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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)

COMPLETION OF ISSUANCE OF UNLISTED WARRANTS UNDER SPECIFIC MANDATE

Reference is made to the announcements (the “**Announcements**”) of China National Culture Group Limited (the “**Company**”) dated 28 April 2026 and 26 June 2026 and the circular of the Company dated 26 June 2026 (the “**Circular**”) in relation to the issuance of Warrants. Capitalised terms used herein shall have the same meanings as defined in the Announcements and the Circular.

COMPLETION OF ISSUANCE OF THE UNLISTED WARRANTS

The Board is pleased to announce that all the conditions precedent to the issuance of the Warrants (the “**Warrants Issuance**”) have been fulfilled and Completion of the Warrants Issuance took place on 27 August 2026 in accordance with the terms and conditions of the Subscription Agreements and the extension letter.

Pursuant to the Subscription Agreements, an aggregate of 46,800,000 Warrants have been fully subscribed by the Subscribers at the issue price of HK\$0.10 per Warrant. The Subscribers shall have the right to subscribe for up to 46,800,000 Warrant Shares at the exercise price of HK\$1.20 per Warrant Share (subject to adjustment) during the period of two (2) years commencing from the date of issue of the Warrants.

To the best of the Directors’ knowledge, information and belief having made all reasonable inquiries, the Subscribers are Independent Third Parties. Upon full exercise of the subscription rights attaching to the Warrants, none of the Subscribers will become a substantial shareholder of the Company as a result of the Warrants Issuance.

The net proceeds from the issue of the Warrants of approximately HK\$4,680,000 are intended to be used for general working capital and maintenance of existing business (including repayment of trade payables and staff costs).

SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 234,366,456 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after full exercise of the Subscription Rights attaching to the Warrants (assuming that there will be no further changes in the issued share capital of the Company prior to such exercise) are as follows:

	As at the date of this announcement		Immediately after full exercise of the Subscription Rights	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Public Shareholders (other than the holders of the Warrants)	234,366,456	100.00	234,366,456	83.36
Holders of the Warrants (<i>Note 1</i>)	—	—	46,800,000	16.64
Total	<u>234,366,456</u>	<u>100.00</u>	<u>281,166,456</u>	<u>100.00</u>

Note:

1. The holders of the Warrants will become Shareholders upon their exercise of the Subscription Rights in accordance with the terms and conditions of the Warrants.

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

Hong Kong, 27 August 2026

As at the date of this announcement, 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.