

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

REPURCHASE MANDATE AND GENERAL MANDATE, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of CA Cultural Technology Group Limited (the “Company”) to be held at 10:00 a.m. on Thursday, 2 September 2021, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set forth in Appendix III to this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting of the Company or any adjourned meeting.

Completion and return of the accompanying form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting of the Company or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page ii of this document for measures being taken to try to prevent and control the spread of the Coronavirus at the Annual General Meeting, including:

- compulsory temperature checks
- compulsory wearing of face masks
- maintaining appropriate distancing and spacing between seats and in doing so, the Company may limit the number of the Annual General Meeting attendees as may be necessary to avoid over-crowding
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing novel coronavirus (“COVID-19”) pandemic, to safeguard the health and safety of the Shareholders who will be attending the Annual General Meeting in person, the Company will implement any or all of the following precautionary measures at the Annual General Meeting:

LIMITING ATTENDANCE IN PERSON AT THE VENUE OF ANNUAL GENERAL MEETING

The government of Hong Kong has recently announced the relaxation of certain restrictions on group gatherings which took effect on 29 April 2021. In particular, the specified business meeting exemption (which applies to annual general meetings) under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the Laws of Hong Kong) (the “**Regulation**”) has been further relaxed to permit group gatherings of up to 50 persons in each room or partitioned area (for indoor places) or 100 persons in each partitioned area (for outdoor places), provided that (among other conditions) all participants aged 16 or above have been administered with at least one dose of a COVID-19 vaccine.

Pursuant to the Regulation, if not all persons aged 16 or above participating in the specified business meeting have received at least one dose of a COVID-19 vaccine, the pre-existing capacity limit for such meeting will continue to apply, which is, group gatherings of more than twenty (20) persons for a shareholders’ meeting are required to be accommodated in separate partitioned rooms or areas of not more than twenty (20) persons each (the “**Requirement**”).

The Company will limit attendance in person at the venue of the Annual General Meeting in compliance with the Requirement prevailing at the time of the Annual General Meeting. Given the limited capacity of the venue of the Annual General Meeting and the requirements for social distancing to ensure the attendees’ safety, only Shareholders and/or their representatives and the relevant Annual General Meeting staff will be admitted to the Annual General Meeting on a first-come-first-serve basis. Admission to the venue of the Annual General Meeting will not be granted in excess of the capacity of the venue of the Annual General Meeting.

HEALTH AND SAFETY MEASURES AT THE ANNUAL GENERAL MEETING

The following measures will also be implemented at the Annual General Meeting:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

- (ii) Each attendee is required to wear face masks inside the Annual General Meeting venue at all times.
- (iii) Seating at the venue of the Annual General Meeting will be arranged so as to allow for appropriate social distancing and spacing between seats and comply with the relevant Requirement.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under laws, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to the Annual General Meeting Circular for Shareholders. Alternatively, the proxy form can be downloaded from the Company's website at www.animatechina.com. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the HKSCC), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company by email at karen.li@animatechina.com or Tel: 2180 9699/Fax: 2180 9700.

Shareholders are requested (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will closely monitor the development of the COVID-19 pandemic and ensure that the Annual General Meeting will be conducted in compliance with the laws, regulations and measures introduced by the Hong Kong government from time to time. The Company may implement further changes and precautionary measures where necessary, and may issue further announcement on such measures as and when appropriate.

Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Share Registrar and Transfer Office as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East,
Wan Chai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: 2862 8555

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 2 September 2021, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or any adjournment thereof (as the case may be);
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;
“Company”	CA Cultural Technology Group Limited (華夏文化科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 25 September 2013, and the Shares of which are listed on the Stock Exchange (stock code: 01566);
“Directors”	the directors of the Company;
“General Mandate”	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of not exceeding 20% of the number of the Shares in issue as of the date of passing the resolution approving the said mandate;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Notice”	the notice dated 30 July 2021 convening the Annual General Meeting as set forth on Appendix III to this circular;
“Ordinary Resolutions”	the proposed ordinary resolutions in respect of the matters referred to in the Notice;
“PRC”	The People’s Republic of China which for the purpose of this circular, does not include Hong Kong, The Macau Special Administrative Region of the People’s Republic of China and the Taiwan;
“Register of Members”	the register of members of the Company maintained by the Registrar in Hong Kong;
“Registrar”	the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the number of the Shares in issue as of the date of passing of the resolution approving the said mandate;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

EXPECTED TIMETABLE

Dispatch of this circular and notice of the Annual

General Meeting Thursday, 30 July 2021

Last time for lodging transfer forms of Shares to
qualify for attending and voting at the

Annual General Meeting 4:30 p.m. on
Friday, 27 August 2021

Closure of Register of Members for purpose of the

Annual General Meeting (both dates inclusive) from Monday, 30 August 2021
to Thursday, 2 September 2021

Latest time for lodging forms of proxy for the Annual

General Meeting (in any event not less than 48 hours
before the time appointed for holding the Annual

General Meeting or any adjournment thereof) 10:00 a.m. on
Tuesday, 31 August 2021

Date and time of the Annual General Meeting 10:00 a.m. on

Thursday, 2 September 2021

Notes:

1. All dates and time set forth in this circular refer to Hong Kong dates and time.
2. Dates or times specified in this circular are indicative only. Any change to the expected timetable will be published on the websites of the Company and the Stock Exchange and notified to the Shareholders as and when appropriate and in accordance with the Listing Rules and the Articles.



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)

Executive Directors:

Mr. CHONG Heung Chung Jason

(Chairman and Chief Executive Officer)

Mr. TING Ka Fai Jeffrey *(Chief Operating Officer)*

Ms. LIU Moxiang

Independent Non-executive Directors:

Mr. NI Zhenliang

Mr. TSANG Wah Kwong

Mr. HUNG Muk Ming

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place
of business:*

2905, 29/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

30 July 2021

To the Shareholders:

Dear Sir or Madam,

**REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice for the Annual General Meeting and information on the following resolutions proposed to be tabled at the Annual General Meeting, so as to enable you to make an informed decision on the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions include, inter alia, (i) the receipt of the audited financial statements for the financial year ended 31 March 2021; (ii) the proposed re-election of Directors who are due to retire by rotation at the Annual General Meeting; (iii) the re-appointment of auditor and authorization of the Board to fix its remuneration; and (iv) the proposed grant of each of the General Mandate and the Repurchase Mandate.

REPURCHASE MANDATE

On 30 September 2020, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, in order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares subject to the criteria set forth in this circular. In particular, the Shareholders should note that the maximum number of the Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the number of the Shares in issue as of the date of passing of the resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will end on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles, or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement in relation to the Repurchase Mandate is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix I to this circular.

GENERAL MANDATE

On 30 September 2020, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with the Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares or to grant any offers, agreements or options which would or might require the Shares to be issued, allotted or disposed of, representing up to 20% of the number of the Shares in issue as of the date of passing of the resolution. As of the Latest Practicable Date, the number of the Shares in issue was 981,702,000 and they were all fully paid up. Assuming that there is no change in the number of the Shares in issue between the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the maximum

LETTER FROM THE BOARD

number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 196,340,400 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the General Mandate the number of the Shares purchased under the Repurchase Mandate, if granted.

RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and shall then be eligible for re-election.

Ms. LIU Moxiang and Mr. TING Ka Fai Jeffrey will retire by rotation in accordance with Article 84 of the Articles. All retiring Directors, being eligible, would offer themselves for re-election at the Annual General Meeting. Further information on such retiring Directors is set forth in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

KTC Partners CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint KTC Partners CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. KTC Partners CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth in Appendix III to this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the grant of the General Mandate, the extension of the General Mandate and the re-election of the retiring Directors. The Annual General Meeting will be held at 10:00 a.m., on Thursday, 2 September 2021, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

LETTER FROM THE BOARD

PROXY ARRANGEMENT

A form of proxy for the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.**

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 30 August 2021 to 2 September 2021 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 27 August 2021 for such purpose.

VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the Stock Exchange's website and the Company's website after the conclusion of the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions set out in the notice for the Annual General Meeting, including, but without limitation to, the proposed grant of the General Mandate and the Repurchase Mandate, the re-appointment of the auditor, and the re-election of retiring Directors are in the best interest of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By order of the Board
CA Cultural Technology Group Limited
CHONG Heung Chung Jason
Executive Director

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange recognised for this purpose by the SFC and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and its shareholders have given a specific approval or general mandate to its directors to make the repurchase, by way of an ordinary resolution which has been passed at a general meeting.

PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as of the date of passing of the relevant resolution.

As of the Latest Practicable Date, the number of Shares in issue was 981,702,000 Shares and they were all fully paid up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as of the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 98,170,200 Shares (assuming that no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

The period of the Repurchase Mandate will end on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles, or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Listing Rules and the Companies Law. Under the Companies Law, the Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of the Shares made for the purpose, or, if so authorised by its memorandum of association, the Articles and subject to the Companies Law, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASE

On the basis of the consolidated financial position of the Company as of 31 March 2021 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. No repurchase would be made by the Company in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

PRICE OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
August	2.46	2.06
September	2.54	2.36
October	3.34	2.49
November	3.20	2.30
December	2.73	2.34
2021		
January	2.45	2.24
February	3.22	2.36
March	3.26	2.70
April	2.97	2.65
May	3.33	2.85
June	2.77	3.39
July (up to the Latest Practicable Date)	3.03	2.77

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

As of the Latest Practicable Date, none of the connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the Companies Law.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rules 26 and 32 of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As of the Latest Practicable Date, the substantial shareholders (as defined in the Listing Rules) of the Company, together with their parties acting in concert (within the meaning of the Takeovers Code) and their respective associates, were beneficially interested in 403,152,000 Shares representing 41.07% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the annual general meeting, the interests of the substantial Shareholders of the Company, together with their parties acting in concert and their respective associates, in the Company would be increased to 51.07% of the issued

Shares, which would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to an extent that such obligation of general offer would be triggered.

The Directors have no present intention to exercise the Repurchase Mandate to the extent that the purchase would result in the amount of Shares being held by the public to fall below 25% of the total issued share capital of the Company.

Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules.

SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company during the six months prior to the Latest Practicable Date.

CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting pursuant to the Articles.

Executive Directors

Mr. TING Ka Fai Jeffrey (丁家輝), aged 56, was appointed as an executive Director on 20 November 2014. Mr. TING is our Chief Operating Officer. Mr. TING joined our Group in January 2014, before which Mr. TING worked for Wah Shing during the period between 2008 and 2013 primarily on overseeing the production of the toy products by Wah Shing for Sino Action/China Animation BVI. Mr. TING is principally responsible for overseeing our daily business operations including the sales and the production activities and the implementation of our business plans. Mr. TING has approximately six years of experience in the merchandising industry. Before joining our Group and Wah Shing, Mr. TING was the deputy general manager with Tohki Enterprise Co., a furniture manufacturer, from 1 September 1992 to 31 July 1998. Mr. TING obtained the degree of bachelor of arts from the University of Western Australia in March 1991.

Save as disclosed above, Mr. TING has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. TING has not held (i) any position with the Company and any other members of the Group (except for being a director of various subsidiaries of the Company); and (ii) any directorship in other publicly listed companies in the last three years.

Ms. LIU Moxiang (劉茉香), aged 46, was appointed as an executive Director on 20 November 2014. Ms. LIU joined Shenzhen Wald in June 2012. Ms. LIU is principally responsible for implementing our business plans and strategies. Prior to joining our Group, Ms. LIU worked in sales team of エイメックストレーディング (Aimex Trading Co., Ltd.*) from April 2004 to July 2005. From October 2005 to June 2007, Ms. LIU worked for Walita Toys and Gifts Co., Ltd., Shenzhen as an assistant to the senior executives. Ms. LIU was the executive manager of Shenzhen Huaxia between June 2007 and June 2012. Ms. LIU graduated from 九江學院 (Jiujiang University*) (formerly known as 九江財經高等專科學院 (Jiujiang College of Finance and Economics*)) in July 1999 on international business. From October 1999 to March 2001, Ms. LIU attended Kobe YMCA Japanese Language School in Japan. Ms. LIU studied business administration in Kobe Gakuin University, Graduate School of Economics, in Japan from April 2002 to March 2004 and received a master degree of arts in business administration.

* For identification purpose only

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Ms. LIU has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Ms. LIU has not held (i) any position with the Company and any other members of the Group (except for being a director of various subsidiaries of the Company); and (ii) any directorship in other publicly listed companies in the last three years.

FURTHER INFORMATION ON THE RETIRING DIRECTORS

Disclosure of interests

As of the Latest Practicable Date, the interests and short positions of the retiring Directors in the Shares, underlying debentures of the Company and its associated corporations, within the meaning of Part XV of the SFO, which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions), or would be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or would be required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set forth in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Name of Directors	Capacity/ Nature of interest	Name of the controlled corporations	Name of company	Number of Shares ⁽¹⁾	Approximate percentage of interest in the Company
Mr. TING Ka Fai Jeffrey	Interest in a controlled corporation ⁽²⁾	Bonville ⁽²⁾	the Company	12,900,000 (L)	1.31%
	Interest in persons acting in concert ⁽³⁾	-	the Company	403,152,000 (L)	41.07%

Notes:

- (1) The letter "L" denotes the person's long position in our Shares.
- (2) All issued shares of Bonville are held by Mr. TING.
- (3) Pursuant to the Concert Party Agreement, the Concert Parties have agreed with certain arrangements pertaining to their Shareholding, further information on the terms and conditions of the Concert Party Agreement is set forth in the prospectus of the Company dated 28 February 2015.

Save as disclosed above, so far as the Directors are aware as of the Latest Practicable Date, Mr. TING and Ms. LIU Moxiang did not have any interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Particulars of service agreements of executive Directors

Mr. TING Ka Fai Jeffrey and Ms. LIU Moxiang have entered into respective service agreement with the Company with the following principal terms:

- (i) the service agreements are of a term of three years commenced on 12 March 2018 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party may terminate the agreement at any time by giving to the other not less than six months' prior written notice;
- (ii) annual remuneration of HK\$715,000 (including director's fee and salary) and discretionary bonus will be paid to Mr. TING Ka Fai Jeffrey in 2021; and
- (iii) annual remuneration of RMB324,000 (including director's fee and salary) and discretionary bonus will be paid to Ms. LIU Moxiang in 2021.

Policy on executive Directors' emoluments

The Company's policies concerning emoluments of the executive Directors are:

- (i) the amount of emoluments is determined on the basis of the relevant executive Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the executive Directors under their remuneration package; and
- (iii) the executive Directors may be granted, at the discretion of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration.

Other information

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.



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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of CA Cultural Technology Group Limited (the “**Company**”) will be held at 10:00 a.m., on Thursday, 2 September 2021, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) of the Company and Messrs. KTC Partners CPA Limited, the auditors of the Company for the financial year ended 31 March 2021;
2. (A) to re-elect Ms. LIU Moxiang as an executive Director;
(B) to re-elect Mr. TING Ka Fai Jeffrey as an executive Director;
3. to authorise the board (the “**Board**”) of Directors to determine the remuneration of the Directors;
4. to re-appoint Messrs. KTC Partners CPA Limited as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor of the Company; and
5. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

5(A). “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.10 each (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the memorandum and articles of association of

the Company (the “Articles”) and requirements of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (d) below) to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the number of Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the Shares in issue in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) *the conclusion of the next annual general meeting of the Company; or*
- (ii) *the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or*
- (iii) *the date upon which the authority set forth in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”*

5(B). **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary Shares or securities convertible into Shares or options, warrants or similar rights to subscriber for Shares or such convertible securities and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, debentures and other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of the Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire Shares of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles, shall not exceed 20% of the number of the Shares in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set forth in paragraph 5A(d) above; and

“Rights issue” means the allotment, issue or grant of Shares open for a period fixed by the Directors to holders of the Shares or any class of Shares thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or of such class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5(C). **“THAT:**

conditional upon the passing of resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to resolution No. 5B be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution No. 5A above, PROVIDED THAT such amount shall not exceed 10% of the number of the Shares in issue as of the date of passing this resolution.”

By order of the Board
CA Cultural Technology Group Limited
LUK Sik Tat
Company Secretary

Hong Kong, 30 July 2021

Notes:

1. Any Shareholders entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A Shareholder may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a Shareholder.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned annual general meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, 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 names stand in the register of members of the Company in respect of the joint shareholding.
6. The register of members of the Company will be closed from 30 August 2021 to 2 September 2021, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All transfers of Shares, accompanied by the relevant Share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 27 August 2021 for such purpose.
7. As of the date of this notice, Mr. CHONG Heung Chung Jason, Mr. TING Ka Fai Jeffrey and Ms. LIU Moxiang are the executive Directors; and Mr. NI Zhenliang, Mr. TSANG Wah Kwong and Mr. HUNG Muk Ming are the independent non-executive Directors.
8. Considering the outbreak of novel coronavirus 2019 ("COVID-19") pandemic, certain measures will be implemented at the annual general meeting (the "AGM") with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to undergo compulsory body temperature screening; (ii) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); (iii) seating will be arranged to ensure approximate social distancing; and (iv) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed "Precautionary Measures for the Annual General Meeting" on pages i and ii of the circular of the Company for the AGM dated 30 July 2021.
9. Please refer to Appendix II to the circular of the Company, of which this notice forms part, for biographical details of Mr. Ting Ka Fai Jeffrey and Mr. Liu Moxiang.

APPENDIX III NOTICE OF THE ANNUAL GENERAL MEETING

10. In relation to proposed resolution numbered 5(A) above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix I to the circular of the Company, of which this notice forms part.
11. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
12. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.