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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)**

**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 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 4 April 2022, 4 May 2022, 16 May 2022, 2 June 2022, 4 July 2022 and 4 August 2022 (the “**Announcements**”) and the circular of the Company dated 2 June 2022 (the “**Circular**”) in relation to, among other things, (i) 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 (a) the Possible Subscription; (b) the entering into of the Creditors’ Scheme; and (c) the Capital Reorganization, for the purpose of and in connection with the implementation of the Restructuring; (ii) the monthly update pursuant to Rule 3.7 of the Takeovers Code; and (iii) the Capital Reduction and the Sub-division. Capitalized terms herein shall bear the same meanings as defined in the Announcements and the Circular, unless stated otherwise.

**UPDATE ON THE POSSIBLE SUBSCRIPTION**

The Company wishes to provide updates to the 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.

Pursuant to the Framework Agreement, the Company shall implement the restructuring of the capital structure of the Company to facilitate the new share issuance of the Company under the Possible Subscription and the Creditors' Schemes. On 16 May 2022, the Company proposed to implement the Capital Reduction and the Sub-division for the possible issue of new Shares by the Company under the Possible Subscription and the Creditors' Schemes as part of the Restructuring. The Circular has been dispatched by the Company to the Shareholders on 2 June 2022. The Capital Reduction and Sub-division were duly approved by the Shareholders at the EGM held on 27 June 2022. Please refer to the announcement of the Company dated 27 June 2022 for further details on the poll results of the EGM.

Pursuant to the Framework Agreement, the Potential Investor agreed to provide the Interim Financing to the Group so as to fully support the working capital requirement of the business operation of the Group in Hong Kong. Further, the Company agreed to grant in favour 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.

On 24 June 2022, the Potential Investor entered into a loan agreement with a wholly-owned subsidiary of the Company (the "**Borrower**"), pursuant to which the Potential Investor agreed to grant an interest-free term loan in the amount of up to HK\$10,000,000 to the Borrower (the "**Loan**") to support the working capital requirement of the business operation of the Group in Hong Kong. The Loan is repayable in 12 months after the date of the first drawdown of the Loan. The Group agreed to grant in favour of the Potential Investor a fixed charge over the entire share capital of a wholly-owned operating subsidiary of the Borrower in Hong Kong as security for the Loan.

## **MONTHLY UPDATES**

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, 5 September 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 independent non-executive directors are Mr. Wang Haiyu, Mr. Mok Hon Kwong Thomas and Mr. Ma Yu-heng.*

*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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