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



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)

JOINT ANNOUNCEMENT

COMPLETION OF THE PROPOSED RESTRUCTURING INCLUDING A. THE COMPLETION OF THE SUBSCRIPTION AGREEMENTS; AND B. THE CREDITORS' SCHEME BECOMING EFFECTIVE

Financial Adviser to the Company

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References are made to (i) the 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 Reorganization, the Proposed Restructuring and the applications for the Whitewash Waiver and the Special Deals (the “**Circular**”); and (ii) the announcements of the Company dated 27 May 2026, 29 July 2026 and 11 August 2026, in relation to, among other things, the poll results of the EGM and expected timetable for the Capital Reorganization and completion of the Subscription Agreements (the “**Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Announcements.

COMPLETION OF THE PROPOSED RESTRUCTURING

A. The completion of the Subscription Agreements

The Board is pleased to announce that the completion of the Subscription Agreements took place on 14 August 2026 and all conditions attached to the Whitewash Waiver have been fully satisfied as at the date of this joint announcement.

Upon Completion and as at the date of this joint announcement, the Investor is interested in 530,800,000 New Shares, representing approximately 74.97% of the enlarged issued share capital (and approximately 74.97% of the total voting rights) of the Company as enlarged by the Subscription Shares and Scheme Shares.

B. The Creditors' Scheme Becoming Effective

The Creditors' Scheme, sanctioned by the High Court on 19 March 2024, became effective on 14 August 2026 following the completion of the Subscription Agreements and all conditions attached to the consents granted by the Executive for the Scheme's Special Deals and the Mr. Lam's Special Deal have been satisfied after the passing of the relevant resolutions at the EGM held on 27 May 2026.

Following the Creditors' scheme becoming effective, the 59,000,000 Scheme Shares have been allotted and issued by the Company to the SchemeCo under the Creditors' scheme to be held for the benefits of the Creditors, pending distribution to the Creditors with Admitted Claims. The number of New Shares and the corresponding voting rights held by the Shareholders who are subject to the Scheme's Special Deals and Mr. Lam's Special Deal are as follows:

Scheme's Special Deals	New Shares	Voting rights
China Sun Group Holding Limited	8,588,800	1.21%
Mr. Wong Yu Man James and Ms. Wong Lau Chui Chui Priscilla	8,500,000	1.20%
Mr. Ho Chi Ping	2,000,000	0.28%
Ms. Chow Wai Man Grace	1,000,000	0.14%
Mr. Lam's Special Deal		
Mr. Lam	2,000,000	0.28%

C. Public Float Requirement and the Shareholding Structures of the Company

To ensure compliance by the Company with the minimum public float requirement under the Listing Rules, both Bright Rise Enterprises Limited and Fortress Strength Limited completed the disposal of all their respective equity interests in the Company, comprising an aggregate of 16,327,300 New Shares, representing approximately 2.31% of the enlarged issued share capital of the Company as enlarged by the Subscription Shares and Scheme Shares to Independent Third Parties. Accordingly, the Board confirms that there are at least 25% of the Company's total issued share capital is held by the public as at the date of this joint announcement and the minimum public float requirement under the Listing Rules has been met.

The table below illustrates the shareholding structures of the Company (i) immediately after Capital Reorganization becomes effective (“**Event A**”); (ii) prior to the completion of the Subscription Agreements (“**Event B**”); (iii) immediately following completion of the Subscription Agreements and issuance of the Subscription Shares and Scheme Shares (assuming no Convertible Bonds are converted) (“**Event C**”); and (iv) for illustrative purposes only, immediately following completion of the Subscription Agreements and issuance of the Subscription Shares and Scheme Shares (assuming full conversion of the Convertible Bonds into CB Conversion Shares at the initial CB Conversion Price of HK\$0.1772 per CB Conversion Share) (“**Event D**”):

Shareholders	Event A		Event B		Event C		Event D	
	Shares	%	Shares	%	Shares	%	Shares	%
The Investor and its concert parties (note a)	—	—	—	—	530,800,000	74.97	1,439,051,918	89.04
Bright Rise Enterprise Limited (note b)	13,453,800	11.38	—	—	—	—	—	—
Fortress Strength Limited (note b)	2,873,500	2.43	—	—	—	—	—	—
Public								
SchemeCo	—	—	—	—	59,000,000	8.33	59,000,000	3.65
Other public Shareholders (note c)	101,876,900	86.19	118,204,200	100.00	118,204,200	16.70	118,204,200	7.31
Total	118,204,200	100.00	118,204,200	100.00	708,004,200	100.00	1,616,256,118	100.00

Notes

- 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.
- Bright Rise Enterprises Limited is a company incorporated in British Virgin Islands beneficially wholly-owned by Mr. Chong Heung Chung Jason, the chairman of the Board and an executive Director as at the date of this joint announcement. Fortress Strength Limited is beneficially wholly-owned by Ms. Lee Sui Fong Fiona and she is the spouse of Mr. Chong Heung Chung Jason.

- c. For the purpose of this joint announcement, other public Shareholders included, among others, Bonville Glory Limited which is beneficially wholly-owned by Mr. Ting Ka Fai Jeffery, East Jumbo Development Limited which is beneficially wholly-owned by Ms. Or Den Fung Bonnie, Mr. Shinichiro Ikeda and Dragon Year Group Limited which is beneficially wholly-owned by Mr. Shinichiro Ikeda, whom (collectively, the “**Specified Shareholders**”) are considered as concert parties of Bright Rise Enterprises Limited. With reference to the Company’s announcement dated 25 September 2023, following the execution of the Termination Deed dated 25 September 2023, the Company confirms that, none of the Specified Shareholders is a core connected person of the Company, nor is any of them financed by or accustomed to taking instructions from any core connected person of the Company in relation to the Shares. Accordingly, the total of 8,672,600 Shares held in aggregate by the Specified Shareholders, representing approximately 7.34% of the issue share capital prior to the completions of the Subscription Agreements and approximately 1.22% of the enlarged issued share capital as enlarged by the Subscription Shares and the Scheme Shares, satisfy the conditions under Rule 8.24 of the Listing Rules and shall be counted into the public float of the Company.

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, 14 August 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.