

POP CULTURE GROUP CO., LTD

(incorporated in the Cayman Islands with limited liability)
(NASDAQ: CPOP)

NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of shareholders (the “**Meeting**”) of Pop Culture Group Co., (the “**Company**”) will be held on August 25, 2025, at 9:30 A.M., Eastern Time (August 25, 2025, at 9:30 P.M., local time), Room 1207-08, No. 2488 Huandao East Road, Huli District, Xiamen City, Fujian Province, the People’s Republic of China, for the purpose of considering and, if thought fit, passing and approving the following resolutions:

Proposal One to approve to change the dual foreign name of the Company to 华流文化集团有限公司(the “**Change of Name**”);

Proposal Two to adopt an amended and restated memorandum and articles of association of the Company (the “A&R M&A”) as set forth in Appendix A as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in its entirety with immediate effect to reflect Change of Name; and

Proposal Three to approve the Meeting to be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the Meeting, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals.

The board of directors of the Company (the “Board of Directors”) has fixed the close of business on July 28, 2025 as the record date (the “Record Date”) for determining the shareholders entitled to receive notice of, attend and vote at the Meeting or any adjournment thereof. Only holders of Class A Ordinary Shares of par value US\$0.01 each and Class B Ordinary Shares of par value US\$0.01 each of the Company on the Record Date are entitled to receive notice of, attend and vote at the Meeting or any adjournment thereof.

By Order of the Board of Directors,

/s/ Zhuoqin Huang

Zhuoqin Huang

Chief Executive Officer and Chairman of the board of directors

July 31, 2025

ABOUT THE EXTRAORDINARY MEETING OF SHAREHOLDERS

What am I voting on?

You will be voting on the following:

Proposal One to approve to change the dual foreign name of the Company to 华流文化集团有限公司 (the “Change of Name);

Proposal Two to adopt an amended and restated memorandum and articles of association of the Company (the “A&R M&A”) as set forth in Appendix A as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in its entirety with immediate effect to reflect Change of Name; and

Proposal Three to approve the Meeting to be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the Meeting, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals.

Who is entitled to vote?

You may vote if you owned ordinary shares of the Company as of the close of business on July 28, 2025, which we refer to as the “Record Date”. Each holder of Class A Ordinary Shares is entitled to one vote and each holder of Class B Ordinary Shares is entitled to one hundred votes. As of July 28, 2025, we had [*] Class A Ordinary Shares and [*] Class B Ordinary Shares issued and outstanding.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

Certain of our investors hold their shares in an account at a brokerage firm, bank or other nominee holder, rather than holding share certificates in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record/Registered Shareholders

If, on the Record Date, your shares were registered directly in your name with our transfer agent, Transshare Corporation, you are a “Shareholder of Record” who may vote at the Meeting, and we are sending these proxy materials directly to you. As the Shareholder of Record, you have the right to direct the voting of your shares by returning the enclosed proxy card to us or to vote in person at the Meeting. Whether or not you plan to attend the Meeting, please complete, date and sign the enclosed proxy card to ensure that your vote is counted.

Beneficial Owner

If, on the Record Date, your shares were held in an account at a brokerage firm or at a bank or other nominee holder, you are considered the beneficial owner of shares held “in street name,” and these proxy materials are being forwarded to you by your broker or nominee who is considered the Shareholder of Record for purposes of voting at the Meeting. As the beneficial owner, you have the right to direct your broker on how to vote your shares and to attend the Meeting. However, since you are not the Shareholder of Record, you may not vote these shares in person at the Meeting unless you receive a valid proxy from your brokerage firm, bank or other nominee holder. To obtain a valid proxy, you must make a special request of your brokerage firm, bank or other nominee holder. If you do not make this request, you can still vote by using the voting instruction card enclosed with this proxy statement; however, you will not be able to vote in person at the Meeting.

How do I vote before the Meeting?

If you are a registered shareholder, meaning that you hold your shares directly in your name, you have the following voting options:

- (1) By Internet, which we encourage if you have Internet access, at the address shown on your proxy card;
- (2) By mail, by completing, signing, and returning the enclosed proxy card; or
- (3) During the Meeting in person.

If you vote via the internet, your electronic vote authorizes the named proxies in the same manner as if you signed, dated, and returned your proxy card. If you vote via the internet, do not return your proxy card.

If you hold your shares through an account with a bank or broker, your ability to vote by the Internet depends on their voting procedures. Please follow the directions that your bank or broker provides.

Can I change my mind after I return my proxy?

You may change your vote at any time before the polls close at the conclusion of voting at the Meeting. You may do this by (1) signing another proxy card with a later date and returning it to us before the Meeting, (2) voting again over the Internet prior to the time of the Meeting, or (3) voting at the Meeting if you are a registered shareholder or have followed the necessary procedures required by your bank or broker.

What if I return my proxy card but do not provide voting instructions?

Proxies that are signed and returned but do not contain instructions will be voted “FOR” Proposals One, Two and Three, in accordance with the best judgment of the named proxies on any other matters properly brought before the Meeting.

What does it mean if I receive more than one proxy card or instruction form?

It indicates that your ordinary shares are registered differently and are in more than one account. To ensure that all shares are voted, please either vote each account on the Internet, or sign and return all proxy cards. We encourage you to register all your accounts in the same name and address. Those holding shares through a bank or broker should contact their bank or broker and request consolidation.

How many votes must be present to hold the Meeting?

Your shares are counted as present at the Meeting if you attend the Meeting and vote in person or if you properly return a proxy by internet or mail. In order for us to conduct our Meeting, at the commencement of the Meeting, there are present in person or by proxy not less than one-third of the outstanding Shares carrying the right to vote at the Meeting (namely the outstanding ordinary shares as of July 28, 2025). This is referred to as a quorum. If a quorum is not present within fifteen minutes of the time appointed for the meeting, or if at any time during the meeting it becomes inquorate, then the following provisions apply: (i) If the meeting was requisitioned by Members (means any person or persons entered on the register of Members from time to time as the holder of a Share), it shall be cancelled.(ii) In any other case, the meeting shall stand adjourned to the same time and place seven days hence, or to such other time or place as is determined by the Directors. If a quorum is not present within fifteen minutes of the time appointed for the adjourned meeting, then the Members present in person or by proxy shall constitute a quorum.

How many votes are needed to approve the Company’s proposals?

Each of Proposal One and Two requires affirmative (“FOR”) vote of not less than two-thirds of Members who (being entitled to do so) vote in person or by proxy at that Meeting. Proposal Three requires a simple majority of Members who (being entitled to do so) vote in person or by proxy at the Meeting.

PROPOSAL ONE

CHANGE OF NAME

(ITEM 1 ON THE PROXY CARD)

The Board of Directors approved, and directed that there be submitted to the shareholders of the Company to approve the change of name of the Company as follows:

That the Company changes the dual foreign name to 华流文化集团有限公司, subject to the approval and registration and the issuance of certificate of change of name issued by the Registrar of Corporate Affairs in the Cayman Islands

The name change will become effective conditional upon:

- 1.Approval of the shareholders by a resolution of members;
- 2.Approval and registration by the Registrar of Corporate Affairs in the Cayman Islands;
- 3.Issuance of the Certificate of Change of Name by the Registrar of Corporate Affairs in the Cayman Islands.

The proposed name change will not affect the Company's share capital, shareholding structure, rights of shareholders, or the validity or transferability of any share certificates. Existing share certificates bearing the name "POP CULTURE GROUP CO., LTD" will continue to be valid. When presented for transfer, new share certificates will be issued in the new name of the Company, if the proposed name change has taken effect.

The Board of Directors believes that the proposed name change reflects the Company's evolving brand identity and strategic direction.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.

PROPOSAL TWO

ADOPTION OF THE A&R M&A

(ITEM 2 ON THE PROXY CARD)

The Board of Directors approved, and directed that there be submitted to the shareholders of the Company to approve, the adoption of the proposed Amended and Restated Memorandum and Articles of Association of the Company (the “**A&R M&A**”), in its entirety and in substitution for and to the exclusion of the Amended and Restated Memorandum and Articles of Association of the Company currently in effect. The form of the A&R M&A is attached hereto as Appendix A to this proxy statement and includes amendments and revisions reflecting the new company name. Please see Appendix A for full details of all the amendments and revisions .

The adoption of the A&R M&A will become effective upon registration with the Registrar of Corporate Affairs in the Cayman Islands.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THIS PROPOSAL.

PROPOSAL THREE

APPROVAL FOR THE MEETING TO BE ADJOURNED TO A LATER DATE

(ITEM 3 ON THE PROXY CARD)

At the Meeting, you will be asked to approve the Meeting to be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the Meeting, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing proposals.

Recommendation of the Board of Directors

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS
VOTE “FOR” THIS PROPOSAL.**

OTHER MATTERS

GENERAL

The Board of Directors does not know of any matters other than those stated in this Proxy Statement that are to be presented for action at the Meeting. If any other matters should properly come before the Meeting, it is intended that proxies in the accompanying form will be voted on any such other matters in accordance with the judgment of the persons voting such proxies. Discretionary authority to vote on such matters is conferred by such proxies upon the persons voting them.

The Company will bear the cost of preparing, printing, assembling and mailing the proxy card, Proxy Statement and other material which may be sent to shareholders in connection with this solicitation. It is contemplated that brokerage houses will forward the proxy materials to beneficial owners at our request. In addition to the solicitation of proxies by use of the mails, officers and regular employees of the Company may solicit proxies without additional compensation, by telephone or telegraph. We may reimburse brokers or other persons holding Shares in their names or the names of their nominees for the expenses of forwarding soliciting material to their principals and obtaining their proxies.

If you have questions about the Meeting or other information related to the proxy solicitation, you may contact the Company at + 86-592-5968189.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders wishing to communicate with the Board of Directors or any individual director may write to the Board of Directors or the individual director to Pop Culture Group Co., Ltd, Room 1207-08, No. 2488 Huandao East Road, Huli District, Xiamen City, Fujian Province, the People's Republic of China. Any such communication must state the number of Shares beneficially owned by the shareholder making the communication. All such communications will be forwarded to the Board of Directors or to any individual director or directors to whom the communication is directed unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal, or similarly inappropriate, in which case the Company has the authority to discard the communication or take appropriate legal action regarding the communication.

WHERE YOU CAN FIND MORE INFORMATION

The Company files reports and other documents with the SEC under the Exchange Act. The Company's SEC filings made electronically through the SEC's EDGAR system are available to the public at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, NE, Room 1580, Washington, DC 20549. Please call the SEC at (800) SEC-0330 for further information on the operation of the public reference room.

By order of the Board of Directors

July 31, 2025

/s/ Zhuoqin Huang

Zhuoqin Huang

Chief Executive Officer and Chairman of the board of directors

Appendix A