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天順證券集團有限公司*
SKYWAY SECURITIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

**DISCLOSEABLE TRANSACTION:
DISPOSALS OF AVAILABLE-FOR-SALE
INVESTMENTS**

THE AGREEMENTS

On 6 March 2017, (1) Vendor A, an indirect wholly-owned subsidiary of the Company, as seller entered into the JG Agreement with Joint Global in relation to the repurchase of the JG Shares held by Vendor A for a consideration of HK\$5,000,000 in cash; and (2) Vendor B, an indirect wholly-owned subsidiary of the Company, as seller entered into the Freewill Agreement with Freewill in relation to the repurchase of the Freewill Shares held by Vendor B for a consideration of HK\$105,000,000 in cash.

LISTING RULES IMPLICATIONS

As the relevant percentage ratio exceeds 5% but below 25%, the Disposals constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

The Board announces that on 6 March 2017 (after trading hours), after arm's length negotiations, (1) Vendor A, an indirect wholly-owned subsidiary of the Company, as seller entered into the JG Agreement with Joint Global in relation to the repurchase of the JG Shares held by Vendor A for a consideration of HK\$5,000,000 in cash; and (2) Vendor B, an indirect wholly-owned subsidiary of the Company, as seller entered into the Freewill Agreement with Freewill in relation to the repurchase of the Freewill Shares held by Vendor B for a consideration of HK\$105,000,000 in cash.

THE JG AGREEMENT

Date: 6 March 2017

Parties: (1) Seller: Vendor A
(2) Seller: Vendor A Owner
(3) Purchaser: Joint Global

Vendor A is a company incorporated in the British Virgin Islands and is principally engaged in investment holdings and is an indirect wholly-owned subsidiary of the Company. The entire issued share capital of Vendor A is directly held by Vendor A Owner.

Vendor A Owner is a company incorporated in the British Virgin Islands and is principally engaged in investment holdings and is an indirect wholly-owned subsidiary of the Company. Vendor A Owner directly holds the entire issued share capital of Vendor A (the “**Vendor A Shares**”).

Joint Global is a company incorporated in the Republic of the Marshall Islands with limited liability and is principally engaged in investment holdings. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save for the JG Shares held by Vendor A, Joint Global and its ultimate beneficial owner(s) are Independent Third Parties.

The completion of the JG Disposal is conditional upon the Purchaser having confirmed with all its existing shareholders and all of them having confirmed that they are not going to purchase the JG Shares held by Vendor A and will not exercise their right of first refusal (the “**Condition Precedent**”).

If the condition precedent set out above shall not have been fulfilled within one month from the date of the JG Agreement (or such longer period as may be agreed by the parties in writing), the JG Agreement shall be terminated forthwith and each party shall have no liability to the other party save and except for any antecedent breaches of the terms thereof.

ASSETS TO BE DISPOSED

Pursuant to the JG Agreement, Vendor A has agreed to dispose of and Joint Global has agreed to repurchase all the JG Shares held by Vendor A, which represents approximately 14.16% of the entire issued share capital of Joint Global as at the date of the JG Agreement. The JG Shares held by Vendor A are classified as available-for-sale investment of the Company.

As at 31 December 2016, the unaudited net asset value of Joint Global was approximately HK\$139 million, of which HK\$131 million was attributable to the convertible notes held by Joint Global in High Rhine Limited, whose principal business is securities investment. On 21 February 2017, Joint Global exercised its conversion rights under the convertible notes and as at the date of this announcement, it holds approximately 8.58% of total issued share capital of High Rhine Limited.

The unaudited net loss before taxation of Joint Global for the period since its incorporation on 15 September 2015 and ended 31 March 2016 was approximately HK\$39 million. The unaudited net loss after taxation of Joint Global for the period since its incorporation on 15 September 2015 and ended 31 March 2016 was approximately HK\$39 million.

Pursuant to the JG Agreement, subject to the JG Disposal, Vendor A Owner has also agreed to dispose of and Joint Global has agreed to purchase all the Vendor A Shares, which represents the entire issued share capital of Vendor A, after completion of the JG Disposal.

The unaudited net loss before taxation of Vendor A for the financial year ended 31 March 2015 and 31 March 2016 was approximately HK\$281,000 and HK\$243 million, respectively. The unaudited net loss after taxation of Vendor A for the year ended 31 March 2015 and 31 March 2016 was approximately HK\$281,000 and HK\$243 million, respectively.

Upon completion of the JG Agreement, the Group will cease to have any interests in Joint Global and Vendor A.

CONSIDERATION

The consideration for the JG Disposal shall be HK\$5,000,000, which shall be wholly satisfied by Joint Global in cash to the Company or its designated subsidiary other than Vendor A upon completion of the JG Agreement.

The consideration for the disposal of the Vendor A Shares shall be HK\$1.00, which shall be wholly satisfied by Joint Global in cash to the Vendor A Owner upon completion of the JG Agreement.

The consideration for the JG Disposal was arrived at after arm's length negotiations between the parties to the JG Agreement after taking into consideration of various factors, including, (i) the illiquidity of the JG Shares, (ii) that Vendor A is only a minority shareholder of Joint Global, and (iii) Joint Global has recorded a net loss for the financial year ended 31 March 2016.

The consideration for the disposal of Vendor A Shares was arrived at after arm's length negotiations between the parties to the JG Agreement after taking into consideration of the financial position of Vendor A.

After taking into consideration of various factors, the Board considers the consideration under the JG Agreement including but not limited to the JG Disposal to be fair and reasonable and on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

COMPLETION

Completion of the JG Agreement is expected to take place within two Business Days after the fulfillment of the Condition Precedent (or such other date as the parties thereof may agree in writing).

THE FREEWILL AGREEMENT

Date: 6 March 2017

Parties: (1) Seller: Vendor B

(2) Purchaser: Freewill

Vendor B is a company incorporated in the British Virgin Islands and is principally engaged in investment holdings and is an indirect wholly-owned subsidiary of the Company.

Freewill is a company incorporated in the Republic of the Marshall Islands with limited liability and is principally engaged in, among others, investments in listed and unlisted securities. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for the Freewill Shares held by Vendor B, Freewill and its ultimate beneficial owner(s) are Independent Third Parties.

ASSETS TO BE DISPOSED

Pursuant to the Freewill Agreement, Vendor B has agreed to dispose and Freewill has agreed to repurchase all the Freewill Shares held by Vendor B, which represents approximately 13.96% of the entire issued share capital of Freewill as at the date of the Freewill Agreement. The Freewill Shares held by Vendor B are classified as available-for-sale investment of the Company.

As at 31 December 2016, the unaudited net asset value of Freewill was approximately HK\$2,296 million. Based on information provided to the Company by Freewill, Freewill holds an indirect interest of approximately 25.45% in an associate, HEC Capital Limited as at the date of this announcement, whose principal businesses include brokerage services, corporate finance services, funds, commodities trading, securities trading, money lending and property holding. Freewill also holds investments in listed shares in a number of listed issuers in Hong Kong.

The unaudited net loss before taxation of Freewill for the financial year ended 31 March 2016 was approximately HK\$824 million. The unaudited net loss after taxation of Freewill for the financial year ended 31 March 2016 was approximately HK\$824 million. Financial information of Freewill for the year ended 31 March 2015 is not applicable as the group acquired Freewill since 2 July 2015.

Upon completion of the Freewill Agreement, the Group will cease to have any interests in Freewill.

CONSIDERATION

The consideration for the Freewill Disposal shall be HK\$105,000,000, which shall be satisfied by Freewill as to HK\$15,000,000 within two business days from the date of the Freewill Agreement and as to the remaining balance of HK\$90,000,000 upon completion of the Freewill Agreement.

The consideration for the Freewill Disposal was arrived at after arm's length negotiations between the parties to the Freewill Agreement after taking into consideration of various factors, including, (i) the illiquidity of the Freewill Shares; (ii) that Vendor B is only a minority shareholder of Freewill, and (iii) Freewill is had recorded a net loss for the financial year ended 31 March 2016.

After taking into consideration of various factors, the Board considers the consideration for the Freewill Disposal to be fair and reasonable and on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

COMPLETION

Completion of the Freewill Agreement is expected to take place within 14 days after the entering of the Freewill Agreement (or such other date as the parties thereto may agree in writing).

FINANCIAL EFFECT OF THE DISPOSALS

Based on the book value of the JG Shares and the Freewill Shares held by the Group as at 30 September 2016, it is estimated that upon completion of the Disposals, the Group will record a loss of approximately HK\$235.7 million and an decrease in the net assets of the Group by approximately HK\$235.7 million.

It is intended that the net proceeds from the Disposals of approximately HK\$110 million will be used by the Group for general working capital of the Group.

REASONS FOR THE DISPOSALS

The Group has been principally engaged in the businesses of provision of brokerage service and securities margin financing, provision of futures and options contracts dealing services, provision of finance, securities investments and real estate.

Impairment loss was recorded in the financial statements of the Group regarding the available-for-sale investments including the JG Shares and the Freewill Shares. The Board believes that the Disposals would enable the Group to exit the loss making available-for-sale investments which are relatively illiquid at a reasonable price and to improve the financial flexibility of the Company. Following the Disposals, the internal resources of the Group can be reallocated. The Board is of the view that the Disposals would release the Company from the administrative effort in such available-for-sale investments. As such, the entering into of the JG Agreement and Freewill Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The entering into of the Agreements and the Disposals constitute a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules and are subject to the announcement requirement under Chapter 14 of the Listing Rules.

TAKEOVERS CODE IMPLICATIONS

Reference is made to the announcement of the Company dated 16 December 2016 (the **Rule 3.7 Announcement**) which refers to the Possible Transfer and the Possible Subscription (both defined in the Rule 3.7 Announcement), upon the completion of which an obligation on the part of CMBCI (also defined under the Rule 3.7 Announcement) to make a mandatory unconditional general offer for all issued Shares and share options of the Company (not already owned or agreed to be acquired by CMBCI and its concert parties) will be triggered under the Takeovers Code. Joint Global and Freewill have confirmed in the JG Agreement and the Freewill Agreement respectively that they do not hold any Shares and are not otherwise interested in any Shares of the Company. As such, the Disposals do not constitute a special deal under Rule 25 of the Takeovers Code.

DEFINITIONS

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

“Agreements”	together the JG Agreement and the Freewill Agreement
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“CMBCI”	CMBC International Holdings Limited
“Company”	Skyway Securities Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange (Stock Code: 1141)
“Completion”	completion of the Disposals in accordance with the terms of the Agreements
“Director(s)”	director(s) of the Company
“Disposals”	together the JG Disposal and the Freewill Disposal
“Freewill”	Freewill Holdings Limited, a company incorporated in the Republic of the Marshall Islands with limited liability
“Freewill Agreement”	the agreement dated 6 March 2017 and entered into between Vendor B and Freewill in relation to the Freewill Disposal
“Freewill Shares”	80,000,000 shares in the issued share capital of Freewill held by Vendor B to be disposed under the Freewill Agreement

“Freewill Disposal”	the disposal of the Freewill Shares as contemplated under the Freewill Agreement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Joint Global”	Joint Global Limited, a company incorporated in the Republic of the Marshall Islands with limited liability
“JG Agreement”	the agreement dated 6 March 2017 and entered into among Vendor A, Vendor A Owner and Joint Global in relation to the JG Disposal
“JG Shares”	41,000,000 shares in the issued share capital of Joint Global held by Vendor A to be disposed under the JG Agreement
“JG Disposal”	the disposal of the JG Shares as contemplated under the JG Agreement
“Independent Third Parties”	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 party(ies) independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

“Vendor A”	Mission Investments Holdings Limited
“Vendor A Owner”	Mission Capital Group Limited
“Vendor B”	Ultron Prime Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 6 March 2017

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

Executive Directors

Ms. Lin Yuehe (*Chairlady*)

Mr. Wang Haixiong (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Chan Kwan Pak

Mr. Siu Gee Tai

Mr. Siu Siu Ling Robert