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CNCG

CHINA NATIONAL CULTURE GROUP LIMITED

中國國家文化產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 745)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China National Culture Group Limited (the “**Company**”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 14 July 2026 at 3 p.m. (the “**EGM**”) for the purposes of considering and, if thought fit, approving (with or without modification) the following resolution:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the subscription agreements dated 28 April 2026 entered into between the Company and the subscribers (the “**Subscribers**”) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification purpose) (the “**Subscription Agreements**”) in relation to, among others, the allotment and issue of an aggregate of 46,800,000 warrants (the “**Warrants**”) to be subscribed by the Subscribers, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Warrants by the Company in accordance with the terms and conditions of the Subscription Agreements and the instrument of the Warrants be and is hereby approved, confirmed and ratified;
- (c) the specific mandate to the directors of the Company (the “**Directors**”) to exercise the powers of the Company for the allotment and issue of the warrant shares at the initial exercise price of HK\$1.20 each (subject to adjustment in accordance with the term and conditions of the Warrants) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants in accordance with the terms and conditions of the Warrants be and is hereby granted; and
- (d) any Director be and is hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which he/she considers necessary, desirable or expedient to implement and give effect to any matters relating to or in connection with Subscription Agreements and the transactions contemplated

thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

By Order of the Board
China National Culture Group Limited
Sun Wei
Executive Director

Hong Kong, 26 June 2026

Notes:

1. A Shareholder who is entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a Shareholder.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment or postponement thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
3. For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 10 July 2026 to Tuesday, 14 July 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 July 2026.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the name stand in the register of members of the Company in respect of such Share.
5. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
6. As at the date of this notice, the Board comprises Mr. WANG Shidi, Ms. SUN Wei and Ms. MAN Qiaozhen as Executive Directors and Mr. LIU Kwong Sang, Ms. WANG Miaojun and Ms. WANG Yujie as Independent Non-Executive Directors.
7. If a typhoon signal no. 8 or above is hoisted, a black rainstorm warning signal is in force or under any other extreme conditions or adverse weather conditions in Hong Kong, at or at any time after 12:00 noon on the date of the EGM, the EGM will be adjourned or postponed in accordance with the articles of association of the Company. An announcement will be posted on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the adjourned or postponed meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.