



## WHAT YOU NEED TO KNOW TO INVEST WISELY

### Mergers and Acquisitions

#### **MAITONG SUNSHINE CULTURAL DEVELOPMENT CO., LIMITED**

The Registrant and its subsidiary, Beijing Tongzhilian Cultural Development Co., Ltd. (“Tongzhilian”) signed a Framework Agreement for Merger and Acquisition with Shenzhen Huayufeng Technology Co., Ltd. (“Huayufeng”) and its owner, Du Jianmei. The Agreement recites that Huayufeng is engaged in the business of providing academic ability enhancement solutions and AI education technology services to students preparing for China’s national exams. In order to integrate Huayufeng’s educational resources with Tongzhilian’s cultural tourism, the parties have agreed to pursue an acquisition of Huayufeng by Tongzhilian.

The Framework Agreement provides that the acquisition will occur if (a) the parties obtain the necessary government and internal approvals, (b) Huayufeng completes all legal and financial procedures related to the acquisition, and (c) the parties execute a merger and acquisition agreement. Upon satisfaction of those conditions, the acquisition will be completed with Du Jianmei transferring all of the equity in Huayufeng to Tongzhilian and the Registrant issuing shares of its common stock to Du Jianmei. The number of Registrant shares to be issued will be based on agreement of the parties with reference to the financial condition of Huayufeng and the market price of the Registrant’s common stock.



OTCQB: MGSD