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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 ISSUE OF NEW SHARES UNDER GENERAL MANDATE FOR DEBT CAPITALISATION

Placing Agent



References are made to the announcement of CA Cultural Technology Group Limited (the “**Company**”) dated 29 December 2021 in relation to, amongst other things, the Settlement and the Placing (the “**SP Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the SP Announcement.

#### THE SETTLEMENT COMPLETION

The Board is pleased to announce that all conditions of the Settlement have been fulfilled. Accordingly, the Settlement Completion took place on 14 January 2022 pursuant to the terms and conditions of the Settlement Deed.

Upon the Settlement Completion, a total of 98,170,000 Settlement Shares of HK\$0.405 per Settlement Share have been allotted and issued by the Company to the Creditor pursuant to the terms and conditions of the Settlement Deed, and the Indebtedness was settled accordingly.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Creditor and its ultimate beneficial owner are Independent Third Parties, and the Creditor has not become a substantial Shareholder upon the Settlement Completion.

## SHAREHOLDING STRUCTURE OF THE COMPANY BEFORE AND UPON COMPLETION OF THE SETTLEMENT

The shareholding structure of the Company immediately before and upon the Completion is as follows:

Shareholders	Immediately before the Settlement Completion		Immediately after the Settlement Completion	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Newgate (PTC) Limited as trustee of The Fortune Trust created by Mr. CHONG Heung Chung Jason ( <i>Note 2</i> )	226,352,000	22.96	226,352,000	20.88
Mr. CHONG, Ms. LEE Sui Fong Fiona and their family members, being the beneficiaries of The Fortune Trust ( <i>Note 2</i> )	226,352,000	22.96	226,352,000	20.88
Bright Rise Enterprises Limited ( <i>Note 2</i> )	137,196,000	13.92	137,196,000	12.66
Mr. CHONG Heung Chung Jason ( <i>Notes 2, 4</i> ) (“ <b>Mr. CHONG</b> ”)	226,352,000	22.96	226,352,000	20.88
Fortress Strength Limited	1,647,000	0.17	1,647,000	0.15
Ms. LEE Sui Fong Fiona ( <i>Notes 1, 2, 3, 4</i> )	226,352,000	22.96	226,352,000	20.88
Dragon Year Group Limited	50,280,000	5.10	50,280,000	4.64
Mr. Shinichiro IKEDA ( <i>Notes 1, 5, 6</i> )	226,352,000	22.96	226,352,000	20.88
Bonville Glory Limited	12,900,000	1.31	12,900,000	1.19
Mr. TING Ka Fai Jeffrey ( <i>Notes 1, 7</i> )	226,352,000	22.96	226,352,000	20.88
East Jumbo Development Limited	12,329,000	1.25	12,329,000	1.14
Ms. OR Den Fung Bonnie ( <i>Notes 1, 8</i> )	226,352,000	22.96	226,352,000	20.88
Atlantis Capital Group Holdings Limited	88,464,000	8.97	88,464,000	8.16
HT Riverwood Multi-Growth Fund ( <i>Note 9</i> )	88,464,000	8.97	88,464,000	8.16
LIU Yang ( <i>Note 10</i> )	88,464,000	8.97	88,464,000	8.16
Public Shareholders (other than Creditor)	670,886,000	68.06	670,886,000	61.90
The Creditor	0	0	98,170,000	9.06%
Total	<u>985,702,000</u>	<u>100.00%</u>	<u>1,083,872,000</u>	<u>100.00%</u>

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.

- (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 Heung Chung Jason in the Cayman Islands. The beneficiaries of the Fortune Trust currently include Mr. CHONG Heung Chung Jason, 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 226,352,000 Shares in the Company. Mr CHONG Heung Chung Jason 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 1,647,000 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 beneficial owner of 50,280,000 Shares.*
- (6) *Mr. Shinichiro Ikeda personally holds 12,000,000 Shares in the Company, representing approximately 1.11% of the shareholding percentage of Shares in issue.*
- (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 88,464,000 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, 14 January 2022

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