Chong Heung Chung Jason); (c) Bonville Glory Limited (which is ultimately beneficial owned by Mr. Ting Ka Fai Jeffrey); (d) East Jumbo Development Limited which is ultimately beneficial owned by Ms. Or Den Fung Bonnie); (e) Mr. Shinichiro Ikeda; and (f) Dragon Year Group Limited (which is ultimately beneficial owned by Mr. Shinichiro Ikeda);

(iii) the parties involving in the Scheme's Special Deals (the "**SD Creditors**"), namely (a) China Sun Group Holding Limited (which is ultimately beneficial owned by Ms. Wang Xiuhua); (b) Ms. Chow Wai Man Grace; (c) Mr. Wong Yu Man James; (d) Ms. Wong Lau Chui Chui, Priscilla; and (e) Mr. Ho Chi Ping; and

(iv) Mr. Lam and parties acting in concert with him.

As a result, a total of 470,887,000 Shares, comprising (i) 249,999,000 Shares held by the Chong's Concert Parties; (ii) 200,888,000 Shares held by the SD Creditors; and (iii) 20,000,000 Shares held by Mr. Lam and parties acting in concert with him, had abstained from voting on the relevant resolutions at the EGM. Accordingly, holders of 711,155,000 Shares were entitled to attend and vote for or against on resolutions at the EGM.

Save as disclosed above, no other Shareholder is required to abstain from voting on the resolutions to approve the Proposed Restructuring, the Whitewash Waiver, the Special Deals and the transactions contemplated thereunder. No Shareholder has stated his/her/its intention in the Circular to vote against or abstain from voting on any of the resolutions at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

The EGM was chaired by Ms. Liu Moxiang, an executive Director who is disinterested in the Proposed Restructuring, the Whitewash Waiver, the Special Deals and the transactions contemplated thereunder and is independent for the purpose of the Takeovers Code. All the Directors attended the EGM in person or by electronic means, save for Mr. Wang Guozhen, who was unable to attend the EGM due to other business commitments.

POLL RESULTS OF THE EGM

As Ordinary Resolution			**Number of votes (approximate %)**	
			For	**Against**
1.	(a)	To approve the Share Consolidation.	91,225,052 (100%)	0 (0%)
	(b)	to approve 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 may think fit.	91,225,053 (100%)	0 (0%)
	(c)	to authorize any Director to do all such things and acts and execute all documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, and which he/she considers necessary or expedient to give effect to, implement and complete the Share Consolidation.	91,225,053 (100%)	0 (0%)
As Special Resolution				
2.	To approve the Capital Reduction.		91,225,053 (100%)	0 (0%)
As Ordinary Resolutions				
3.	To approve the Increase in Authorised Share Capital.		91,225,053 (100%)	0 (0%)

As Ordinary Resolution		Number of votes (approximate %)	
		For	Against
4.	To approve, ratify and confirm the Share Subscription Agreement and the transactions contemplated thereunder; to approve the grant of the Subscription Shares Specific Mandate; and to authorize any Director to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Share Subscription Agreement and the transactions contemplated thereunder.	168,811,053 (100%)	0 (0%)
5.	To approve, ratify and confirm the CB Subscription Agreement and the transactions contemplated thereunder; to approve the grant of the Conversion Shares Specific Mandate; and to authorize any Director to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the CB Subscription Agreement and the transactions contemplated thereunder.	168,811,053 (100%)	0 (0%)
6.	To approve, ratify and confirm the Creditors' scheme; to approve distribution of HK$160,000,000 in cash and the allotment and issue of the Scheme Shares to the SchemeCo; to approve the grant of the Scheme Shares Specific Mandate; and to authorize any Director to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Creditors' scheme and the transactions contemplated thereunder.	168,811,053 (100%)	0 (0%)
7.	To approve, ratify and confirm the proposed settlement of the indebtedness due to the SD Creditors under the Creditors' scheme, and which constitute special deals under Rule 25 of the Takeovers Code, i.e. the Scheme's Special Deals.	168,811,053 (100%)	0 (0%)
8.	To approve, ratify and confirm the proposed settlement of the indebtedness due to Mr. Lam, and which constitutes a special deal under Rule 25 of the Takeovers Code, i.e. the Mr. Lam's Special Deal.	168,811,052 (100%)	0 (0%)
As Special Resolution			
9.	(a) To approve the grant of Whitewash Waiver.	168,811,052 (100%)	0 (0%)

As Ordinary Resolution			Number of votes (approximate %)	
			For	Against
	(b)	authorize any Director to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Wavier and the transactions contemplated thereunder.	168,811,053 (100%)	0 (0%)

Note: Full text of the ordinary resolutions and the special resolutions is set out in the EGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions (numbered 1 and 3 to 8 above), these resolutions were duly passed as ordinary resolutions of the Company at the EGM by way of poll.

As more than 75% of the votes were cast in favour of each of the above special resolutions (numbered 2 and 9 above), these resolutions were duly passed as special resolutions of the Company at the EGM by way of poll.

GRANT OF WHITEWASH WAIVER

The Executive has conditionally granted the Whitewash Waiver on 22 May 2026, subject to:

(i) (a) the Whitewash Waiver being approved by at least 75%; and (b) each of the Share Subscription, the CB Subscription, the Creditors' scheme being approved by more than 50%, respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and

(ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Investor and its concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

CONSENT TO THE SPECIAL DEALS

On 22 May 2026, the Executive has conditionally consented to:

(i) the Scheme's Special Deals, subject to the Scheme's Special Deals being approved by a vote of the Independent Shareholders at an extraordinary general meeting of the Company, to be taken on a poll; and

(ii) the Mr. Lam's Special Deal, subject to the Mr. Lam's Special Deal being approved by a vote of the Independent Shareholders at an extraordinary general meeting of the Company, to be taken on a poll.

EFFECT ON THE SHAREHOLDING STRUCTURES OF THE COMPANY

The table below illustrates the shareholding structures of the Company (i) as at the date of the EGM; (ii) immediately after the Capital Reorganisation having become effective; (iii) after the completion of the Subscriptions and assuming no Convertible Bonds are converted; (iv) after the completion of the Subscriptions and the issue of the Scheme Shares and assuming no Convertible Bonds are converted; and (v) after the Completion and assuming all Convertible Bonds are converted (for illustrative purposes only):

Shareholders	**As at the date of the EGM**		**Immediately after the Capital Reorganization having become effective**		**After the completion of the Subscriptions and assuming no Convertible Bonds are converted**		**After the completion of the Subscriptions and the issue of the Scheme Shares and assuming no Convertible Bonds are converted** *(Note 4)*		**After the Completion and assuming all Convertible Bonds are converted**	
	Shares	*%*	*New Shares*	*%*	*New Shares*	*%*	*New Shares*	*%*	*New Shares*	*%*
The Investor and its concert parties										
The Investor *(Note 1)*	—	—	—	—	530,800,000	81.79	530,800,000	74.97	1,439,051,918	89.04
Bright Rise and its concert parties *(Note 2)*										
Bright Rise Enterprises Limited	*134,538,000*	*11.38*	*13,453,800*	*11.38*	—	—	—	—	—	—
Fortress Strength Limited	*28,735,000*	*2.43*	*2,873,500*	*2.43*	—	—	—	—	—	—
Bonville Glory Limited	*12,900,000*	*1.09*	*1,290,000*	*1.09*	*1,290,000*	*0.21*	*1,290,000*	*0.18*	*1,290,000*	*0.08*
East Jumbo Development Limited	*12,329,000*	*1.04*	*1,232,900*	*1.04*	*1,232,900*	*0.19*	*1,232,900*	*0.17*	*1,232,900*	*0.08*
Mr. Shinichiro Ikeda	*12,000,000*	*1.02*	*1,200,000*	*1.02*	*1,200,000*	*0.18*	*1,200,000*	*0.17*	*1,200,000*	*0.07*
Dragon Year Group Limited	*49,497,000*	*4.19*	*4,949,700*	*4.19*	*4,949,700*	*0.76*	*4,949,700*	*0.70*	*4,949,700*	*0.31*
Sub-total	249,999,000	21.15	24,999,900	21.15	8,672,600	1.34	8,672,600	1.22	8,672,600	0.54
Public Shareholders *(Note 3)*										
Mr. Lam and his concert parties	20,000,000	1.69	2,000,000	1.69	2,000,000	0.31	2,000,000	0.28	2,000,000	0.12
The SchemeCo	—	—	—	—	—	—	59,000,000	8.33	59,000,000	3.65
Other public Shareholders	912,043,000	77.16	91,204,300	77.16	107,531,600	16.57	107,531,600	15.19	107,531,600	6.65
Total	**1,182,042,000**	**100**	**118,204,200**	**100**	**649,004,200**	**100**	**708,004,200**	**100**	**1,616,256,118**	**100**

Notes:

1. The figures are provided for illustrative purposes only. The terms of the Convertible Bonds will not permit conversion if immediately after such conversion, the public float of the Shares will fall below the minimum requirements of the Listing Rules from time to time.

2. Bright Rise Enterprises Limited is a company incorporated in the British Virgin Islands directly wholly-owned by Mr. Chong Heung Chung Jason, the chairman of the Board and an executive Director of the Company. Ms. Lee Sui Fong Fiona, being the spouse of Mr. Chong Heung Chung Jason, is the sole beneficial owner of all issued shares of Fortress Strength Limited. As mentioned in the Circular, both Bright Rise Enterprise Limited and Fortress Strength Limited have agreed to fully dispose of or otherwise reduce all of their respective interests in the Company by way of placing or other means to Independent Third Parties prior to the issuance of the Subscription Shares and the Scheme Shares so that the Company will be able to comply with the minimum 25% public float requirement under 8.08(1) of the Listing Rules.

   Mr. Ting Ka Fai Jeffrey is the sole beneficial owner of all issued shares of Bonville Glory Limited which is the registered and beneficial owner of 12,900,000 Shares.

   Ms. Or Den Fung Bonnie is the sole beneficial owner of all issued shares of East Jumbo Development Limited which is the registered and beneficial owner of 12,329,000 Shares.

   Mr. Shinichiro IKEDA has personal interest in the Company of 12,000,000 Shares and is the sole beneficial owner of all issued shares of Dragon Year Group Limited which is the registered and beneficial owner of 49,497,000 Shares.

3. With reference to the Company's announcement dated 25 September 2023, as a result of the termination deed dated 25 September 2023, the Shares that are holding by each of Bonville Glory Limited, East Jumbo Development Limited, Mr. Shinichiro Ikeda and Dragon Year Group Limited, with a total of (i) 86,726,000 Shares, representing approximately 7.34% of the issue share capital as at the date of this joint announcement; and (ii) 8,672,600 New Shares, representing approximately 1.22% of the issued share capital after the completion of the Subscriptions and the issue of the Scheme Shares with no Convertible Bonds are converted, shall be counted into public float of the Company.

4. Pursuant to the undertaking of the Company dated 10 April 2026, the Company shall not issue the Subscription Shares to the Investor at the time of Completion if the Company does not satisfy with the public float requirement under the Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 21 November 2024 and shall remain suspended pending further announcement.

Pursuant to the undertaking of the Company dated 10 April 2026, the Company shall not issue the Subscription Shares to the Investor at the time of Completion if the Company does not satisfy with the public float requirement under the Listing Rules. The Stock Exchange would not grant the listing of, and permission to deal in new Shares where the issue of such new Shares would cause or facilitate a breach of requirement(s) under the Listing Rules. The Subscriptions will result in the public float of the Shares being below the minimum public float requirement. The grant of the listing of, and permission to deal in the New Shares is subject to the Company to put in place adequate arrangements to meet the minimum public float requirement under Rule 8.08(1) of the Listing Rules at all times before and after the Completion.

Completion is subject to the fulfilment of the conditions precedent to the Subscriptions and the Creditors' scheme as set out in the Circular, including but not limited to, the permission to deal in, the Subscription Shares, CB Conversion Shares and Scheme Shares having been granted by the Stock Exchange. In the event that the listing of, and permission to deal in the Subscription Shares, CB Conversion Shares and/or Scheme Shares is not granted, the Subscription Agreements and the Proposed Restructuring will not become unconditional and the Subscriptions and the Proposed Restructuring will not proceed. Accordingly, the Proposed Restructuring may or may not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

For and on behalf of
Kyosei-Bank Co., Ltd.
Kenichi Yanase
Director

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

Hong Kong, 27 May 2026

As of the date of this joint announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Investor and the parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Investor) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Investor are Mr. Kenichi Yanase, Mr. Hiroshi Kaneko, Mr. Takahiro Haga and Mr. Kuniaki Yanase.

The directors of the Investor jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.