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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 THE DISCLOSEABLE TRANSACTION IN RELATION TO THE SHARE SWAP BETWEEN THE COMPANY AND FUTURE WORLD HOLDINGS LIMITED

Reference is made to the announcement of CA Cultural Technology Group Limited (the “**Company**”) dated 24 August 2021 (the “**Announcement**”) in relation to the Share Swap Agreement entered into between the Company and Future World. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SHARE SWAP AGREEMENT AND ISSUE OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that all the conditions precedent to Completion pursuant to the Share Swap Agreement have been fulfilled and Completion took place on 8 September 2021. The CA Cultural Subscription Shares have been allotted and issued to Golden Horse Hong Kong Investment Limited, being a nominee and a wholly-owned subsidiary of Future World, at the Subscription Price of HK\$2.38 per CA Cultural Subscription Share under the General Mandate. The FW Subscription Shares have been allotted and issued to the Company at the FW Subscription Price of HK\$0.10 per FW Subscription Share under the FW General Mandate.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion.

	Immediately before Completion		Immediately after completion		
	No. of Shares	Approximate %	No. of Shares	Approximate %	
Future World and its subsidiaries	–	–	4,000,000	0.41	
Concert parties	(1)	398,394,000	40.58	398,394,000	40.41
– Bright Rise Enterprises Limited	(2)	294,575,000	30.01	294,575,000	29.88
– Fortress Strength Limited	(3)	16,310,000	1.66	16,310,000	1.65
– Dragon Year Group Limited	(4)	50,280,000	5.12	50,280,000	5.10
– Mr. Shinichiro Ikeda		12,000,000	1.22	12,000,000	1.22
– Bonville Glory Limited	(5)	12,900,000	1.31	12,900,000	1.31
– East Jumbo Development Limited	(6)	12,329,000	1.26	12,329,000	1.25
Other public Shareholders		583,308,000	59.42	583,308,000	59.18
Total		981,702,000	100.00	985,702,000	100.00

Notes:

- Pursuant to a concert party agreement, Mr. Chong Heung Chung Jason, Bright Rise Enterprises Limited, Mr. Ting Ka Fai Jeffrey, Bonville Glory Limited, Ms. Lee Sui Fong Fiona, Fortress Strength Limited, Mr. Shinichiro Ikeda, Dragon Year Group Limited, Ms. Or Den Fung Bonnie and East Jumbo Development Limited have agreed with certain arrangements pertaining to their shareholding.
- 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 Heung Chung Jason, the chairman of the Board and an executive Director, in the Cayman Islands. The beneficiaries of The Fortune Trust currently include Mr. Chong Heung Chung Jason and his family members. Bright Rise Enterprises Limited is the registered and beneficial owner of 294,575,000 Shares.
- Ms. Lee Sui Fong Fiona is the spouse of Mr. Chong Heung Chung Jason and the sole beneficial owner of all issued shares of Fortress Strength Limited which is the registered and beneficial owner of 16,310,000 Shares.
- 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.

5. Mr. Ting Ka Fai Jeffrey, an executive Director, 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.
6. 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.

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

Hong Kong, 8 September 2021

As at 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.