

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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華夏文化科技集團
CA CULTURAL TECHNOLOGY GROUP

CA CULTURAL TECHNOLOGY GROUP LIMITED

華夏文化科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01566)

REPURCHASE MANDATE AND GENERAL MANDATE, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of CA Cultural Technology Group Limited (the “Company”) to be held at 10:00 a.m. on Tuesday, 1 November 2022, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set forth in Appendix III to this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting of the Company or any adjourned meeting.

Completion and return of the accompanying form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting of the Company or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page ii of this document for measures being taken to try to prevent and control the spread of the novel coronavirus at the Annual General Meeting, including:

- compulsory temperature checks
- compulsory wearing of face masks
- maintaining appropriate distancing and spacing between seats and in doing so, the Company may limit the number of the Annual General Meeting attendees as may be necessary to avoid over-crowding
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing novel coronavirus (“**COVID-19**”) pandemic, to safeguard the health and safety of the Shareholders who will be attending the Annual General Meeting in person, the Company will implement any or all of the following precautionary measures at the Annual General Meeting:

HYBRID AGM

The AGM will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the AGM, Shareholders have the option of attending, participating and voting in the AGM through online access by visiting the website at <http://meetings.computershare.com/CACULTURALAGM2022> (the “**Online Platform**”). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and you will be able to cast your votes and submit questions relevant to the proposed resolutions through the Online Platform.

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

Shareholders attending the AGM using the Online Platform are expected to have a reliable and stable internet connection that can support audio live streaming and be able to follow the AGM proceedings in order to cast the votes and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Shareholders to follow the AGM proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated. Each set of Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Computershare**”) at (852) 2862 8689 from 9:00 a.m. until the end of the AGM (Hong Kong time) on the date of the AGM. Please note that Shareholders’ votes on the proposed resolutions cannot be recorded at, or taken by, Computershare’s service hotline. In the event that Shareholders have any concerns or issues attending the physical AGM or using the Online Platform, they are encouraged appointing the Chairman of the AGM as your proxy to exercise your voting rights.

The Online Platform will be opened to registered Shareholders (the “**Registered Shareholders**”) and non-registered Shareholders (the “**Non-registered Shareholders**”) (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

Login details for Registered Shareholders

For details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, an invitation letter will be dispatched together with the Company’s notification letter to Registered Shareholders on 30 September 2022.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Login details for Non-registered Shareholders

Non-registered Shareholders who wish to attend and participate in the AGM using the Online Platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the “**Intermediaries**”) and provide your email addresses to your Intermediaries. Details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, will be sent by Computershare to the email addresses provided by the Non-registered Shareholders.

QUESTIONS RELATING TO THE ARRANGEMENTS OF THE HYBRID AGM

For enquiries, please contact Computershare in person, by phone or online form:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Website: www.computershare.com/hk/contact

LIMITING ATTENDANCE IN PERSON AT THE VENUE OF ANNUAL GENERAL MEETING

The government of Hong Kong has recently announced the relaxation of certain restrictions on group gatherings which took effect on 29 April 2021. In particular, the specified business meeting exemption (which applies to annual general meetings) under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the Laws of Hong Kong) (the “**Regulation**”) has been further relaxed to permit group gatherings of up to 50 persons in each room or partitioned area (for indoor places) or 100 persons in each partitioned area (for outdoor places), provided that (among other conditions) all participants aged 16 or above have been administered with at least one dose of a COVID-19 vaccine.

Pursuant to the Regulation, if not all persons aged 16 or above participating in the specified business meeting have received at least one dose of a COVID-19 vaccine, the pre-existing capacity limit for such meeting will continue to apply, which is, group gatherings of more than twenty (20) persons for a shareholders’ meeting are required to be accommodated in separate partitioned rooms or areas of not more than twenty (20) persons each (the “**Requirement**”).

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will limit attendance in person at the venue of the Annual General Meeting in compliance with the Requirement prevailing at the time of the Annual General Meeting. Given the limited capacity of the venue of the Annual General Meeting and the requirements for social distancing to ensure the attendees' safety, only Shareholders and/or their representatives and the relevant Annual General Meeting staff will be admitted to the Annual General Meeting on a first-come-first-serve basis. Admission to the venue of the Annual General Meeting will not be granted in excess of the capacity of the venue of the Annual General Meeting.

HEALTH AND SAFETY MEASURES AT THE ANNUAL GENERAL MEETING

The following measures will also be implemented at the Annual General Meeting:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) Each attendee is required to wear face masks inside the Annual General Meeting venue at all times.
- (iii) Seating at the venue of the Annual General Meeting will be arranged so as to allow for appropriate social distancing and spacing between seats and comply with the relevant Requirement.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under laws, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to the Annual General Meeting Circular for Shareholders. Alternatively, the proxy form can be downloaded from the Company's website at www.animatechina.com. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the HKSCC), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company by email at karen.li@animatechina.com or Tel: 2180 9699/Fax: 2180 9700.

Shareholders are requested (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment; (b) to follow any prevailing requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company will closely monitor the development of the COVID-19 pandemic and ensure that the Annual General Meeting will be conducted in compliance with the laws, regulations and measures introduced by the Hong Kong government from time to time. The Company may implement further changes and precautionary measures where necessary, and may issue further announcement on such measures as and when appropriate.

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 1 November 2022, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or any adjournment thereof (as the case may be);
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;
“Company”	CA Cultural Technology Group Limited (華夏文化科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 25 September 2013, and the Shares of which are listed on the Stock Exchange (stock code: 01566);
“Directors”	the directors of the Company;
“General Mandate”	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of not exceeding 20% of the number of the Shares in issue as of the date of passing the resolution approving the said mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 September 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Notice”	the notice dated 30 September 2022 convening the Annual General Meeting as set forth on Appendix III to this circular;
“Ordinary Resolutions”	the proposed ordinary resolutions in respect of the matters referred to in the Notice;
“PRC”	The People’s Republic of China which for the purpose of this circular, does not include Hong Kong, The Macau Special Administrative Region of the People’s Republic of China and the Taiwan;
“Register of Members”	the register of members of the Company maintained by the Registrar in Hong Kong;
“Registrar”	the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the number of the Shares in issue as of the date of passing of the resolution approving the said mandate;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company;
“Share Options”	any right to subscribe for shares pursuant to the Share Option Scheme;
“Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 16 February 2015;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

EXPECTED TIMETABLE

Dispatch of this circular and notice of the Annual
General Meeting Friday, 30 September 2022

Last time for lodging transfer forms of Shares to
qualify for attending and voting at
the Annual General Meeting 4:30 p.m. on
Wednesday, 26 October 2022

Closure of Register of Members for purpose of
the Annual General Meeting
(both dates inclusive) from Thursday, 27 October 2022 –
Tuesday, 1 November 2022

Latest time for lodging forms of proxy for the Annual
General Meeting (in any event not less than 48 hours
before the time appointed for holding the Annual
General Meeting or any adjournment thereof) 10:00 a.m. on
Friday, 28 October 2022

Date and time of the Annual General Meeting 10:00 a.m. on
Tuesday, 1 November 2022

Notes:

1. All dates and time set forth in this circular refer to Hong Kong dates and time.
2. Dates or times specified in this circular are indicative only. Any change to the expected timetable will be published on the websites of the Company and the Stock Exchange and notified to the Shareholders as and when appropriate and in accordance with the Listing Rules and the Articles.

LETTER FROM THE BOARD



華夏文化科技集團
CA CULTURAL TECHNOLOGY GROUP

CA CULTURAL TECHNOLOGY GROUP LIMITED
華夏文化科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01566)

Executive Directors:

Mr. CHONG Heung Chung Jason
(Chairman and Chief Executive Officer)
Mr. XIONG Hao
Ms. LIU Moxiang

Independent Non-executive Directors:

Mr. NI Zhenliang
Mr. TSANG Wah Kwong
Mr. HUNG Muk Ming

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business:*

2905, 29/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

30 September 2022

To the Shareholders:

Dear Sir or Madam,

**REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice for the Annual General Meeting and information on the following resolutions proposed to be tabled at the Annual General Meeting, so as to enable you to make an informed decision on the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions include, inter alia, (i) the receipt of the audited financial statements for the financial year ended 31 March 2022; (ii) the proposed re-election of Directors who are due to retire by rotation at the Annual General Meeting; (iii) the re-appointment of auditor and authorization of the Board to fix its remuneration; (iv) the proposed grant of each of the General Mandate and the Repurchase Mandate; and (v) the refreshment of the Scheme Mandate Limit.

REPURCHASE MANDATE

On 2 September 2021, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, in order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares subject to the criteria set forth in this circular. In particular, the Shareholders should note that the maximum number of the Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the number of the Shares in issue as of the date of passing of the resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will end on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement in relation to the Repurchase Mandate is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix I to this circular.

GENERAL MANDATE

On 2 September 2021, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with the Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares or to grant any offers, agreements or options which would or might require the Shares to be issued, allotted or disposed of, representing up to 20% of the number of the Shares in issue as of the date of passing of the resolution. As of the Latest Practicable Date, the number of the Shares in issue was 1,182,042,000 and they were all fully paid up. Assuming that there is no change in the number of the Shares in issue between the period from the

LETTER FROM THE BOARD

Latest Practicable Date to the date of passing the aforesaid resolution, the maximum number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 196,340,400 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the General Mandate the number of the Shares purchased under the Repurchase Mandate, if granted.

RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and shall then be eligible for re-election.

Mr. CHONG Heung Chung Jason and Mr. NI Zhenliang will retire by rotation in accordance with Article 84 of the Articles. All retiring Directors, being eligible, would offer themselves for re-election at the Annual General Meeting. Further information on such retiring Directors is set forth in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

KTC Partners CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint KTC Partners CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. KTC Partners CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

Background

The Share Option Scheme was approved by the resolution of the Shareholders passed on 16 February 2015. The purpose of the Share Option Scheme is for the Group to attract, retain and motivate talented eligible participants, to strive for future developments and expansion of the Group, to reward the participants for their past contributions and to maintain on-going relationships with the participants. The Share Option Scheme shall be an incentive to encourage the participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions. The basis of eligibility shall be determined by the Board from time to time.

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of completion of the Global Offering and the Capitalisation Issue (as defined in the prospectus of the Company dated 28 February 2015). Share Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating such 10% limit. The Company may seek approval of the Shareholders in general meeting to refresh the 10% limit under the Share Option Scheme such that the total number of Shares in respect of which Share Options may be granted by the Board under the Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit. Share Option previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised options) will not be counted for the purpose of calculating such 10% refreshed limit. Notwithstanding any other provisions of the Share Option Scheme, the maximum number of Shares in respect of which Share Options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if this will result in the limited being exceeded.

As at the Listing Date, the total number of issued Shares was 1,182,042,000 Shares. The total number of Shares which may fall to be issued upon exercise of all Share Options to be granted under the Share Option Scheme was 118,204,200 after the Listing Date, representing 10% of the then total number of issued Shares as on the Listing Date.

LETTER FROM THE BOARD

History of granting Share Options

- (a) there were, in aggregate, 1,182,042,000 Shares in issue; and
- (b) the Company had granted a total of 42,910,000 Share Options as follows:

Name and/or category of grantees	Date of grant of share options	Number of Share Options granted	Exercise price per Share HK\$
Directors			
Ms. LIU Moxiang	28 February 2022	3,217,000	0.171
Mr. TING Ka Fai Jeffrey (Note 1)	28 February 2022	3,217,000	0.171
A consultant	28 February 2022	3,223,000	0.171
Employees			
A	28 February 2022	3,217,000	0.171
B	28 February 2022	4,300,000	0.171
C	28 February 2022	3,217,000	0.171
D	28 February 2022	3,217,000	0.171
E	28 February 2022	3,217,000	0.171
F	28 February 2022	3,217,000	0.171
G (Note 2)	28 February 2022	3,217,000	0.171
H	28 February 2022	3,217,000	0.171
I	28 February 2022	3,217,000	0.171
J	28 February 2022	3,217,000	0.171
Total		42,910,000	

Notes:

- Mr. TING Ka Fai Jeffrey was appointed as an executive Director on 20 November 2014 and resigned on 15 June 2022. He is our Chief Operating Officer.
- The employee had been resigned and the options granted was lapsed.

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Apart from the Share Options granted under the Share Option Scheme which had not been exercised, cancelled or lapsed and remained outstanding as at the Latest Practicable Date, the Company has no other outstanding share options to subscribe for Shares.

Grantees' contributions to the Company

Ms. LIU Moxiang

Ms. LIU Moxiang (劉茉香) is an executive Director. She was appointed as an executive Director on 20 November 2014 and is responsible for implementing our business plans and strategies.

LETTER FROM THE BOARD

Employees

Such employees include the chief operating officer, chief financial officer, company secretary, department head of investor relation, department heads of sales of animation derivative products in Shenzhen and Cambodia, department head of multimedia animation entertainment and finance head of Shanghai Joypolis. They make significant contribution to the Group's smooth operation in general and are responsible for the overall management of the financial matters, overall management as well as daily operation of the Group, and the overall management of the subsidiaries of the Company.

Consultant

Options were granted to a consultant of the Company, who has contributed to the Company by means of his business network and market connections, which the Group utilised to accomplish its growth and profitability.

Proposal

The Company had utilised approximately all of the existing Scheme Mandate Limit as at the Latest Practicable Date. The Board considers that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to provide the Company with greater flexibility, which enables the Board to grant appropriate and meaningful number of Share Options to the participants of the Share Option Scheme to subscribe for Shares under the Share Option Scheme for rewarding and motivating such participants to contribute further to the success of the Group.

It is therefore proposed that subject to (i) the approval of the Shareholders at the Annual General Meeting and (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any Share Options that may be granted under the refreshed limit of the Share Option Scheme, the limit on the grant of Share Options under the Share Option Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the Annual General Meeting, and the Share Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised share options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. As at the Latest Practicable Date, there were 1,182,042,000 Shares in issue. Assuming that no further Shares will be issued prior to the Annual General Meeting and the said refreshment is approved at the Annual General Meeting, then the maximum number of Shares that can be allotted and issued upon the exercise of Share Options which may be granted by the Company pursuant to the Share Option Scheme under the proposed refreshed Scheme Mandate Limit would be 118,204,200, being 10% of the total number of issued Shares as at the date of passing of the resolution approving the said refreshment at the Annual General Meeting. The Company has no plan or intention to grant further Share Options under the Share Option Scheme after obtaining the Shareholder's approval for the proposed refreshment at the Annual General Meeting as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding Share Options under the Share Option Scheme was 39,693,000 Shares, representing approximately 3.36% of the Shares in issue as at Latest Practicable Date. If the refreshment of the Scheme Mandate Limit is approved at the Annual General Meeting, the Company will be allowed to allot and issue a maximum of 157,897,200 Shares upon the exercise of the existing outstanding Share Options and the Share Options that may be granted under the refreshed Scheme Mandate Limit, representing approximately 13.36% of the Shares in issue as at the Latest Practicable Date, which will not exceed the overall limit of 30% of the Shares in issue from time to time as required under the Listing Rules.

As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the refreshment of the Scheme Mandate Limit.

To the best of the Directors knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting in favour of the relevant resolution to approve the proposed refreshment of the Scheme Mandate Limit at the Annual General Meeting.

Conditions

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Annual General Meeting to approve the said refreshment; and
- (ii) the Listing Committee granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any Share Options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution at the Annual General Meeting.

Application for listing

Application will be made to the Listing Committee for granting the listing of, and permission to deal in the new Shares which may fall to be allotted and issued upon exercise of any Share Options that may be granted under the refreshed limit of the Share Option Scheme.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth in Appendix III to this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the grant of the General Mandate, the extension of the General Mandate and the re-election of the retiring Directors. The Annual General Meeting will be held at 10:00 a.m., on Tuesday, 1 November 2022, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

LETTER FROM THE BOARD

PROXY ARRANGEMENT

A form of proxy for the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.**

HYBRID AGM

The AGM will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the AGM, Shareholders have the option of attending, participating and voting in the AGM through online access by visiting the website at <http://meetings.computershare.com/CACULTURALAGM2022> (the "Online Platform"). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and you will be able to cast your votes and submit questions relevant to the proposed resolutions through the Online Platform.

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

Shareholders attending the AGM using the Online Platform are expected to have a reliable and stable internet connection that can support audio live streaming and be able to follow the AGM proceedings in order to cast the votes and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Shareholders to follow the AGM proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated. Each set of Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited ("Computershare") at (852) 2862 8689 from 9:00 a.m. until the end of the AGM (Hong Kong time) on the date of the AGM. Please note that Shareholders' votes on the proposed resolutions cannot be recorded at, or taken by, Computershare's service hotline. In the event that Shareholders have any concerns or issues attending the physical AGM or using the Online Platform, they are encouraged appointing the Chairman of the AGM as your proxy to exercise your voting rights.

The Online Platform will be opened to Registered Shareholders and Non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

LETTER FROM THE BOARD

Login details for Registered Shareholders

For details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, an invitation letter will be dispatched together with the Company's notification letter to Registered Shareholders on 30 September 2022.

Login details for Non-registered Shareholders

Non-registered Shareholders who wish to attend and participate in the AGM using the Online Platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held and provide your email addresses to your Intermediaries. Details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, will be sent by Computershare to the email addresses provided by the Non-registered Shareholders.

QUESTIONS RELATING TO THE ARRANGEMENTS OF THE HYBRID AGM

For enquiries, please contact Computershare in person, by phone or online form:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Website: www.computershare.com/hk/contact

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Thursday, 27 October 2022 to Tuesday, 1 November 2022 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 26 October 2022 for such purpose.

VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the Stock Exchange's website and the Company's website after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the resolutions set out in the notice for the Annual General Meeting, including, but without limitation to, the proposed grant of the General Mandate and the Repurchase Mandate, the re-appointment of the auditor, and the re-election of retiring Directors are in the best interest of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By order of the Board
CA Cultural Technology Group Limited
CHONG Heung Chung Jason
Executive Director

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange recognised for this purpose by the SFC and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and its shareholders have given a specific approval or general mandate to its directors to make the repurchase, by way of an ordinary resolution which has been passed at a general meeting.

PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as of the date of passing of the relevant resolution.

As of the Latest Practicable Date, the number of Shares in issue was 1,182,042,000 Shares and they were all fully paid up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as of the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 98,170,200 Shares (assuming that no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

The period of the Repurchase Mandate will end on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Listing

Rules and the Companies Law. Under the Companies Law, the Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of the Shares made for the purpose, or, if so authorised by its memorandum of association, the Articles and subject to the Companies Law, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASE

On the basis of the consolidated financial position of the Company as of 31 March 2022 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. No repurchase would be made by the Company in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

PRICE OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
August	2.89	2.50
September	3.13	2.69
October	2.60	0.61
November	NA	NA
December	0.45	0.63
2022		
January	0.455	0.250
February	0.231	0.163
March	0.165	0.123
April	0.265	0.133
May	0.149	0.133
June	0.147	0.083
July	0.093	0.070
August	0.068	0.062
September	0.069	0.060

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

As of the Latest Practicable Date, none of the connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the Companies Law.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rules 26 and 32 of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As of the Latest Practicable Date, the substantial shareholders (as defined in the Listing Rules) of the Company, together with their parties acting in concert (within the meaning of the Takeovers Code) and their respective associates, were beneficially interested in 291,264,000 Shares representing 24.64% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the annual general meeting, the interests of the substantial Shareholders of the Company, together with their parties acting in concert and their respective associates, in the Company would be increased to 32.95% of the issued

Shares, which would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to an extent that such obligation of general offer would be triggered.

The Directors have no present intention to exercise the Repurchase Mandate to the extent that the purchase would result in the amount of Shares being held by the public to fall below 25% of the total issued share capital of the Company.

Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules.

SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company during the six months prior to the Latest Practicable Date.

CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II	INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting pursuant to the Articles.

Executive Director

Mr. CHONG Heung Chung Jason (莊向松), aged 53, is our founder, our executive Director and our Chief Executive Officer. Mr. CHONG was appointed as an executive Director on 20 November 2014. Mr. CHONG is also the Chairman of our Board. Mr. CHONG is primarily responsible for conducting the business of our Group and formulation of business and strategic development of our Group. Mr. CHONG has approximately 24 years of experience in the toy industry. Prior to establishing our Group, Mr. CHONG, together with a business partner, started the toy sales business in July 1996 through the acquisition of all issued share capital of Sino Action as a shelf company. During the period between July 1996 and March 2008, Mr. CHONG was a shareholder of Sino Action holding 50.0% of its shares in issue. Mr. CHONG sold all his equity interest in Sino Action in March 2008 in order to focus on the business development of China Animation BVI.

In May 2009, Mr. CHONG completed a part-time course of “Advanced Training Programme for Executives on Private Equity Investment Fund and Financing by way of Listing on Growth Enterprise Market” (私募股權投資基金和創業板上市融資總裁研修班) organised by Tsinghua University (清華大學). In March 2012, Mr. CHONG completed a part-time course of “Telaote Strategic Positioning” (特勞特戰略定位總裁班) organised by Peking University (北京大學).

Mr. CHONG was elected to serve as a representative of the People’s Congress of Shenzhen City Committee (深圳市人民代表大會代表) from June 2015 to May 2020. Mr. CHONG has been the Vice President and Deputy Chairman of Shenzhen City Longgang District General Chamber of Commerce (Association of Industry and Commerce) (深圳市龍崗區總商會(工商聯)), the Honorary President of eSports Association, Guangdong province, China (中國廣東省電競協會榮譽會長) Congress Executive Director of China Cultural Industry Association (中國文化產業協會常務理事), and the Enforcement Supervisor in the fourth term of the Municipal People’s Procuratorate of Shenzhen City (深圳市人民檢察院第四屆執法監督員). Mr. CHONG was appointed as the supervisor of the Buji Customs of Shenzhen (深圳布吉海關監督員) for the period between 1 September 2012 to 1 August 2014.

APPENDIX II	INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Independent Non-executive Director

Mr. NI Zhenliang (倪振良), aged 76, was appointed as an independent non-executive Director on 20 November 2014. Mr. NI is currently the Chairman of the Hong Kong-Greater China Expert Calligraphy Association (香港大中華名家書畫會) and the Shenzhen Municipal Marketing Institute (深圳市市場學會) in the PRC. Mr. NI is also a member of the Federation of Hong Kong Writers (香港作家聯會) in Hong Kong. In April 1974, Mr. NI worked at the PRC State Education Commission (中華人民共和國國務院科教組), an agency of the PRC State Council. In May 1975, the PRC State Education Commission was renamed as the PRC Ministry of Education. Mr. NI worked as the editor, supervisor and officer of 《人民教育》, a publication of the PRC Ministry of Education, until March 1994. From April 1994 to December 2003, Mr. NI held various senior positions in newspapers in Hong Kong and PRC, namely Executive Deputy Editor-in-chief of the publication of “General Affairs in the Society of Democracy and Legal System” (《民主與法制》) in the PRC, President of the Elderly Chinese Newspaper Society (《中華老年報社》) in the PRC, Deputy Editor-in-chief of Ta Kung Pao (大公報) in Hong Kong and Editor-in-chief of the online version of Wen Wei Po (文匯報) in Hong Kong. Mr. NI has also participated in a number of literary societies in the PRC. Mr. NI has been a council member of the Chinese Writers Association (中國作家協會) since 1988, the Chinese Jurists Society (中國法學會) since 1996, the Chinese Reportage Society (中國報告文學學會) since 1993, the Society of Chinese Literary Biography (中國傳記文學學會) since 1994, and the Association of Chinese Senior Professors (中國老教授協會) since 1994. In September 1993, Mr. NI was appointed as a professor by the Association of Chinese Senior Professors.

FURTHER INFORMATION ON THE RETIRING DIRECTORS

Disclosure of interests

As of the Latest Practicable Date, the interests and short positions of the retiring Directors in the Shares, underlying debentures of the Company and its associated corporations, within the meaning of Part XV of the SFO, which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions), or would be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or would be required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set forth in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Name of Directors	Capacity/ Nature of interest	Name of the controlled corporations	Name of company	Number of Shares ⁽¹⁾	Approximate percentage of interest in the Company
Mr. CHONG Heung Chung Jason	Interest in a controlled corporation ⁽²⁾	Bright Rise ⁽²⁾	the Company	177,606,000 (L)	15.03
	Interest in persons acting in concert ⁽³⁾	-	the Company	291,264,000 (L)	24.64

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Notes:

- (1) The letter “L” denotes the person’s long position in our Shares.
- (2) Newgate (PTC) Limited is the sole shareholder of Bright Rise and it holds all the shares of Bright Rise in its capacity as the trustee of The Fortune Trust created by Mr. CHONG in the Cayman Islands. The beneficiaries of The Fortune Trust currently include Mr. CHONG and his family members. Bright Rise is the registered and beneficial owner of 177,606,000 shares.
- (3) Pursuant to the Concert Party Agreement, the Concert Parties have agreed with certain arrangements pertaining to their Shareholding, further information on the terms and conditions of the Concert Party Agreement is set forth in the prospectus of the Company dated 28 February 2015.

Save as disclosed above, so far as the Directors are aware as of the Latest Practicable Date, Messrs. CHONG Heung Chung Jason and NI Zhenliang did not have any interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

Particulars of service agreement of executive Director

Mr. CHONG Heung Chung Jason entered into a service agreement with the Company with the following principal terms:

- (i) the service agreement is of a term of three years commenced on 11 March 2021 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party may terminate the agreement at any time by giving to the other not less than six months’ prior written notice; and
- (ii) annual remuneration of HK\$1,144,000 (including director’s fee and salary) and discretionary bonus will be paid to Mr. CHONG Heung Chung Jason in 2022.

Policy on executive Directors’ emoluments

The Company’s policies concerning emoluments of the executive Directors are:

- (i) the amount of emoluments is determined on the basis of the relevant executive Director ‘s experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the executive Directors under their remuneration package; and
- (iii) the executive Directors may be granted, at the discretion of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration.

APPENDIX II	INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Particulars of letter of appointment of independent non-executive director

Mr. NI Zhenliang was appointed for a term of three years commencing on 11 March 2021 and shall continue thereafter until terminated in accordance with the terms of the letter of appointment. Under the letter of appointment, either party may terminate the letter of appointment at any time by giving the other not less than 3 months' prior written notice. An annual remuneration of HK\$250,000 will be paid to Mr. NI Zhenliang in 2022.

Policy on independent non-executive directors' emoluments

Emoluments of the independent non-executive Directors are determined with reference to the duties and responsibilities of the independent non-executive Directors, and their mutual agreement with the Company.

Other information

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.



華夏文化科技集團
CA CULTURAL TECHNOLOGY GROUP

CA CULTURAL TECHNOLOGY GROUP LIMITED

華夏文化科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01566)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of CA Cultural Technology Group Limited (the “**Company**”) will be held at 10:00 a.m., on Tuesday, 1 November 2022, at 2905, 29/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) of the Company and Messrs. KTC Partners CPA Limited, the auditors of the Company for the financial year ended 31 March 2022;
2. (A) to re-elect Mr. CHONG Heung Chung Jason as an executive Director;
(B) to re-elect Mr. NI Zhenliang as an independent non-executive Director;
3. to authorise the board (the “**Board**”) of Directors to determine the remuneration of the Directors;
4. to re-appoint Messrs. KTC Partners CPA Limited as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor of the Company; and
5. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:
 - 5(A). “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.10 each (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the memorandum and articles of association of

the Company (the “Articles”) and requirements of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (d) below) to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the number of Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the Shares in issue in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or*
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or*
- (iii) the date upon which the authority set forth in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”*

5(B). **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary Shares or securities convertible into Shares or options, warrants or similar rights to subscriber for Shares or such convertible securities and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, debentures and other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of the Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire Shares of the Company approved by the Stock Exchange; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles, shall not exceed 20% of the number of the Shares in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set forth in paragraph 5A(d) above; and

“Rights issue” means the allotment, issue or grant of Shares open for a period fixed by the Directors to holders of the Shares or any class of Shares thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or of such class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5(C). **“THAT:**

conditional upon the passing of resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to resolution No. 5B be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution No. 5A above, PROVIDED THAT such amount shall not exceed 10% of the number of the Shares in issue as of the date of passing this resolution.”

6. **“THAT** subject to and conditional upon the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the new Shares to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 16 February 2015 (the **“Share Option Scheme”**), the existing scheme mandate limit on the grant of share options under the Share Option Scheme be refreshed, provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in

accordance with the Share Option Scheme) shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorised to do such acts and things and execute such documents, including under seal where applicable, as may be necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

By order of the Board
CA Cultural Technology Group Limited
LUK Sik Tat
Company Secretary

Hong Kong, 30 September 2022

Notes:

1. The AGM will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the AGM, Shareholders have the option of attending, participating and voting in the AGM through online access by visiting the website at <http://meetings.computershare.com/CACULTURALAGM2022> (the “**Online Platform**”). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and you will be able to cast your votes and submit questions relevant to the proposed resolutions through the Online Platform.

Shareholders attending the AGM using the Online Platform are expected to have a reliable and stable internet connection that can support audio live streaming and be able to follow the AGM proceedings in order to cast the votes and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Shareholders to follow the AGM proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated. Each set of Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at (852) 2862 8689 from 9:00 a.m. until the end of the AGM (Hong Kong time) on the date of the AGM. Please note that Shareholders’ votes on the proposed resolutions cannot be recorded at, or taken by, Computershare’s service hotline. In the event that Shareholders have any concerns or issues attending the physical AGM or using the Online Platform, they are encouraged appointing the Chairman of the AGM as your proxy to exercise your voting rights.

The Online Platform will be opened to Registered Shareholders and Non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

Login details for Registered Shareholders

For details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, an invitation letter will be dispatched together with the Company’s notification letter to Registered Shareholders on 30 September 2022.

Login details for Non-registered Shareholders

Non-registered Shareholders who wish to attend and participate in the AGM using the Online Platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held and provide your email addresses to your Intermediaries. Details regarding the arrangements of the AGM, including login details to access the Online Platform and online voting, will be sent by Computershare to the email addresses provided by the Non-registered Shareholders.

2. Any Shareholders entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A Shareholder may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a Shareholder.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned annual general meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, 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, and 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 shareholding.
7. The register of members of the Company will be closed from Thursday, 27 October 2022 to Tuesday, 1 November 2022, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the Annual General Meeting. All transfers of Shares, accompanied by the relevant Share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 26 October 2022 for such purpose.
8. As of the date of this notice, Mr. CHONG Heung Chung Jason, Mr. XIONG Hao and Ms. LIU Moxiang are the executive Directors; and Mr. NI Zhenliang, Mr. TSANG Wah Kwong and Mr. HUNG Muk Ming are the independent non-executive Directors.
9. Considering the outbreak of novel coronavirus 2019 ("COVID-19") pandemic, certain measures will be implemented at the annual general meeting (the "AGM") with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to undergo compulsory body temperature screening; (ii) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); (iii) seating will be arranged to ensure approximate social distancing; and (iv) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed "Precautionary Measures for the Annual General Meeting" on pages i and ii of the circular of the Company for the AGM dated 30 September 2022.
10. Please refer to Appendix II to the circular of the Company, of which this notice forms part, for biographical details of Mr. CHONG Heung Chung Jason and Mr. NI Zhenliang.
11. In relation to proposed resolution numbered 5(A) above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make an informed decision as to whether to vote for or against the resolution, as set out in Appendix I to the circular of the Company, of which this notice forms part.

12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
13. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.