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中國全通(控股)有限公司
CHINA ALL ACCESS (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 633)

**INSIDE INFORMATION IN RESPECT OF
A WINDING-UP PETITION**

This announcement is made by the board (the “Board”) of directors (the “Directors”) of China All Access (Holdings) Limited (the “Company” and, together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of the Hong Kong).

WINDING UP PETITIONS AGAINST THE COMPANY

On 19 February 2021, a winding-up petition (the “Petition”) was filed by a promissory note holder (the “Petitioner”) with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “High Court of Hong Kong”) for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong). The Petition was scheduled to be heard before the High Court of Hong Kong on 26 May 2021. The Company is in the course of seeking legal advice on the above petition and is also actively dealing with such petition. According to the supplemental interim results announcement for the six months ended 30 June 2020 of the Company dated 30 September 2020, the Petitioner’s promissory note was issued by the Company, with an outstanding principal amount of HK\$847,080,000 was due since December 2018 and remains unsettled.

POTENTIAL IMPACT OF THE WINDING UP PETITIONS

Pursuant to section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32 of the Laws of Hong Kong), in the event that the Company is ultimately wound up as a result of the Petition, any disposition of the property of the Company, including things in action, and any transfer of shares of the Company (“Shares”), or alteration in the status of the members of the Company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void. The Company wishes to remind its shareholders and the potential investors of the Company of the risk that the Shares may be restricted as the deposits of the Shares into Central Clearing and Settlement System (“CCASS”) may be suspended due to the Petition.

Pursuant to the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (“HKSCC”) in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of shares of the Company, for participant(s) who conduct share transfers through HKSCC (the “Participant(s)”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of CCASS to temporarily suspend any of its services in respect of the shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into the CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominees Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities of the Company from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court. The Petition was filed in the Court only as an application for the winding-up of the Company and as at the date of this announcement no winding up order has been granted by the Court to wind-up the Company.

FURTHER ACTION TO BE TAKEN BY THE COMPANY

The Company is in the course of seeking advice from its legal advisors to determine the next steps and possible actions in respect of the Petition. In view of the impact of the possible winding up order on the transfer of shares, the Company is in the course of seeking advice from its legal advisers regarding a possible application to the High Court for a validation order. Shareholders are reminded that there is no guarantee that 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, after the commencement of the winding up, shall be void.

IMPACT OF THE PETITION ON OPERATIONS AND THE FINANCIAL POSITION OF THE COMPANY

As at date of this announcement, to the best knowledge of the Board, the Petition has had no material impact to the business operation and financial position of the Company and its subsidiaries.

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

Transfer of Shares may be restricted as the deposits of the Company's shares into CCASS may be suspended due to the Petition. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the securities of the Company.

By order of the Board
China All Access (Holdings) Limited
Shao Kwok Keung
Chief Executive Officer

Hong Kong, 22 February 2021

As at the date of this announcement, the executive Directors are Mr. Chan Yuen Ming and Mr. Shao Kwok Keung and the independent non-executive Directors are Mr. Wong Che Man Eddy, Mr. Lam Kin Hung Patrick and Mr. Tam Sui Kwan.