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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 BY DEBT CAPITALISATION

Reference is made to the announcement of CA Cultural Technology Group Limited (the “**Company**”) dated 23 February 2022 in relation to, amongst other things, the Settlement Deeds and the Debt Capitalisation (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

THE COMPLETION OF SETTLEMENT A AND SETTLEMENT B

The Board is pleased to announce that all conditions for each of Settlement A and Settlement B have been fulfilled. Accordingly, the Settlement Completion took place on 3 March 2022 pursuant to the terms and conditions of the respective Settlement Deeds.

Upon the completion for Settlement A, a total of 55,670,000 Settlement Shares of HK\$0.170 per Settlement Share have been allotted and issued by the Company to Creditor A pursuant to the terms and conditions of Settlement Deed A, and Indebted Sum A was settled accordingly.

Upon the completion for Settlement B, a total of 42,500,000 Settlement Shares of HK\$0.170 per Settlement Share have been allotted and issued by the Company to Creditor B pursuant to the terms and conditions of Settlement Deed B, and Indebted Sum B was settled accordingly.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, Creditor B, Creditor A and its ultimate beneficial owner are Independent Third Parties, and none of the Creditors has become a substantial Shareholder upon the completion for each of Settlement A and Settlement B.

SHAREHOLDING STRUCTURE OF THE COMPANY BEFORE AND UPON COMPLETION FOR SETTLEMENT A AND SETTLEMENT B

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

Shareholders	Immediately before Completion for Settlement A and Settlement B		Immediately after Completion for Settlement A and Settlement B	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Newgate (PTC) Limited as trustee of The Fortune Trust created by Mr. CHONG Heung Chung Jason (<i>Note 2</i>)	289,595,000	26.72	289,595,000	24.50
Mr. CHONG, Ms. LEE Sui Fong Fiona and their family members, being the beneficiaries of The Fortune Trust (<i>Note 2</i>)	289,595,000	26.72	289,595,000	24.50
Bright Rise Enterprises Limited (<i>Note 2</i>)	175,899,000	16.23	175,899,000	14.88
Mr. CHONG Heung Chung Jason (<i>Notes 2, 4</i>) (“ Mr. CHONG ”)	289,595,000	26.72	289,595,000	24.50
Fortress Strength Limited	26,187,000	2.42	26,187,000	2.22
Ms. LEE Sui Fong Fiona (<i>Notes 1, 2, 3, 4</i>)	289,595,000	26.72	289,595,000	24.50
Dragon Year Group Limited	50,280,000	4.64	50,280,000	4.25
Mr. Shinichiro IKEDA (<i>Notes 1, 5, 6</i>)	289,595,000	26.72	289,595,000	24.50
Bonville Glory Limited	12,900,000	1.19	12,900,000	1.09
Mr. TING Ka Fai Jeffrey (<i>Notes 1, 7</i>)	289,595,000	26.72	289,595,000	24.50
East Jumbo Development Limited	12,329,000	1.14	12,329,000	1.04
Ms. OR Den Fung Bonnie (<i>Notes 1, 8</i>)	289,595,000	26.72	289,595,000	24.50
Atlantis Capital Group Holdings Limited	11,209,000	1.03	11,209,000	0.95

Shareholders	Immediately before Completion for Settlement A and Settlement B		Immediately after Completion for Settlement A and Settlement B	
	No. of Shares	Approximate %	No. of Shares	Approximate %
HT Riverwood Multi-Growth Fund (Note 9)	11,209,000	1.03	11,209,000	0.95
LIU Yang (Note 10)	11,209,000	1.03	11,209,000	0.95
Public Shareholders (other than Creditors)	767,068,000	70.77	767,068,000	64.89
Creditor A	0	0	55,670,000	4.71
Creditor B	16,000,000	1.48	58,500,000	4.95
Total	<u>1,083,872,000</u>	<u>100.00</u>	<u>1,182,042,000</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 175,899,000 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 26,187,000 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 11,209,000 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, 3 March 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.