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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China U-Ton Future Space Industrial Group Holdings Ltd. (In Liquidation) (the “**Company**”) will be held at Units 1405-1407, Dominion Centre, 43-59 Queen’s Road East, Wan Chai, Hong Kong at 10:00 a.m. on Friday, 30 December 2022 to consider and, if thought fit, approve, with or without modification, the following resolutions:

**AS ORDINARY RESOLUTIONS**

**Restructuring Agreement**

1. “**THAT:**

- (a) the terms of the restructuring agreement dated 29 September 2022 (“**Restructuring Agreement**”) entered into by and among the Company, its joint and several liquidators (the “**Liquidators**”) and Dr. Chuang Tze Cheung Christopher and GSC Limited (together with Dr. Chuang Tze Cheung Christopher, the “**Investors**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purposes) for the implementation of the restructuring of the Group comprising, among other things, (i) the proposed capital reduction of the Company involving the cancellation of paid up capital to the extent of HK\$0.099 on each of the shares in the Company (the “**Shares**”) by reducing of the nominal value of all of the issued and unissued Shares from HK\$0.10 each to HK\$0.001 (the “**Capital Reduction**”) and the sub division of each authorized but unissued share into 100 new authorized but unissued shares after the Capital Reduction (“**Sub-division**”, together with the Capital Reduction, the “**Capital Reorganization**”, and the new share(s) following the Capital Reorganization of unissued shares becoming effective with a par value of HK\$0.001 each shall be referred to as “**New Share(s)**”); (ii) the subscription of the Investors of 21,449,572,237 New Shares (the “**Subscription**”); (iii) the proposed placing of up to 1,429,971,482 New Shares (the “**Placing**”); (v) the proposed scheme of arrangement pursuant to section 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622) and to be made between the Company and its creditors (the “**Hong Kong Scheme**”), and the transactions contemplated thereunder and the execution and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;

- (b) the terms of the subscription agreement entered into by the Company, the Liquidators, and the Investors as subscribers and the execution and the performance thereof by the Company, be and are hereby confirmed, ratified and approved;
- (c) the allotment and issue of shares by the Company for the subscription of 21,449,572,237 New Shares (the “**Subscription Shares**”) by the Investors, be and are hereby confirmed, ratified and approved;
- (d) the allotment and issue of shares by the Company for the placing (the “**Subscription**”) of up to 1,429,971,482 New Shares (the “**Placing Shares**”) be and are hereby confirmed, ratified and approved;
- (e) the allotment and issue of 2,859,942,965 New Shares (the “**Creditors’ Shares**”) by the Company to a company to be incorporated in Hong Kong with limited liability, being a special purpose vehicle to be held and controlled by the scheme administrators under the Hong Kong Scheme be and are hereby confirmed, ratified and approved; and
- (f) any one of the Liquidators or any one Director be and is hereby authorized generally to do all acts, deeds and things, to take all steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required), as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with carrying into effect, giving effect to, implementing or completing any of the foregoing, and any and all actions heretofore taken by any one Liquidator or any one Director that are consistent with the aforesaid be and are hereby confirmed, ratified and approved.”

### **Specific Mandates**

2. “**THAT** the directors of the Company be and are hereby granted specific mandates to exercise the powers of the Company to issue and allot the Subscription Shares subject to and in accordance with the terms and conditions of the Subscription Agreement, to issue and allot the Placing Shares in accordance with the terms and conditions set out in the Restructuring Agreement, and to issue and allot the Creditors’ Shares in accordance with the terms and conditions of the Hong Kong Scheme.”

### **Special Deal**

3. “**THAT** conditional upon the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) granting consent to the proposed settlement of indebtedness due to Donghai Investment Fund Series SPC, acting on behalf of and for the accounts of Donghai Overseas Stable Income fund SP (“**Donghai**”) which holds 77,380,000 Shares in the Company, and which constitutes a special deal under the Hong Kong Scheme under Note 5 to Rule 25 of the Takeovers Code (the “**Special Deal**”) if Donghai is admitted as a scheme creditor of the Company by the scheme administrators through its participation in the Hong Kong Scheme upon taking effect of the Hong Kong Scheme, the Special Deal be and is hereby confirmed, ratified and approved.”

### **Appointment of Directors**

4. “**THAT** conditional upon the completion of the Restructuring Agreement and the transactions contemplated thereunder and effective from the date of resumption of trading of the Shares (or the New Shares if the Capital Reorganization has become effective) on the Stock Exchange of Hong Kong Limited:–
  - a. Dr. Chuang Tze Cheung Christopher be appointed as an executive Director;
  - b. Ms. Tang Shaofen be appointed as an executive Director;
  - c. Mr. Xie Jinggaung be appointed as an executive Director;
  - d. Ms. Lai Yeung Fun be appointed as an independent non-executive Director;
  - e. Mr. Zhong Weifeng be appointed as an independent non-executive Director; and
  - f. Mr. Zhang Lu Fu be appointed as an independent non-executive Director.”

### **AS A SPECIAL RESOLUTION**

#### **Whitewash Waiver**

5. “**THAT** subject to the passing of Resolutions Nos. 1 to 3 set out in this Notice:
  - a. the whitewash waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive of the Securities and Futures Commission of Hong Kong (the “**SFC**”) pursuant to Note 1 on dispensations from Rule 26 of The Hong Kong Codes on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation (either unconditionally or subject to such conditions as may be required by the SFC) on the part of the Investors and parties acting in concert with it/them (which has the meaning as that ascribed in the Takeovers Code, including those presumed to be acting in concert thereunder) to make a mandatory general offer for all the New Shares not already owned or agreed to be acquired upon completion of the Subscription, be and is hereby approved; and

- b. any one of the Liquidators or any one Director be and is hereby authorized generally to do all acts, deeds and things, to take all steps, and to approve, sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required), as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with carrying into effect, giving effect to, implementing or completing any of the foregoing, and any and all actions heretofore taken by any one Liquidator or any one Director that are consistent with the aforesaid be and are hereby confirmed, ratified and approved.”

Yours faithfully  
For and on behalf of  
**China U-Ton Future Space Industrial Group Holdings Ltd.**  
*(In Liquidation)*  
**Mr. Ho Man Kit**  
**Ms. Kong Sze Man Simone**  
*Joint and Several Liquidators*  
*Acting as agents only without personal liability*

Hong Kong, 2 December 2022

*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Unit B, 12/F  
Hang Seng Causeway Bay Building  
28 Yee Wo Street  
Causeway Bay  
Hong Kong

*As at the date of this notice, the executive Directors are Mr. Jiang Changqing, and Mr. Zhao Feng, Ms. Liu Jianzhou, Mr. Chen Qizheng, Mr. Liu Zhen and Mr. Mok Kwan Leong, and 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 agents of the Company only and without personal liability.*

*Website: [www.chinauton.com.hk](http://www.chinauton.com.hk)*

*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A member holding two or more shares entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, at the office of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the "**Share Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours (i.e. Wednesday, 28 December 2022) before the time appointed for the holding of the EGM or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 21 December 2022 to Friday, 30 December 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 20 December 2022.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. If Typhoon Signal No. 8 or above, or extreme conditions caused by super typhoons or a "**black**" rainstorm warning is in effect in Hong Kong any time after 6:30 a.m. on the date of the EGM, the EGM will be adjourned in accordance with the amended and restated articles of association of the Company and the Shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the amended and restated articles of association of the Company.
6. Any voting at the EGM shall be taken by poll.