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中達金融集團有限公司  
**Central Wealth Financial Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 572)

**VERY SUBSTANTIAL DISPOSAL:  
THE DISPOSAL OF THE ENTIRE EQUITY INTERESTS  
OF TARGET COMPANY  
AND  
MAJOR TRANSACTION:  
THE ACQUISITION OF THE CONSIDERATION SHARES**

The Board announces that on 4 March 2016, the Company, entered into the Sale and Purchase Agreement with the Purchaser in relation to the disposal of the Sale Share and the Sale Loan to the Purchaser for an aggregate consideration of HK\$218,000,000, which shall be settled by the Purchaser by way of cash Deposit and the issue and allotment of the Consideration Shares and the Promissory Notes. The Disposal is subject to the satisfaction of the conditions as set out in the paragraph headed “Conditions” below.

As certain of the relevant percentages regarding the Disposal exceed 75%, the Disposal constitutes a very substantial disposal on the part of the Company under Rule 14.06 of the Listing Rules and is subject to, among others, the approval of the Shareholders at the EGM.

As certain of the relevant percentages regarding the acquisition of the Consideration Shares as contemplated under the Sale and Purchase Agreement exceed 25% but below 100%, such acquisition of the Consideration Shares constitutes a major transaction on the part of the Company under Rule 14.06 of the Listing Rules and is subject to, among others, the approval of the Shareholders at the EGM.

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

**As the Completion is subject to the fulfilment of the conditions, the Disposal may or may not proceed. Shareholders and investors should exercise caution when dealing in securities of the Company.**

The Board announces that on 4 March 2016, the Company, entered into the Sale and Purchase Agreement with the Purchaser in relation to the Disposal of the Sale Share and the Sale Loan to 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 Company

(2) The Purchaser

The Purchaser is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The Purchaser is a wholly owned subsidiary of Skyway Securities. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for the common directorship between the Purchaser and the Company the Purchaser and its ultimate beneficial owner are Independent Third Parties.

As there are common directorship between the Company and Skyway Securities, the Purchaser was introduced to the Company by one of the common directors. Save for that the ultimate beneficial owner of the VSA Vendor is also a substantial shareholder of Skyway Securities and the sister of the ultimate beneficial owner of the VSA Vendor is an executive director of Skyway Securities, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and its associates do not have any other relationship with the VSA Vendor.

Save and except for that Skyway Securities Investment Limited, a subsidiary of Skyway Securities, having acted as placing agent for the Company and Skyway Securities is a shareholder of the Company holding 120,576,000 Shares as at the date of this announcement, the Purchaser and its associates do not have any relationship or business arrangements or transactions with the Company and its connected persons.

**Asset to be disposed:**

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 an aggregate of one (1) share in the share capital of the Target Company, representing 100% of the entire issued share capital of the Target Company; and (ii) the Sale Loan. As at the date of this announcement, 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 Disposal 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 Skyway Securities 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 Group 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 Skyway Securities consider the consideration of the Disposal to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole. As at the date of this announcement, the outstanding Bank Loan amounts to approximately HK\$186,000,000.

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 on or before 15 July 2016 (or such other dates as the parties to the Sale and Purchase Agreement may agree), the Company shall refund the Deposit in full to the Purchaser within 5 Business Days.

### ***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 Skyway 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 Skyway 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 Skyway Share of approximately HK\$0.176 per Skyway Share as quoted on the Stock Exchange based on the unaudited net asset value of Skyway Securities of approximately HK\$2,229,759,000 as at 30 September 2015 and 12,659,524,952 Skyway Shares in issue as at 29 February 2016.

The Issue Price was arrived at after arm's length negotiations between the Purchaser and the Company with reference to the current market price. 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 Skyway Securities 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 Skyway 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 Skyway Shareholders at the special general meeting of Skyway Securities 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 Skyway Shares prior to Completion, will represent approximately 10.27% of the existing issued share capital of Skyway Securities and approximately 9.31% of the issued share capital of Skyway Securities 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 Skyway 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 Disposal 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 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, 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 of Skyway Securities who are entitled to vote and not required to be abstained from voting under the Listing Rules at a general meeting of Skyway Securities 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 Company and the circular by Skyway Securities in respect of the Disposal 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 cease to be a wholly owned subsidiary of the Company and the Company will cease to have any interests in the Target 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 Company. After Completion of the Disposal, the Purchaser shall be interested in the entire issued share capital of the Target Company and the Company 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:

	<b>For the year ended 31 December 2013 HK\$ (Audited)</b>	<b>For the year ended 31 December 2014 HK\$ (Audited)</b>	<b>For the year ended 31 December 2015 HK\$ (Unaudited)</b>
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:

	<b>For the year ended 31 December 2013 HK\$ (Audited)</b>	<b>For the year ended 31 December 2014 HK\$ (Audited)</b>	<b>For the year ended 31 December 2015 HK\$ (Unaudited)</b>
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 and revenue of 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 year ended 31 December 2014 and 31 December 2015 was mainly due to the administrative costs and expenses.

Based on the unaudited consolidated management accounts of the Target Group, it is estimated that upon Completion, the Group will record a gain of approximately HK\$5,300,000 upon completion of the Disposal and an increase in the net assets of the Group by approximately HK\$5,300,000. The gain on Disposal is based on the consideration of HK\$218,000,000 less cost of investment in the Target Group of HK\$212,000,000 and disposal expense of HK\$700,000.

The valuation report of the Property and the accountant's report of the Target Group shall be included in the circular to be despatched to the Shareholders in respect of the Disposal.

## **INFORMATION OF SKYWAY SECURITIES**

Skyway Securities is a company incorporated in Bermuda with limited liability and the issued Skyway Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1141). The Skyway Group is 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 and securities investments and real estate. The Purchaser is a wholly owned subsidiary of Skyway Securities.

Set below is the financial information of Skyway Securities:

	<b>For the year ended 31 March 2013 HK\$'000</b>	<b>For the year ended 31 March 2014 HK\$'000 (Audited)</b>	<b>For the year ended 31 March 2015 HK\$'000 (Audited)</b>
Profit/(Loss) before taxation	(68,099)	417,153	551,402
Profit/(Loss) after taxation	(61,194)	417,083	487,057
Net asset value	1,130,637	1,593,425	2,328,735

The unaudited net asset value of Skyway Securities as at 30 September 2015 amounts to approximately HK\$2,229,759,000.

## **REASONS FOR THE TRANSACTION AND USE OF PROCEEDS**

The Group is now principally engaged in (a) trading and related services; (b) investment in listed securities and property in Hong Kong; and (c) money lending business in Hong Kong. The Board also from time to time reviews the existing business and explores other business opportunities with a view to broaden its income stream which shall be in the best interests of the Company and its shareholders as a whole.

Reference is made to the announcement of the Company dated 17 August 2015 in relation to the acquisition of the Hong Kong Subsidiary by the Group which constitutes a very substantial acquisition on the part of the Company for a total consideration of HK\$210,000,000 in cash and by way of issue of the promissory notes with principal amount of HK\$130,000,000. As disclosed in the announcement of the Company dated 30 November 2015, the acquisition was completed on 30 November 2015. As at the date of this announcement, the Group has fully repaid the promissory notes.

While the Group has only acquired the Hong Kong Subsidiary for a relatively short span of time, it is noted that the property market in Hong Kong has become volatile since completion of the acquisition. With the announcement of increase of interest rate by the United States of America in December 2015, the property market in Hong Kong is subject to uncertainties and becomes volatile in light of the contemplation of increase in interest rate in Hong Kong. The Centa-City Index shows a decrease trend since November 2015 from approximately 141 in November 2015 to approximately 132. As such, the Directors are of the view that the Disposal will be a prudent decision for the Disposal to avoid putting all eggs in the same basket.

The Company considers that the Disposal is an opportunity for the Company to realize its investment in the Target Group. Furthermore, taking into consideration of the gain from the Disposal, the Company considers it can reutilize the proceeds towards other appropriate investment opportunities for better return for its Shareholders. The Board will from time to time identify any appropriate investment opportunities in properties and listed securities. As at the date of this announcement, save and except for the major transaction as announced on 3 February 2016, the Company has not yet identified any new investment opportunities.

In light of the volatility in the property market in Hong Kong, the Company considers that the Disposal represents an opportunity to divest in the Target Group to allow it to reallocate the Group's resources for other investment opportunities, including other property in Hong Kong.

The transaction involves the issuance of the Consideration Shares by Skyway Securities to the Group. The Group intends to hold the Consideration Shares as a kind of treasury investment and be classified as current assets in its statement of financial position and Skyway Securities will not be regarded as an associate of the Company upon Completion. The Skyway Group is 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 and securities investments and real estate. The Company considers that Hong Kong will remain as an international financial centre and there are prospects of the securities industry in Hong Kong.

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

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 Skyway Securities 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.

After deducting expenses relating to the Disposal, there will be net proceeds of approximately HK\$6,300,000 from the Disposal and the Company intends to utilize the net proceeds towards general working capital of the Group, including but not limited to rental payment and its staff costs.

It is expected that the Disposal will not have any significant impact on the revenue and profits of the Group. While it is contemplated that both the total assets and total liabilities of the Group will decrease as a result of the Disposal, it is expected that the Disposal will not have a material adverse impact on the net asset position of the Group. The Group has a cash position of approximately HK\$12,000,000 as at the date of this announcement and it is expected that save for the impact from the cash Deposit of HK\$7,000,000 and the repayment of the Promissory Notes of HK\$29,000,000 by the Purchaser upon the maturity of the Promissory Notes, the Disposal will not have any other material impact on the cash position of the Group following completion of the Disposal.

The Board is of the view that the future prospects of the remaining Group will not be affected by the Disposal. While there are uncertainties in the economy development, the Board will continue to review the existing business and explores other business opportunities with a view to broaden its income stream.

As at the date of this announcement, save for the major transaction as announced on 3 February 2016, the Company and its Directors does not have any intention, arrangement, agreement, understanding and negotiations on any disposal apart from the Disposal, injection of any new business to the Group and change in the Company's shareholding structure.

## LISTING RULES IMPLICATION

As certain of the relevant percentages regarding the Disposal exceed 75%, the Disposal constitutes a very substantial disposal on the part of the Company under Rule 14.06 of the Listing Rules and is subject to, among others, the approval of the Shareholders at the EGM. To the best belief, information and knowledge of the Directors, after making reasonable enquiries, save for that Skyway Securities holding 120,576,000 Shares as at the date of this announcement, representing approximately 2.09% of the issued share capital of the Company, no other Shareholders have a material interest in the Disposal and are required to abstain from voting at the EGM. Skyway Securities and its associates shall abstain from voting at the EGM.

The issuance of the Consideration Shares by Skyway Securities to the Group will be deemed as an acquisition of the Consideration Shares by the Group. As certain of the relevant percentages regarding the acquisition of the Consideration Shares as contemplated under the Sale and Purchase Agreement exceed 25% but less 100%, such acquisition of the Consideration Shares constitutes a major transaction on the part of the Company under Rule 14.06 of the Listing Rules and is subject to, among others, the approval of the Shareholders at the EGM.

An EGM will be convened and held for the Shareholders to, among other things, consider and, if thought fit, to approve the Sale and Purchase Agreement and the transactions contemplated thereunder including the Disposal and the acquisition of the Consideration Shares as contemplated under the Sale and Purchase Agreement.

Each of Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, both being independent non-executive Directors of the Company, are also common directors of Skyway Securities. Each of Mr. Siu Yun Fat, Mr. Yang Yang and Mr. Yu Qingrui, being executive Directors of the Company, also declare that they hold in aggregate 65,000,000 Skyway Shares as at the date of this announcement, representing approximately 0.51% of the issued share capital of Skyway Securities. In light of such conflict of interests, each of Mr. Siu Siu Ling, Robert, Mr. Tam Tak Wah and Mr. Siu Yun Fat, Mr. Yang Yang and Mr. Yu Qingrui has abstained from voting at the relevant board resolutions of the Company approving the Sale and Purchase Agreement and the transactions contemplated thereunder.

A circular containing, among other things, (i) further details of the Sale and Purchase Agreement and the Disposal; (ii) the valuation report on the Property; and (iii) a notice of the EGM, is expected to be despatched to the Shareholders on or before 31 May 2016 in accordance to the Listing Rules.

## DEFINITIONS

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

“associates”	has the meaning ascribed to this term under the Listing Rules
“Bank Loan”	the outstanding bank loan owed by the Target Group 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” or “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
“Completion”	completion of the Disposal in accordance with the Sale and Purchase Agreement
“Consideration Shares”	the 1,300,000,000 new Skyway Shares to be allotted and issued to the Vendor by Skyway Securities at the Issue Price to settle part of the consideration for the Disposal
“Directors”	directors of the Company
“Disposal”	the disposal by the Vendor of the Sale Shares and the Sale Loan subject to and upon the terms and conditions of the Sale and Purchase Agreement



“EGM”	the extraordinary general meeting of the Company to be held and convened to consider and approve the Sale and Purchase Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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
“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 Shares 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 Skyway Securities
“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 Shares 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
“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
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.001 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Skyway Securities”	Skyway Securities Group Limited, a company incorporated in Bermuda with limited liabilities and the issued Skyway Shares are listed on the Main Board of the Stock Exchange
“Skyway Share(s)”	ordinary share(s) of Skyway Securities of HK\$0.01 each
“Skyway Shareholder(s)”	holder(s) of Skyway Share(s)

“Target Company”	Sky Eagle Global Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Target Group”	the Target Company and the Hong Kong Subsidiary
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“VSA Vendor”	the vendor of the very substantial acquisition on the part of the Company as announced on 17 August 2015
“%”	per cent.

By order of the Board  
**Central Wealth Financial Group Limited**  
**Siu Yun Fat**  
*Chairman*

Hong Kong, 4 March 2016

*As of the date of this announcement, the Board comprises (i) four executive Directors, namely Mr. Lau Fai Lawrence, Mr. Siu Yun Fat, Mr. Yang Yang and Mr. Yu Qingrui; and (ii) three independent non-executive Directors, namely Mr. Chan Yee Por, Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.*