

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Bright Culture Group

煜盛文化集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1859)

UPDATES ON MAJOR TRANSACTION IN RELATION TO THE ENTERING INTO OF AN ASSET MANAGEMENT AGREEMENT

References are made to the announcements of China Bright Culture Group (the “**Company**”) (1) dated 28 August 2020 in respect of the entering into of an Asset Management Agreement (the “**Entering into of an Asset Management Agreement Announcement**”); and (2) dated 17 September 2020, 16 October 2020, 27 November 2020, 31 December 2020 and 11 February 2021 in relation to the delay in despatch of the circular (the “**Announcements**”). Unless otherwise defined, capitalized terms used herein this announcement shall have the same meanings as ascribed to them in the Announcements.

After making a comprehensive planning on the Company’s cash demand and operation development, and considering the changes on overall market conditions, from November 2020 to March 2021, the Company has exercised its rights to successfully redeem the relevant investment amount under the AMTD Transaction totalling USD15.3 million. As of the date of this announcement, the total amount of investment under the Company’s unexercised redemption rights was USD55.5 million (the “**Unredeemed Investment**”).

The Board hereby announces that, in view of the Company’s commercial considerations and arrangement, the Company plans to redeem the Unredeemed Investment in advance in accordance with the Asset Management Agreement, and terminate the Asset Management Agreement and the AMTD Transaction. The Company expects to redeem all Unredeemed Investment by 30 April 2021.

The Company will publish further announcement(s) in due course on the redemption progress of the Unredeemed Investment.

Breach of Rules 14.38A and 14.40 of the Listing Rules

Since the Company plans to terminate the Asset Management Agreement and the AMTD Transaction, the Company will not issue a further circular in respect of the Asset Management Agreement and the AMTD Transaction.

As the highest applicable percentage ratio in respect of the entering into of the Asset Management Agreement and the AMTD Transaction exceeds 25% but is less than 100%, the entering into of the Asset Management Agreement and the AMTD Transaction constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. In addition to the non-compliance as disclosed in the Entering into of an Asset Management Agreement Announcement, the Company has also breached Rules 14.38A and 14.40 of the Listing Rules. The Company and the Board sincerely apologize for the inconvenience caused to the Shareholders and investors of the Company in connection with the non-compliance.

By order of the Board
China Bright Culture Group
Liu Mu
Chairman

Beijing, the PRC, 31 March 2021

As at the date of this announcement, executive Directors are Mr. LIU Mu and Mr. XIA Rui, and independent non-executive Directors are Ms. RAN Hua, Mr. ZHANG Yiwu, Mr. YANG Chengjia and Ms. YAO Li.

** For identification purposes only*