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中国优通控股
China UT Holding

CHINA U-TON FUTURE SPACE INDUSTRIAL GROUP HOLDINGS LTD.
中國優通未來空間產業集團控股有限公司

(In Liquidation)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6168)

**QUARTERLY UPDATE ON RESUMPTION PROGRESS AND
MONTHLY UPDATE PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by China U-Ton Future Space Industrial Group Holdings Ltd. (In Liquidation) (the “**Company**”), together with its subsidiaries, (the “**Group**”) pursuant to Rules 13.09 and 13.24A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), 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 Hong Kong) and Rule 3.7 of the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

References are made to the announcements of the Company dated 5 May 2021, 20 May 2021, 29 June 2021, 8 July 2021, 4 August 2021, 3 September 2021, 4 November 2021, 31 January 2022, 31 March 2022 and 4 April 2022 (the “**Announcements**”) in relation to, among other, (i) winding up of the Company by the High Court of Hong Kong and suspension of trading of the shares of the Company; (ii) delay in publication of the 2020 Annual Results and dispatch of the 2020 Annual Report; (iii) adjournment of Board meeting; (iv) appointment of joint and several liquidators of the Company; (v) Resumption Guidance; (vi) quarterly update; (vii) delay in publication of the 2021 Interim Results and dispatch of the 2021 Interim Report; (viii) delay in publication of the 2021 Annual Results and dispatch of the 2021 Annual Report; and (ix) the Framework Agreement. Capitalized terms herein shall bear the same meanings as defined in the Announcements, unless stated otherwise.

BUSINESS OPERATIONS OF THE GROUP

Following the Company being ordered to be wound up by the High Court of Hong Kong on 5 May 2021 in HCCW 57/2021 and the suspension of trading of shares of the Company on 5 May 2021, the Board still has effective control over the Company's subsidiaries which are still in operations.

The Group retains the design, deployment and maintenance of optical fibers services (“**Optical Fibers Services**”) and the environmentally intelligent technical products and services as its principal business activities. Leveraging on the business connections of the Group accumulated over the years in the field of Optical Fibers Services, the Group has set up a new Optical Fibers Services operation center in Thailand to serve customers located in Thailand during 2021 and a few binding agreements have already been entered into with customers in Thailand for Optical Fibers Services. The Group has also been actively expanding its business coverage to Hong Kong and is in the process of setting up the Hong Kong operation for the sustainable development of the Optical Fibers Services business of the Group in different regions.

The Board, after its assessment of the financial and operational position of the Group, has implemented a series of cost-cutting measures, including, but not limited to, dismissal of redundancy. The Group will continue to look for opportunities to streamline its assets, business and corporate structure in order to raise working capital. Further announcement(s) will be made by the Company to update its shareholders and potential investors on any development of the Group's business operation, as and when appropriate, in accordance with the Listing Rules.

RESUMPTION GUIDANCE

As disclosed in the Company's announcement dated 8 July 2021, the Stock Exchange has issued the Resumption Guidance to the Company. The Company has been taking steps and formulating a viable resumption proposal to fully comply with the Resumption Guidance and the Listing Rules to the Stock Exchange's satisfaction in order to have trading in the Company's shares resumed.

The Group will continue to review its existing businesses and its financial position from time to time and has been making its utmost effort to improve the Group's operating performance.

Further announcement(s) will be made by the Company to update its shareholders and potential investors as and when appropriate in accordance with the Listing Rules on any development on the Resumption Guidance.

UPDATES ON THE RESUMPTION PROGRESS

Proposed Restructuring

As disclosed in the announcement of the Company dated 4 April 2022, on 29 March 2022, the Company, the Potential Investor and Mr. Jiang Changqing (“**Mr. Jiang**”) entered into the Framework Agreement, in relation to, among others, the Potential Investor’s interest to invest a total amount of HK\$100,000,000 into the Company involving (i) the Possible Subscription; (ii) the entering into of the Creditors’ Scheme; and (iii) the Capital Reorganization, for the purpose of and in connection with the implementation of the Restructuring.

Further, under the Framework Agreement, the Company and the Potential Investor agreed that the Potential Investor shall initially provide a loan to the Company in the amount of HK\$10,000,000 payable in two installments, the loan proceeds of which shall be placed in a trust bank account controlled by the Liquidators on behalf of the Company (“**Trust Bank Account**”) for the settlement of partial professional fees in relation to the Restructuring. The first tranche of the loan of HK\$5,000,000 has been advanced by the Potential Investor into the Trust Bank Account and the remaining amount of the loan of HK\$5,000,000 shall be payable by the Potential Investor into the Trust Bank Account upon circulation of the draft interim results for the six months ended 30 June 2021 and the draft audited annual results for the year ended 31 December 2021 by the auditors of the Company to the Company.

The Potential Investor also agreed to provide the interim financing in cash to the Group so as to fully support the working capital requirement of the business operation of the Group in Hong Kong. The Company agreed to grant in favor of the Potential Investor a fixed charge over the entire share capital of the operating company which receives the Interim Financing from the Potential Investor as security for the Investor Payment.

If the Possible Subscription materializes, upon completion of the Possible Subscription, the Potential Investor and the parties acting in concert with it may in aggregate be interested in more than 50% of the entire issued share capital of the Company as enlarged by the allotment and issuance of the Subscription Shares which may lead to a change in control of the Company and will then give rise to an obligation on the part of the Potential Investor (and any parties acting in concert with it) to make a mandatory unconditional general offer for all the Shares (other than those already owned or agreed to be acquired by the Potential Investor or parties acting in concert with it) under Rule 26.1 of the Takeovers Code.

Updates on winding up proceedings

With effect from 25 June 2021, Mr. Ho Man Kit and Ms. Kong Sze Man Simone of Maninvest Asia Limited have been appointed as joint and several liquidators of the Company pursuant to an order dated 25 June 2021 made by the High Court of Hong Kong.

As at the date of this announcement, the Liquidators had, among others, been engaging with the significant creditors of the Company to understand the debt position of the Company, and requested for supporting documentations in respect of the debts of the Company and, if available, reviewed such documentations.

Outstanding financial results

As disclosed in the announcements of the Company dated 20 May 2021, 3 September 2021 and 31 March 2022, the publication of the 2020 Annual Results, the 2021 Interim Results and 2021 Annual Results and the dispatch of the 2020 Annual Report, the 2021 Interim Report and 2021 Annual Report were delayed, pending the completion of the audit of the financial statements of the Group for the year ended 31 December 2020, the six months ended 30 June 2021 and the year ended 31 December 2021, respectively. The finalization and publication of the 2020 Annual Results, the 2021 Interim Results and 2021 Annual Results and the dispatch of the 2020 Annual Report, the 2021 Interim Report and 2021 Annual Report continue to be delayed as additional time is required to complete the audit.

The Company will make further announcement(s) to update the Shareholders and potential investors on the date of publication of the 2020 Annual Results, the 2021 Interim Results and the 2021 Annual Results and the date of dispatch of the 2020 Annual Report, the 2021 Interim Report and the 2021 Annual Report.

MONTHLY UPDATE PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

Reference is made to the announcement of the Company dated 4 April 2022 in relation to, among other things, the entering into of the Framework Agreement in respect of the Potential Investor's interest to invest a total amount of HK\$100,000,000 into the Company involving (i) the Possible Subscription; (ii) the entering into of the Creditors' Scheme; and (iii) the Capital Reorganization, for the purpose of and in connection with the implementation of the Restructuring.

The Company wishes to provide updates to its shareholders and potential investors that as at the date of this announcement, the discussions amongst the Company, Mr. Jiang and the Potential Investor in respect of the terms of the Formal Agreement, including but not limited to the Possible Subscription, are still continuing and no definitive nor legally binding agreement has been entered into amongst the parties to the Framework Agreement for the purpose of and in connection with the implementation of the Restructuring.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made by the Company until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the Listing Rules and the Takeovers Code (as the case may be).

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 3:00 p.m. on Wednesday, 5 May 2021 and will remain suspended pending fulfilment of the resumption guidance and any supplement or modification thereto. Further announcements will be made to provide further updates to the shareholders and potential investors of the Company as and when appropriate.

WARNINGS:

The Formal Agreement may or may not proceed to signing or completion. Even if the definitive Formal Agreement is signed, completion of the Possible Subscription may still be subject to the fulfillment (or, where applicable, waiver) of the conditions precedent contained therein. There is no assurance that the Possible Subscription or the possible mandatory general offer pursuant to Rule 26.1 of the Takeovers Code (if the Whitewash Waiver condition is waived) will materialize or eventually be consummated. Persons who are in doubt as to the action they should take should consult their stockbroker(s), bank manager(s), solicitor(s) or other professional advisor(s).

Mr. Ho Man Kit
Joint and Several Liquidator of
CHINA U-TON FUTURE SPACE
INDUSTRIAL GROUP HOLDINGS LTD.
(In Liquidation)

Hong Kong, 4 May 2022

As at the date of this announcement, the executive directors of the Company are Mr. Jiang Changqing, Mr. Zhao Feng, Ms. Liu Jianzhou, Mr. Chen Qizheng, Mr. Liu Zhen and Mr. Mok Kwan Leong; the non-executive director is Mr. Ge Lingyue; the independent non-executive directors are Mr. Wang Haiyu, and Ms. Wu Hanpu.

The affairs, business and property of the Company in Hong Kong are being managed by Mr. Ho Man Kit and Ms. Kong Sze Man Simone, the joint and several liquidators, who act as the agent of the Company only and without personal liability.

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

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