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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)**

### INSIDE INFORMATION – SUPPLEMENTAL ANNOUNCEMENT ON WINDING-UP PETITION

AND

### TERMINATION OF THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT

References are made to the following publications (the “**Publications**”) of CA Cultural Technology Group Limited (the “**Company**”):

- (i) announcement of the Company dated 10 May 2022 in relation to, amongst other things, the revised expected timetable for the rights issue on the basis of one (1) right share for every two (2) existing shares held on record date (the “**Rights Issue**”) and the supplemental underwriting agreement for the revision of expected timetable;
- (ii) announcement of the Company dated 25 May 2022 in relation to, amongst other things, the revised expected timetable for the Rights Issue and the second supplemental underwriting agreement for the revision of expected timetable;
- (iii) prospectus of the Company dated 2 June 2022 in relation to the Rights Issue (the “**Prospectus**”); and
- (iv) announcements of the Company respectively dated 1 June 2022, 8 June 2022 and 13 June 2022, in respect of the winding-up petition (the “**Winding-up Petition Announcements**”).

Unless otherwise stated, terms used herein shall have the same meanings as those defined in the Publications.

This announcement is made by the Company pursuant to Rules 13.09(2)(a) and 13.25(1)(b) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

### **SUPPLEMENTAL INFORMATION WITH RESPECT TO WINDING-UP PETITION**

Owing to the Petition against the Company as stipulated in the Announcement, the Company wishes to further announce that the Company shall proceed to apply for validation order (the “**Validation Order**”) in the High Court to protect the interests of the Company and the Shareholders as a whole. Shareholders are reminded that there is no guarantee that if applied, any validation order would be granted by the High Court. In the event where a validation order is not granted but the winding-up order is not dismissed or permanently stayed, all transfers of Shares, made after the commencement of the winding-up, shall be void.

The Company will keep its Shareholders and potential investors informed of any significant development of the Petition and the Validation Order and will make further announcement(s) as and when appropriate and in accordance with the Listing Rules.

### **TERMINATION OF THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT**

The Board announces that, at or around 3:40 p.m. on 20 June 2022, the Underwriter unilaterally terminated the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement) owing to the Petition.

As a result of the termination of the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement), it is of no further effect and neither party to the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement) shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

The Directors believe that the termination of the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement) and the Rights Issue have no material adverse impact on the interests of the Company and the Shareholders, as well as the existing business and financial position or the operations of the Group.

As at the date of this announcement, the Company intends to formulate alternative fundraising plan as a result of such termination, in order to secure further funding for the purposes contemplated under the Prospectus as intended use of proceeds, which were originally proposed to be funded by the Rights Issue.

As at the date of this announcement, such fundraising intention is preliminary and the Company has no concrete plan to raise funds, one of the possible directions for fundraising is equity financing, with the possible participation of the Underwriter, which, upon further discussions, indicated that the termination of the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement) was due to the Petition. The Company will make further announcement regarding any fund raising plan as and when appropriate and in accordance with the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 23 June 2022

*As of the date of this announcement, the executive Directors are Mr. Chong Heung Chung Jason, 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.*