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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)**

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON FRIDAY, 30 DECEMBER 2022;  
(2) GRANT OF THE WHITEWASH WAIVER;  
AND  
(3) GRANT OF THE CONSENT TO SPECIAL DEAL**

The Board is pleased to announce that all the proposed ordinary resolutions and special resolution as set out in the Notice were duly passed by the Independent Shareholders by poll at the EGM held on Friday, 30 December 2022.

On 7 December 2022, the Executive has conditionally granted the Whitewash Waiver to the Investors; and the Executive has conditionally consented to the Special Deal. The sole condition to the Executive's consent to the Special Deal has been fulfilled as of the date of this announcement.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (“**EGM**”) of China U-Ton Future Space Industrial Group Holdings Ltd. (In Liquidation) (the “**Company**”) both dated 2 December 2022. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the proposed ordinary resolutions and special resolution as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on Friday, 30 December 2022.

As at the date of the EGM, the total number of issued Shares was 2,859,942,965 Shares. All resolutions were required to be voted by the Independent Shareholders by way of poll. The Investors Concert Group and those Shareholders (other than in their capacity as a Shareholder) who are interested or involved in, the Restructuring Agreement and the transactions contemplated thereunder, the Specific Mandates, the Whitewash Waiver, the Special Deal, or the proposed appointment of Directors and their associates and parties acting in concert with any of them (including Mr. Jiang, his associates and Donghai) shall abstain, and did abstain, from voting on the relevant resolutions to approve the Restructuring Agreement in relation to the Restructuring and the transactions contemplated thereunder (including the Capital Reorganization, the Subscription, the Placing, and the Hong Kong Scheme), the grant of the Specific Mandates, the proposed appointment of Directors, the Special Deal and the Whitewash Waiver (namely, ordinary resolutions nos. 1-4 and special resolution no. 5). The total number of issued Shares held by the Independent Shareholders who were entitled to attend and vote for or against ordinary resolutions nos. 1-4 and special resolution no. 5 would be 2,223,932,965 Shares.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour in the EGM as set out in Rule 13.40 of the Listing Rules.

None of the Shareholders had indicated in the Circular their intention to vote against or to abstain from voting on the resolutions at the EGM.

The total number of issued Shares held by the Independent Shareholders or their proxies who have attended the EGM and are entitled to vote is 737,658,908 Shares, representing approximately 25.79% of the total number of issued Shares of the Company as at the date of this announcement.

The EGM was chaired by Mr. Mok Kwan Leong, an executive Director. The attendance record of the Directors at the EGM was as follows: Mr. Mok Kwan Leong attended the EGM in person; Mr. Jiang Changqing, Mr. Zhao Feng, Mr. Chen Qizheng, Mr. Liu Zhen, Mr. Mok Hon Kwong Thomas and Mr. Ma Yu-heng attended the EGM by electronic means, and Ms. Liu Jianzhou and Mr. Wang Haiyu did not attend the EGM due to other business engagement.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The ordinary resolutions and special resolution were duly passed and details of the poll results are as follows:

<b>Ordinary resolutions</b> <i>(Note)</i>		<b>Number of votes cast and approximate percentage of total number of vote cast</b>	
		<b>For</b>	<b>Against</b>
		<i>Number of Shares (Approximate %)</i>	<i>Number of Shares (Approximate %)</i>
1.	To approve the terms of the Restructuring Agreement involving the Capital Reorganization, the Subscription, the Placing, the Hong Kong Scheme and the transactions contemplated thereunder, the terms of the subscription agreement, and the allotment and issue of the Subscription Shares, Placing Shares and the Creditors' Shares	737,658,908 100%	0 0%
2.	To grant the Specific Mandates to the Directors to issue and allot the Subscription Shares, the Placing Shares and the Creditors' Shares	737,658,908 100%	0 0%
3.	To approve the Special Deal	737,658,908 100%	0 0%
4.	To approve the appointment of Dr. Chuang Tze Cheung Christopher, Ms. Tang Shaofen and Mr. Xie Jinggaung as executive Directors, and the appointment of Ms. Lai Yeung Fun, Mr. Zhong Weifeng and Mr. Zhang Lu Fu as independent non-executive Directors	737,658,908 100%	0 0%
<b>Special resolution</b> <i>(Note)</i>		<b>For</b>	<b>Against</b>
		<i>Number of Shares (Approximate %)</i>	<i>Number of Shares (Approximate %)</i>
5.	To approve the Whitewash Waiver	737,658,908 100%	0 0%

*Note:* Please refer to the Notice for full text of the resolutions.

As more than 50% of the votes were cast in favour of the ordinary resolutions nos. 1-4 and more than 75% of the votes were cast in favour of the special resolution no. 5, the resolutions were duly passed as ordinary resolutions and a special resolution of the Company at the EGM respectively.

## EFFECT OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purposes only, set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Capital Reorganization becoming effective; and (iii) immediately after the Capital Reorganization becoming effective and completion of the Subscription, the Placing and the Hong Kong Scheme:

Shareholder	As at the date of this announcement		Immediately after the Capital Reorganization having become effective		Immediately after the Capital Reorganization having become effective and completion of the Subscription, the Placing, and the Hong Kong Scheme	
	Number of Shares	Approx. %	Number of New Shares	Approx. %	Number of New Shares	Approx. %
<b>The Investors Concert Group</b>						
GSC	-	-	-	-	15,729,686,307	55.00
Dr. Chuang	-	-	-	-	5,719,885,930	20.00
<b>Sub-total</b>	-	-	-	-	21,449,572,237	75.00
Scheme Co	-	-	-	-	2,859,942,965	10.00
Placees	-	-	-	-	1,429,971,482	5.00
Mr. Jiang and his associates ( <i>Note 1</i> )	558,630,000	19.53	558,630,000	19.53	558,630,000	1.95
Xinjiang Borun Investment Holdings Limited	417,269,077	14.59	417,269,077	14.59	417,269,077	1.46
Mr. Chen Xiaotong and his associates	213,797,100	7.48	213,797,100	7.48	213,797,100	0.75
HNA Tourism Group	200,540,000	7.01	200,540,000	7.01	200,540,000	0.70
Ms. Cheng Weihong	169,545,000	5.93	169,545,000	5.93	169,545,000	0.59
Mr. Liu Xuezhong	162,783,000	5.69	162,783,000	5.69	162,783,000	0.57
Donghai	77,380,000	2.71	77,380,000	2.71	77,380,000	0.27
Other Public Shareholders	1,059,998,788	37.06	1,059,998,788	37.06	1,059,998,788	3.71
<b>Total:</b>	<u>2,859,942,965</u>	<u>100.00</u>	<u>2,859,942,965</u>	<u>100.00</u>	<u>28,599,429,649</u>	<u>100.00</u>

### Note 1:

Mr. Jiang is the chairman and an executive Director of the Company. Mr. Jiang held 6,400,000 Shares directly as beneficial owner, and 542,035,000 Shares are held by him indirectly via Bright Warm Limited, the entire issued capital of which is beneficially owned by Mr. Jiang. Further, Mr. Jiang is deemed to be interested in the 10,195,000 Shares held by his spouse, Ms. Guo Aru, by virtue of the SFO. As it is proposed that Mr. Jiang will resign as an executive Director before Completion, Mr. Jiang will become a public Shareholder upon the Completion.

## **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 7 December 2022, granted the Whitewash Waiver to the Investors, subject to the fulfilment of the following conditions:

- (i) the Whitewash Waiver and other transactions contemplated under the Restructuring Agreement being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and
- (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Investors and their concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

As the Whitewash Waiver and other transactions contemplated under the Restructuring Agreement have been approved by the Independent Shareholders respectively at the EGM by poll, the abovementioned condition (i) has been fulfilled as at the date of this announcement. Condition (ii) will be fulfilled on the date of completion of the Restructuring. Further announcement(s) will be made by the Company upon completion of the Restructuring, and issue of the Subscription Shares, the Placing Shares and the Creditors' Shares.

## **CONSENT TO THE SPECIAL DEAL**

On 7 December 2022, the Executive has consented to the Special Deal, subject to the Special Deal being approved by a vote of the independent shareholders of the Company at a general meeting of the Company, to be taken on a poll. As the Special Deal has been approved by the Independent Shareholders at the EGM by poll, such condition to the Special Deal has been fulfilled as at the date of this announcement.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the Shares 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 release of the announcement is not an indication that (a) the transactions contemplated under the Restructuring Agreement will be implemented and/or completed, or (b) the Resumption has been or will be approved, or (c) trading of the Shares will be resumed, or (d) the approval for the listing of the Subscription Shares, the Placing Shares and Creditors' Shares (if any) will be granted, or (e) the conditions precedent to the Restructuring pursuant to the Restructuring Agreement have been or will be fulfilled, or (f) Completion will take place.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 30 December 2022

*As at the date of this announcement, the executive Directors 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.*