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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)**

### **COMPLETION OF DISCLOSABLE TRANSACTION IN RESPECT OF ACQUISITION OF 51% OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUANCE OF CONSIDERATION SHARES UNDER GENERAL MANDATE**

References are made to the announcement of CA Cultural Technology Group Limited (the “**Company**”) dated 28 December 2020 (the “**28 December Announcement**”) and the announcement of the Company dated 26 February 2021 (the “**26 February Announcement**”) (collectively referred to as the “**Announcements**”) in relation to the Acquisition, which, according to the 26 February Announcement, has been aggregated with the First Acquisition to become a disclosable transaction. Capitalised terms used in this announcement have the same meanings as defined in the Announcements unless otherwise defined in this announcement.

The Board is pleased to announce that the Listing Committee has granted the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange. As all the conditions precedent set out in the Agreement have been fulfilled, the Completion took place on 9 March 2021. Upon the Completion, the Target Company will become an associate of the Group and the accounts of the Target Company will not be consolidated with that of the Group.

A total of 17,640,000 Consideration Shares were issued to the Vendor, at the issue price of HK\$2.50 per Consideration Share. The number of the Consideration Shares represent (i) approximately 1.83% of the issued share capital of the Company as at the date of the 28 December Announcement; and (ii) approximately 1.80% of the issued share capital of the Company as enlarged by the allotment and issuance of the Consideration Shares.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately after the Completion.

Shareholders	Immediately before the Completion		Immediately after the Completion	
	No. of Shares	Approximate%	No. of Shares	Approximate%
Newgate (PTC) Limited as trustee of The Fortune Trust created by Mr. Chong (Note 2)	405,167,000	42.03	405,167,000	41.27
Mr. Chong, Ms. LEE Sui Fong Fiona and their family members, being the beneficiaries of The Fortune Trust (Note 2)	405,167,000	42.03	405,167,000	41.27
Bright Rise Enterprises Limited (Notes 1, 2)	298,343,000	30.95	298,343,000	30.39
Mr. Chong Heung Chung Jason (Notes 1, 2) (“Mr. Chong”)	405,167,000	42.03	405,167,000	41.27
Fortress Strength Limited (Note 3)	19,315,000	2.00	19,315,000	1.97
Ms. Lee Sui Fong Fiona (Notes 1, 2, 3, 4)	405,167,000	42.03	405,167,000	41.27
Dragon Year Group Limited (Note 5)	50,280,000	5.22	50,280,000	5.12
Mr. Shinichiro Ikeda (Note 1, 5, 6)	405,167,000	42.03	405,167,000	41.27
Bonville Glory Limited (Note 7)	12,900,000	1.34	12,900,000	1.31
Mr. Ting Ka Fai Jeffrey (Notes 1, 7)	405,167,000	42.03	405,167,000	41.27
East Jumbo Development Limited (Note 8)	12,329,000	1.28	12,329,000	1.26
Ms. Or Den Fung Bonnie (Notes 1, 8)	405,167,000	42.03	405,167,000	41.27
Atlantis Capital Group Holdings Limited	140,682,000	14.59	140,682,000	14.33

Shareholders	Immediately before the Completion		Immediately after the Completion	
	No. of Shares	Approximate%	No. of Shares	Approximate%
HT Riverwood Multi-Growth Fund (Note 9)	140,682,000	14.59	140,682,000	14.33
Liu Yang (Note 10)	140,682,000	14.59	140,682,000	14.33
Central Huijin Investment Ltd.	136,459,000	14.15	136,459,000	13.90
China Construction Bank Corporation	136,459,000	14.15	136,459,000	13.90
Public Shareholders (other than the Vendor)	281,754,000	29.23	281,754,000	28.70
The Vendor	0	0	17,640,000	1.80

*Notes:*

- (1) Pursuant to the concert party agreement, the concert parties have agreed with certain arrangements pertaining to their shareholdings. Further information on the terms and conditions of the concert party agreement is set forth in the section headed “Controlling Shareholders and Substantial Shareholders – Summary of Concert Party Agreement” in the prospectus of the Company dated 28 February 2015.
- (2) Newgate (PTC) Limited is the sole shareholder of Bright Rise Enterprises Limited and it holds all the shares of Bright Rise Enterprises Limited in its capacity as the trustee of The Fortune Trust created by Mr. Chong in the Cayman Islands. The beneficiaries of The Fortune Trust currently include Mr. Chong, Ms. Lee Sui Fong Fiona and their family members. For The Fortune Trust, in terms of disclosure of interest, under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, it holds in total 298,343,000 Shares in the Company. Mr. Chong is the founder of The Fortune Trust, a discretionary trust who can influence how the trustee exercises his discretion.
- (3) Ms. Lee Sui Fong Fiona is the sole beneficial owner of all issued shares of Fortress Strength Limited which is the registered and beneficial owner of 19,315,000 Shares.
- (4) Ms. Lee Sui Fong Fiona is the spouse of Mr. Chong and she is deemed to be interested in our Shares interested by Mr. CHONG under the SFO.
- (5) Mr. Shinichiro Ikeda is the sole beneficial owner of all issued shares of Dragon Year Group Limited which is the registered and beneficial owner of 50,280,000 Shares.
- (6) Mr. Shinichiro Ikeda personally holds 12,000,000 Shares in the Company, representing approximately 1.22% of the shareholding percentage of Shares in issue as at the date of this announcement.
- (7) 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.
- (8) 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.

- (9) Pursuant to the relevant forms of Disclosure of Interest, HT Riverwood Multi-Growth Fund is indirectly owned by Liu Yang as of 50%.
- (10) Pursuant to the relevant forms of Disclosure of Interest, Liu Yang is interested in totally 140,682,000 Shares through her controlled corporations.

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

Hong Kong, 9 March 2021

*As of the date of this announcement, the executive Directors are Mr. Chong Heung Chung Jason, Mr. Ting Ka Fai Jeffrey and Ms. Liu Moxiang, and the independent non-executive Directors are Mr. Ni Zhenliang, Mr. Tsang Wah Kwong and Mr. Hung Muk Ming.*