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(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

(Warrant Code: 1153)

**DISCLOSEABLE TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY INTERESTS OF TARGET
COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES**

The Board announces that on 4 March 2016, the Purchaser, a wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor in relation to the acquisition of the Sale Share and the Sale Loan by the Purchaser for an aggregate consideration of HK\$218,000,000, of which HK\$7,000,000 will be satisfied in cash as Deposit and as to the remaining balance of HK\$211,000,000 shall be satisfied by the allotment and issue of the 1,300,000,000 Consideration Shares by the Company at the Issue Price of HK\$0.14 per Consideration Share to the Vendor and by issue of the Promissory Notes in the principal amount of HK\$29,000,000. The Acquisition is subject to the satisfaction of the conditions as set out in the paragraph headed “Conditions” below.

As the relevant percentages exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. The allotment and issue of the Consideration Shares to the Vendor shall be subject to the Shareholders’ approval and the grant of the specific mandate to be sought at the SGM.

A circular containing, among other matters, further details of the Acquisition, will be despatched to the Shareholders on or before 31 May 2016.

* For identification purpose only

The Board announces that on 4 March 2016, the Purchaser, a wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor in relation to the acquisition of the Sale Share and the Sale Loan by the Purchaser for an aggregate consideration of HK\$218,000,000.

SALE AND PURCHASE AGREEMENT

Date: 4 March 2016 (after trading hours)

Parties: (1) The Vendor
(2) The Purchaser

The Vendor is a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange under the stock code of 572. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for the common directorship between the Vendor and the Company and the Group held 120,576,000 issued shares of the Vendor as at the date of this announcement, the Vendor and its connected persons are Independent Third Parties. The Vendor together with its subsidiaries are principally engaged in (i) trading and related services; (ii) investment in listed securities and property in Hong Kong; and (iii) money lending business in Hong Kong.

The Purchaser is a wholly owned subsidiary of the Company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding.

Asset to be acquired:

Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell (i) the Sale Share comprising one (1) share in the share capital of the Target Company, representing 100% of the entire issued share capital of the Target Company as at the date of this announcement; and (ii) the Sale Loan amounts to approximately HK\$214,000,000.

The Target Company is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The Target Company owns 100% of the Hong Kong Subsidiary, which in turn holds the Property. The only significant asset of the Target Group is the Property. The Target Group also holds certain furniture and fixtures in the Property but no other real estate properties.

Consideration:

The total consideration for the Acquisition is HK\$218,000,000, which shall be satisfied by the Purchaser in the following manner:

- (a) as to HK\$7,000,000, being the deposit (the “Deposit”) and the part payment towards the consideration for the sale and purchase of the Sale Share and the Sale Loan, shall be payable by the Purchaser to the Vendor within ten Business Days from the date of signing of the Sale and Purchase Agreement;
- (b) as to HK\$182,000,000, which shall be payable by the Purchaser by procuring the Company to allot and issue the 1,300,000,000 Consideration Shares at the Issue Price of HK\$0.14 per Consideration Share to the Vendor upon Completion; and
- (c) as to the remaining balance of HK\$29,000,000, which shall be payable by the Purchaser by issue the Promissory Notes in the principal amount of HK\$29,000,000 to the Vendor upon Completion.

The consideration was determined after arm’s length negotiations between the parties to the Sale and Purchase Agreement with reference to, among others, (i) the preliminary property valuation of the Property of HK\$403,000,000; and (ii) the outstanding Bank Loan of the Target Company upon Completion shall not exceed HK\$185,000,000. The Directors (including the independent non-executive Directors but excluding Mr. Tam Tak Wah and Mr. Siu Siu Ling Robert who are also common directors of the Vendor) consider the consideration of the Acquisition to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

The preliminary valuation of the Property was carried out by DTZ Debenham Tie Leung Limited, an independent surveyor to the Company and the date of preliminary valuation was 4 March 2016. The valuer valued the Property by comparison method with reference to comparable market transactions as reported in the market at similar locations. The Company will include the valuation report of the Property in the circular to be despatched to the Shareholders.

In the event that Completion does not take place in accordance with the terms of the Sale and Purchase Agreement, the Vendor shall refund the Deposit in full to the Purchaser within 5 Business Days thereafter.

The Consideration Shares

The Issue Price of HK\$0.14 per Consideration Shares represents:

- (a) a discount of approximately 1.41% to the closing price of HK\$0.142 per Share as quoted on the Stock Exchange on 4 March 2016, being the date of the Sale and Purchase Agreement;
- (b) a discount of approximately 1.41% to the average of the closing prices of HK\$0.142 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 3 March 2016; and

- (c) a discount of approximately 20.45% to the net asset value per Share of approximately HK\$0.176 per Share based on the unaudited net asset value of the Company of approximately HK\$2,229,759,000 as at 30 September 2015 and 12,659,524,952 Shares in issue as at 29 February 2016.

The Issue Price was arrived at after arm's length negotiations between the Purchaser and the Vendor with reference to the current market price and the current market conditions. The Directors (including the independent non-executive Directors but excluding Mr. Tam Tak Wah and Mr. Siu Siu Ling Robert who are also common directors of the Vendor) consider that the Issue Price is fair and reasonable and in the interests of the Shareholders as a whole. Based on the closing price of HK\$0.142 per Share as quoted on the Stock Exchange on 4 March 2016, the market value of the 1,300,000,000 Consideration Shares as at 4 March 2016 represents approximately HK\$184,600,000.

The allotment and issue of the Consideration Shares are subject to the passing of the ordinary resolution by the Shareholders at the SGM approving and authorising the Sale and Purchase Agreement and the transactions contemplated thereby, including but not limited to the allotment and issue of the Consideration Shares.

The 1,300,000,000 Consideration Shares to be allotted and issued, assuming there will not be any issue or repurchase of new Shares prior to Completion, will represent approximately 10.27% of the existing issued share capital of the Company and approximately 9.31% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

The Consideration Shares when allotted and issued, will rank pari passu in all respects with each other and with the Shares in issue on the date of allotment and issue of the Consideration Shares.

The Promissory Notes

The terms of the Promissory Notes have been negotiated on an arm's length basis and the principal terms of which are summarised below:

Issuer

The Purchaser

Principal amount

HK\$29,000,000

Interest

The Promissory Notes will carry interest at the interest rate of 2% per annum. Interest shall be payable semi-annually in arrears.

The interest rate was determined after arm's length negotiations with reference to the lending rate of loans of financial institutions. Given that the principal amount of the Promissory Notes is relatively small in comparison with the whole consideration for the Acquisition and the lending rate of mortgage loans of financial institutions generally range from 2% to 5%, the Company considers that the interest rate of 2% per annum for the Promissory Notes is fair and reasonable.

Maturity

A fixed term of two years from the date of issue of the Promissory Notes.

Early repayment

The Purchaser could, at its option, early repay the Promissory Notes with outstanding interest accrued thereon in whole or in part in integral multiples of principal amount of HK\$1 million by giving a prior ten Business Days' written notice to the Vendor.

Transferability

The Promissory Notes are transferrable in integral multiples of principal amount of HK\$1 million.

Conditions

The Acquisition is conditional upon the satisfaction of the following:

- (a) the Purchaser being reasonably satisfied with the results of the due diligence review in particular the review of the assets, liabilities, operations and affairs of the Target Group as the Purchaser may reasonably consider appropriate;
- (b) the Purchaser being reasonably satisfied that there are no title defects to the Property and it is free from all encumbrances;
- (c) production of written evidence by the Vendor to the satisfaction of the Purchaser that all debts and liabilities of the Target Company (other than the Sale Loan and the Bank Loan which shall not exceed HK\$185,000,000 and other normal accruals and deposit received in the ordinary course of business of the Target Company and acceptable by the Purchaser) having been discharged, released, waived or extinguished;

- (d) all necessary consents and approvals required to be obtained on the part of the Purchaser, the Vendor and the Target Company in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained and remain in full force and effect;
- (e)
 - (i) if necessary, the passing by the shareholders of the Vendor who are entitled to vote and not required to be abstained from voting under the Listing Rules at a general meeting of the Vendor to be convened and held of the necessary ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereby, and all other consents and acts required to be obtained by the Vendor under the Listing Rules and/or other applicable laws and regulations having been obtained and completed or, as the case may be, the relevant waiver from compliance with any of such rules having been obtained from the Stock Exchange;
 - (ii) if necessary, the passing by the Shareholders who are entitled to vote and not required to be abstained from voting under the Listing Rules at a general meeting of the Company to be convened and held of the necessary ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereby (including but not limited to the allotment and issue of the Consideration Shares), and all other consents and acts required to be obtained by the Purchaser under the Listing Rules and/or other applicable laws and regulations having been obtained and completed or, as the case may be, the relevant waiver from compliance with any of such rules having been obtained from the Stock Exchange;
- (f) the warranties provided by the Vendor under the Sale and Purchase Agreement remaining true, accurate and complete in all respects;
- (g) the despatch of the circular by the Vendor and the circular by the Company in respect of the Acquisition as required under the Listing Rules;
- (h) the Purchaser being reasonably satisfied that there has not been any material adverse change in respect of the Target Company since the date of the Sale and Purchase Agreement; and
- (i) the Stock Exchange granting the listing of and permission to deal in the Consideration Shares.

The Purchaser may at any time at its absolute and sole discretion waive in writing the conditions (a), (b), (f) and/or (h) set out above. The other conditions set out above are incapable of being waived. The Purchaser has no current intention to waive any conditions. If the conditions set out above have not been satisfied on or before 15 July 2016, or such later date as the Vendor and the Purchaser may agree in writing (the “**Long Stop Date**”), subject to the refund of Deposit, the Sale and Purchase Agreement shall cease and terminate and neither party shall take any action to claim for damages or to enforce specific performance or any other rights and remedies thereafter.

Completion

Completion is expected to take place on the fifth Business Day after the fulfilment (or waiver) of the conditions (or such later date as the parties to the Sale and Purchase Agreement may agree) mentioned above.

Upon Completion, the Target Company will become an indirect wholly owned subsidiary of the Company and the financial results of the Target Group will be consolidated with the Group.

INFORMATION ON THE TARGET GROUP AND THE PROPERTY

The Target Company is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The Target Company is the legal and beneficial owner of the entire equity interests of the Hong Kong Subsidiary, which in turn holds the Property. Immediately prior to the entering into of the Sale and Purchase Agreement, the Target Company is held as to 100% by the Vendor. Immediately after Completion, the Purchaser shall be interested in the entire issued share capital of the Target Company and the Vendor shall cease to have any interests in the Target Company.

The Hong Kong Subsidiary is currently holding the Property located at No. 2, Lincoln Road, Kowloon, Hong Kong. The Property is a house with gross floor area of approximately 6,702 sq. ft. and saleable area of approximately 6,659 sq. ft. The Property comprises a 3-storey garden house with a swimming pool on ground floor with internal staircase and a lift. The Property is currently used for domestic purpose and is currently subject to a tenancy agreement with monthly rental of HK\$450,000. Based on the land search record, the Property was acquired by the Hong Kong Subsidiary in 2010 with a consideration of HK\$160,000,000.

Set below is the financial information of the Hong Kong Subsidiary:

	For the year ended 31 December 2013 <i>HK\$</i> (Audited)	For the year ended 31 December 2014 <i>HK\$</i> (Audited)	For the year ended 31 December 2015 <i>HK\$</i> (Unaudited)
Profit before taxation	21,496,871	1,361,933	41,017,000
Profit after taxation	21,496,871	1,361,933	41,017,000
Net asset value	161,548,846	162,910,779	203,928,000

Set below is the financial information of the Target Company:

	For the year ended 31 December 2013 <i>HK\$</i> (Audited)	For the year ended 31 December 2014 <i>HK\$</i> (Audited)	For the year ended 31 December 2015 <i>HK\$</i> (Unaudited)
Loss before taxation	N/A	11,100	303,000
Loss after taxation	N/A	11,100	303,000
Net deficits	N/A	11,092	314,000

The decrease in profit of the Hong Kong Subsidiary for the year ended 31 December 2014 as compared to that for the year ended 31 December 2013 was primary due to the decrease in revaluation gain on the fair value of the Property in the year of 31 December 2014. The increase in profit of the Hong Kong Subsidiary for the year ended 31 December 2015 as compared to that for the year ended 31 December 2014 was primary due to the revaluation gain on the fair value of the Property in the year of 31 December 2015.

The Target Group did not record any revenue for the years ended 31 December 2013 and 2014. The Target Group recorded revenue of approximately HK\$450,000 for the year ended 31 December 2015 and the profits of the Target Group for the years ended 31 December 2013, 2014 and 2015 were mainly due to revaluation gain on the fair value of the Property.

The losses of the Target Company for the years ended 31 December 2014 and 31 December 2015 was mainly due to the administrative costs and expenses.

The valuation report of the Property shall be included in the circular to be despatched to the Shareholders in respect of the Acquisition.

REASONS FOR THE ACQUISITION

The Company and its subsidiaries have been principally engaged in the businesses of supply and procurement of commodities, provision of brokerage service and securities margin financing, provision of futures and options contracts dealing services, provision of finance, securities investments and real estate.

The Directors have been proactive in seeking appropriate investment opportunities to increase the return to the Shareholders. In light of the preliminary valuation of the Property, the Board considers that the Acquisition represents an appropriate investment opportunity. The Property is subject to tenancy agreement which will provide a stable income to the Group.

While the recent property market in Hong Kong is subject to fluctuations as a result of the uncertainty in the global economic environment, the Board considers that there remain investment opportunities existing in the market and the local bank interest rate remains at a relatively low level. With the potential of future appreciation in value of the Property and there are no immediate significant cash outflow for the Acquisition, the Board considers that it is an appropriate time to invest in the Property.

The Directors (including the independent non-executive Directors but excluding Mr. Tam Tak Wah and Mr. Siu Siu Ling Robert who are also common directors of the Vendor) consider that the terms and conditions of the Sale and Purchase Agreement are reasonable and fair and in the interests of the Shareholders as a whole.

LISTING RULES IMPLICATION

As the relevant percentages exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. The allotment and issue of the Consideration Shares to the Vendor shall be subject to the Shareholders' approval and the grant of the specific mandate to be sought at the SGM. To the best of the Directors' knowledge, information and belief, save for certain directors of the Vendor holding an aggregate of 65,000,000 Shares, representing approximately 0.51% issued share capital of the Company as at the date of this announcement, no other Shareholders have a material interest in the Acquisition and are required to abstain from voting at the SGM. Those directors of the Vendor and their respective close associates shall abstain from voting at the SGM.

Each of Mr. Tam Tak Wah, an executive Director, and Mr. Siu Siu Ling, Robert, an independent non-executive Director, are also common directors of the Vendor. In light of such conflict of interests, each of Mr. Tam Tak Wah and Mr. Siu Siu Ling, Robert has abstained from voting at the relevant board resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder.

A circular containing, among other matters, further details of the Acquisition, will be despatched to the Shareholders on or before 31 May 2016.

DEFINITIONS

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

“Acquisition”	the acquisition by the Purchaser of the Sale Share and the Sale Loan subject to and upon the terms and conditions of the Sale and Purchase Agreement
“associates”	has the meaning ascribed to this term under the Listing Rules
“Bank Loan”	the outstanding bank loan owed by the Company to bank, which shall not exceed HK\$185,000,000 upon Completion
“Board”	the board of Directors from time to time
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Skyway Securities Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the Sale and Purchase Agreement
“Consideration Shares”	1,300,000,000 Shares to be allotted and issued by the Company at the Issue Price to the Vendor (or as it may direct) pursuant to the terms of the Sale and Purchase Agreement
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Subsidiary”	Metro Victor Limited, the wholly owned subsidiary of the Target Company incorporated in Hong Kong with limited liability
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons of the Company in accordance with the Listing Rules
“Issue Price”	the issue price of HK\$0.14 per Consideration Share
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Promissory Notes”	the promissory notes in the principal amount of HK\$29,000,000 in the agreed form to be executed by the Purchaser for the purpose of settling part of the consideration of the Sale Share and the Sale Loan
“Property”	the property located at No. 2, Lincoln Road, Kowloon, Hong Kong
“Purchaser”	Gold Mission Limited, purchaser to the Sale and Purchase Agreement, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Sale and Purchase Agreement”	the sale and purchase agreement dated 4 March 2016 and entered into between the Vendor and the Purchaser for the sale and purchase of the Sale Share and the Sale Loan

“Sale Share”	one (1) share in the issued share capital of the Target Company, representing the entire issued share capital of the Target Company as at the date of this announcement
“Sale Loan”	all obligations, liabilities and debts owing or incurred by the Target Company to the Vendor and its associates on or at any time prior to Completion whether actual, contingent or deferred and irrespective of whether the same is due and payable on Completion
“SGM”	the special general meeting of the Company to be held and convened to consider and approve the Acquisition and the transactions contemplated thereunder including the issue and allotment of the Consideration Shares
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Sky Eagle Global Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Vendor as at the date of this announcement
“Target Group”	the Target Company and the Hong Kong Subsidiary
“Vendor”	Central Wealth Financial Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“US\$”

United States dollars, the lawful currency of the United States of America

“%”

per cent.

By order of the Board
Skyway Securities Group Limited
Lin Yuehe
Chairlady

Hong Kong, 4 March 2016

As at the date of this announcement, the Board comprises:

Executive Directors:

Ms. Lin Yuehe (*Chairlady*)

Mr. Ng Kwok Leung (*Chief Executive Officer*)

Mr. Tam Tak Wah

Independent Non-executive Directors:

Mr. Siu Siu Ling Robert

Mr. Chan Kwan Pak

Mr. Siu Gee Tai