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KYOSEI-BANK CO., LTD.
(Incorporated in Japan with limited liability)



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)

JOINT ANNOUNCEMENT

I. MONTHLY UPDATES;

**II. DELAY IN DESPATCH OF THE CIRCULAR ANNOUNCEMENT
IN RELATION TO**

- (1) ENTERING OF THE TERM SHEET;**
 - (2) CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**
 - (3) DEBT RESTRUCTURING;**
 - (4) ISSUE OF NEW SHARES**
 - (5) ISSUE OF CONVERTIBLE BONDS;**
 - (6) APPLICATION FOR WHITEWASH WAIVER;**
 - (7) SCHEME'S SPECIAL DEALS; AND**
 - (8) SPECIAL DEAL IN RELATION TO DEED OF SETTLEMENT;**
- III. 2nd SUPPLEMENTAL AGREEMENTS IN RELATION TO
SUBSCRIPTIONS AGREEMENTS; AND**
- IV. CONTINUED SUSPENSION OF TRADING**

Financial Adviser to the Company

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References are made to announcements jointly issued by CA Cultural Technology Group Limited (the “**Company**”) and Kyosei-Bank Co., Ltd. dated 15 March 2023 (the “**Joint Announcement**”), 6 April 2023, 21 April 2023, 12 May 2023, 2 June 2023, 14 July 2023, 21 August 2023, 25 September 2023, 26 October 2023 and 13 November 2023, 22 December 2023, 22 January 2024, 9 February 2024, 21 February 2024, 8 March 2024, 10 April 2024, 13 May 2024, 14 June 2024, 15 July 2024, 16 August 2024, 16 September 2024, 16 October 2024, 15 November 2024 and 16 December 2024 (collectively, the “**Updates and Delay Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement and Updates and Delay Announcements.

I. MONTHLY UPDATES

The Company would like to update the Shareholders on the following material developments relating to the Proposed Restructuring:

1. The Creditors’ Scheme was sanctioned without modification by the order of the High Court of Hong Kong on 19 March 2024. The Creditors’ Scheme will become effective when all the conditions precedent to the Creditors’ Scheme, among others, the completion of the Subscriptions having taken place, are satisfied;
2. The Company entered into the Deed of Settlement and a deed of mutual release as set out in the Company’s announcement dated 9 September 2024 with existing and new creditors of the Company for the purposes to release certain legal proceedings that involve the Company and reduce the amount of payables of the Company to lessen the Company’s liquidity pressures. The execution of the Deed of Settlement constitutes a special deal of the Company under Note 5 to Rule 25 of the Takeovers Code and the Company is incorporating the relevant information into the Circular;
3. At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 21 November 2024 and shall remain suspended pending further announcement. The Company is actively taking steps to apply for resumption of trading in the Shares;
4. With reference to the Company’s announcement dated 10 January 2025, the Company intends to engage an independent advisor to conduct an independent forensic investigation (the “**Investigation**”) covering the background and commercial rationale behind various transactions entered into with various parties, including those which eventually led to the impairments made in the financial years of 2022 and 2023. The Investigation is expected to take longer than two months to complete;
5. The Circular was scheduled to be despatched to the Shareholders on or before 16 January 2025; however, as at the date of this joint announcement, since the Company is still in the course of finalizing the contents of the Circular in response to the comments from the regulators, the expected despatch date of the Circular will be further delayed;

6. The Company has been preparing its responses to the comments from the Stock Exchange to obtain a consent under Rule 7.27B of the Listing Rules in relation to the Subscription and including the relevant information into the Circular; and
7. The Company is also in the course of preparing the application for the Whitewash Waiver and the Special Deals.

Save for the above, there has been no other significant development relating to the Proposed Restructuring. Further announcement(s) will be made as and when appropriate in compliance with the Takeovers Code on the status and progress including on the despatch of the Circular.

II. DELAY IN DESPATCH OF THE CIRCULAR AND REVISED EXPECTED TIMETABLE OF THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

As disclosed in the Updates and Delay Announcements, pursuant to Rule 8.2 of the Takeovers Code, the Circular containing, among other things, further details of (i) the Capital Reorganisation; (ii) the Change in Board Lot Size; (iii) the transactions under the Proposed Restructuring; (iv) application for the Whitewash Waiver; (v) the Special Deals; (vi) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Proposed Restructuring, the Whitewash Waiver and the Special Deals; (vii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Proposed Restructuring, the Whitewash Waiver and the Special Deals; and (viii) a notice convening the EGM is required to be despatched to the Shareholders within 21 days of the date of the Joint Announcement. As additional time is required for the Company to (i) prepare and finalise the Circular (including but not limited to, providing updates of material information of the Proposed Restructuring) and the application for the Whitewash Waiver, and to obtain consent by the Stock Exchange under Rule 7.27B of the Listing Rules in relation to the Subscriptions; and (ii) ascertain the latest affairs of the Company (including the results of the Investigation) before the despatch of the Circular, an application has been made to the Executive for, and the Executive has indicated that it is minded to grant its consent to an extension of time for the despatch of the Circular to the Shareholders (the “**Delay Despatch of the Circular**”) to a date falling on or before 16 May 2025.

As a result, the EGM has been postponed and the expected timetable of the Capital Reorganisation and the Change in Board Lot Size will be announced by the Company as and when appropriate.

III. 2nd SUPPLEMENTAL AGREEMENTS

With reference to the Company’s announcement dated 21 February 2024, the Company and the Investor entered into the Supplemental Subscription Agreements, pursuant to which the parties agreed to extend the Long Stop Date under each of the Subscription Agreements to 30 November 2024 or such later dates as the Company and the Investor may from time to time agree in writing.

In view of the latest status of the Subscriptions, the Group Reorganization and the Delay Despatch of the Circular, the Company and the Investor entered into the 2nd supplemental agreement to the Share Subscription Agreement and the 2nd supplemental agreement to the CB Subscription Agreement in respectively (collectively, the “**2nd Supplemental Subscription Agreements**”) on 16 January 2025, pursuant to which the parties agreed to extend the Long Stop Date under each of the Subscription Agreements to 31 August 2025 or such later dates as the Company and the Investor may from time to time agree in writing. Save as disclosed above, all other terms and conditions of the Subscription Agreements remain unchanged and in full force and effect in all respects.

IV. CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 21 November 2024 and shall remain suspended pending further announcement.

The Stock Exchange would not grant the listing of, and permission to deal in new Shares where the issue of such new Shares would cause or facilitate a breach of requirement(s) under the Listing Rules. The Subscriptions will result in the public float of the Shares being below the minimum public float requirement. The grant of the listing of, and permission to deal in the New Shares is subject to the Company to put in place adequate arrangements to meet the minimum public float requirement under Rule 8.08(1) of the Listing Rules at all times before and after the Completion.

Completion is subject to the fulfilment of the conditions precedent to the Subscriptions and the Creditors’ Scheme as set out in the Joint Announcement, including but not limited to, the Whitewash Waiver having been granted by the SFC and the listing of, and permission to deal in, the Subscription Shares, CB Conversion Shares and Scheme Shares having been granted by the Stock Exchange. In the event that the listing of, and permission to deal in the Subscription Shares, CB Conversion Shares and/or Scheme Shares is not granted, the Subscription Agreements and the Proposed Restructuring will not become unconditional and the Subscriptions and the Proposed Restructuring will not proceed. Accordingly, the Proposed Restructuring may or may not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

For and on behalf of
Kyosei-Bank Co., Ltd.
Kenichi Yanase
Director

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

16 January 2025

As of the date of this joint announcement, the executive Directors are Mr. Chong Heung Chung Jason and Ms. Liu Moxiang, and the independent non-executive Directors are Mr. Ni Zhenliang, Mr. Wang Guozhen and Mr. Hung Muk Ming.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Investor and the parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Investor) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Investor are Mr. Kenichi Yanase, Mr. Hiroshi Kaneko, Mr. Takahiro Haga and Mr. Kuniaki Yanase.

The directors of the Investor jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.