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## **中達集團控股有限公司**

**CENTRAL WEALTH GROUP HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

### **DISCLOSEABLE TRANSACTION ACQUISITIONS OF LISTED SECURITIES**

The Board announces that on 8 September 2021, the Group acquired 5,280,000 CA Cultural Shares on the open market at a total consideration of approximately HK\$14,995,200 (excluding stamp duty and related expenses).

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisitions exceed 5% but less than 25%, the Acquisitions constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

#### **THE ACQUISITIONS**

On 8 September 2021, the Group, through its wholly owned subsidiary, acquired 5,280,000 CA Cultural Shares on the open market at a total consideration of approximately HK\$14,995,200 (excluding stamp duty and related expenses), at the price of approximately HK\$2.84 per CA Cultural Share. The average price (excluding stamp duty and related expenses) for the Acquisition of each CA Cultural Share was approximately HK\$2.84. The total consideration of approximately HK\$14,995,200 (excluding stamp duty and related expenses) would be financed by the Group's existing financial resources.

As the Acquisition was conducted in the open market, the identities of the counterparties of the Acquisition cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the Acquired Shares are Independent Third Parties.

The Acquired Shares represent approximately 0.54% of the total issued shares of CA Cultural as at the date of this announcement.

## **INFORMATION ON CA CULTURAL**

CA Cultural is an investment holding company. The CA Cultural Group is a multimedia animation entertainment group in China, engaged in the business of sales of animation-derived products featuring a wide range of popular third-party owned animation characters, including general plastic toys and food-grade toys. The CA Cultural Group also offers relevant value-added services, including quality control and advice on product design to customers in accordance with their requests.

Set out below is the financial information of CA Cultural based on its annual report:

|                        | <b>For the<br/>year ended<br/>31 March 2020<br/><i>HK\$'000</i><br/>(Audited)</b> | <b>For the<br/>year ended<br/>31 March 2021<br/><i>HK\$'000</i><br/>(Audited)</b> |
|------------------------|---|---|
| Profit before taxation | 102,980   | 51,596  |
| Profit after taxation  | 109,488   | 70,982  |
| Net asset value        | 942,902   | 1,170,341   |

Based on CA Cultural's Annual Report, the audited net asset value of CA Cultural as at 31 March 2021 amounts to approximately HK\$1,170,341,000.

## **REASONS FOR AND BENEFITS FOR THE ACQUISITION**

The Group is principally engaged in securities and futures dealing business, financial investments and money lending business.

The CA Cultural Group is a multimedia animation entertainment group in China. In light of growing demand in multimedia animation entertainment in China, the Company considers that the future prospect of CA Cultural is promising and the Acquisitions represents an investment opportunity of the Group.

As the CA Cultural Shares are listed on the Main Board of the Stock Exchange, the Group will be able to realise the investment in CA Cultural in the open market, which represent an efficient mean for the realisation of the investment in the CA Cultural Subscription Shares.

The Directors hold positive views towards the prospects of CA Cultural and are of the view that the Acquisitions provides the Group with a good investment opportunity to expand its investment portfolio.

The Directors are of the view that the terms of the Acquisition are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Group intends to acquire further CA Cultural Shares on market and further announcement(s) will be made as and when appropriate if such further acquisition(s) will result in higher transaction classification under Chapter 14 of the Listing Rules.

## **IMPLICATIONS UNDER THE LISTING RULES**

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisitions exceed 5% but less than 25%, the Acquisitions constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

|                        |   |
|------------------------|---|
| “Acquired Shares”      | 5,280,000 CA Cultural Shares, representing approximately 0.54% of the entire issued share capital of CA Cultural as at the date of this announcement  |
| “Acquisition”          | the acquisitions of the Acquired Shares by the Group on the Stock Exchange  |
| “Board”                | the board of Directors  |
| “CA Cultural”          | CA Cultural Technology Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 1566) |
| “CA Cultural Group”    | CA Cultural and its subsidiaries  |
| “CA Cultural Share(s)” | ordinary share(s) of HK\$0.10 each in the issued share capital of CA Cultural   |
| “Company”              | Central Wealth Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange                       |
| “Director(s)”          | director(s) of the Company  |
| “Group”                | the Company and its subsidiaries  |
| “Hong Kong”            | Hong Kong Special Administrative Region of the People’s Republic of China   |

|                                |  |
|--------------------------------|--|
| “Independent Third Party(ies)” | third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules) |
| “Listing Rules”                | The Rules Governing the Listing of Securities on the Stock Exchange  |
| “Stock Exchange”               | The Stock Exchange of Hong Kong Limited  |
| “HK\$”                         | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                            | per cent.  |

By order of the Board  
**Central Wealth Group Holdings Limited**  
**Chen Xiaodong**  
*Chairman*

Hong Kong, 8 September 2021

*As at the date of this announcement, the Board comprises the following Directors:*

*Executive Directors*

Mr. Chen Xiaodong (*Chairman*)  
Mr. Xu Ke (*Chief Executive Officer*)  
Mr. Yu Qingrui  
Ms. Lam Hay Yin

*Independent non-executive Directors*

Mr. Kwok Chi Kwong  
Mr. Wu Ming  
Mr. Liu Hongwei