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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  
AND  
END OF OFFER PERIOD**

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, 4 August 2022 and 5 September 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, on 29 September 2022, the Company and the Liquidators entered into a restructuring agreement (the “**Restructuring Agreement**”) with the Potential Investor and its sole director and sole beneficial owner, Dr. Chuang Tsz Cheung, Christopher (together, the “**Investors**”), pursuant to which the Company will implement the Restructuring which involves (i) the reorganization of the share capital of the Company by way of the Capital Reduction and the Sub-division; (ii) the subscription of new Shares by the Investors (the “**Subscription**”); (iii) the reorganization of the Group; (iv) the placing of new Shares by a placing agent; (v) the Creditors’ Schemes; (vi) the proposed repayment of onshore loans due to a bank in the PRC; and (vii) the resumption of trading of the Shares on the Stock Exchange.

Upon completion of the Subscription, the Investors and the parties acting in concert with any of them will 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 will lead to a change in control of the Company and give rise to an obligation on the part of the Investors to make a mandatory unconditional general offer for all the Shares (other than those already owned or agreed to be acquired by the Investors and parties acting in concert with any of them) under Rule 26.1 of the Takeovers Code unless a waiver from strict compliance with Rule 26.1 of the Takeovers Code is granted by the Executive. The Investors will make an application to the Executive for the granting of the Whitewash Waiver in this regard and the obtaining of the Whitewash Waiver is not a waivable condition to the completion of the Subscription under the Restructuring Agreement.

The Company is preparing an announcement under Rule 3.5 of the Takeovers Code and 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).

#### **END OF OFFER PERIOD**

Since the obtaining of the Whitewash Waiver is not a waivable condition to the completion of the Subscription under the Restructuring Agreement, the offer period for the Company has ended on the date of this announcement.

#### **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:**

**Completion of the transactions contemplated under the Restructuring Agreement are subject to the fulfillment (or, where applicable, waiver) of the conditions precedent contained therein. There is no assurance that the transactions contemplated under the Restructuring Agreement 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 October 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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