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**FUTURE WORLD FINANCIAL HOLDINGS LIMITED**

**未來世界金融控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 572)**

**DISCLOSEABLE TRANSACTION:**

**PROVISION OF FINANCIAL ASSISTANCE AND  
ADVANCE TO AN ENTITY**

On 7 September 2017, Globally Finance, a direct wholly owned subsidiary of the Company, as lender and CSPT as borrower entered into the Loan Agreement pursuant to which Globally Finance has agreed to grant the Loan Facility in the amount of up to HK\$35,000,000 to CSPT for a term of three years. On 19 September 2017, Globally Finance entered into the Supplemental Loan Agreement with CSPT to increase the Loan Facility amount up to HK\$150,000,000.

As the applicable percentage ratios under the Listing Rules exceed 5% but are less than 25%, the entering into of the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As the amount of the financial assistance granted to CSPT exceeds 8% under the assets ratio as defined under Rule 13.13 of the Listing Rules, the grant of the Loan Facility is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

On 7 September 2017, Globally Finance, a direct wholly owned subsidiary of the Company, as lender and CSPT as borrower entered into the Loan Agreement pursuant to which Globally Finance has agreed to grant the Loan Facility in the amount of up to HK\$35,000,000 to CSPT for a term of three years. On 19 September 2017, Globally Finance entered into the Supplemental Loan Agreement with CSPT to increase the Loan Facility amount up to HK\$150,000,000. A summary of the principal terms of the Loan Agreement (as supplemented by the Supplemental Loan Agreement) is set out below.

## **THE LOAN AGREEMENT (AS SUPPLEMENTED BY THE SUPPLEMENTAL LOAN AGREEMENT)**

**Date:** 7 September 2017 (as supplemented by the Supplemental Loan Agreement dated 19 September 2017)

**Parties:** (1) Globally Finance as lender  
(2) CSPT as borrower

Globally Finance is a company incorporated in Hong Kong and is a direct wholly owned subsidiary of the Company.

CSPT is a company incorporated in Bermuda with limited liability and the issued CSPT Shares are listed on the Main Board of the Stock Exchange (Stock Code: 139). CSPT Group is principally engaged in the businesses of trading and distribution of electronic and accessory products and other merchandise, financial investments and trading and money lending business. As at the date of this announcement, CSPT Group holds an aggregate 691,830,188 Shares, representing approximately 8.69% of the issued share capital of the Company. As at the date of this announcement, the Company and its subsidiaries hold an aggregate 1,470,621,316 CSPT Shares, representing approximately 11.56% of the issued share capital of CSPT.

The Company has conducted placing of 400,000,000 Shares and 427,000,000 Shares respectively through CWSI as placing agent as disclosed in the announcements of the Company dated 26 July 2017, 7 August 2017, 31 August 2017 and 18 September 2017. As disclosed in the announcements of CSPT dated 1 September 2017 and 8 September 2017, CSPT has entered into a sale and purchase agreement to acquire the holding company of CWSI and CWSI has become a wholly owned subsidiary of CSPT on 8 September 2017. Please refer to the relevant announcements for further details.

As disclosed in the announcement of the Company dated 27 July 2017, the Company entered into a share swap agreement with CSPT which has completed on 7 August 2017. Please refer to the announcements of the Company dated 27 July 2017 and 7 August 2017 for further details.

Globally Finance has assessed the past credit records and backgrounds and reviewed certain assets records of CSPT in accordance with the credit policy of Globally Finance. To the best of the Directors' knowledge and information, the Directors are not aware of any default by CSPT in the past.

<b>Facility amount:</b>	HK\$150,000,000
<b>Interest rate:</b>	8% per annum
<b>Repayment Date:</b>	the date falling on the third anniversary of the date of the Loan Agreement (or such earlier date as Globally Finance and CSPT may agree in writing) or such earlier date of repayment as demanded by Globally Finance.

Pursuant to the Agreement, Globally Finance shall have the overriding right at any time by written notice to CSPT to demand early repayment of the Loan Facility drawn and all interest accrued thereon and CSPT shall within ten business days from the date of such notice repay the Loan(s).

**Condition:**

The obligation of Globally Finance to advance Loan(s) to CSPT under the Loan Agreement (as supplemented by the Supplemental Loan Agreement) shall be subject to the fulfillment of the following conditions:

- (a) all necessary approvals, consents, authorizations and licenses in relation to the transactions contemplated under the Loan Agreement having been obtained;
- (b) all representations and warranties made by CSPT in the Loan Agreement or in connection therewith shall be true and correct with the same effect as made on and as of the relevant drawdown date(s) with reference to the facts and circumstances then subsisting;
- (c) no event of default shall have occurred;
- (d) Globally Finance having received such other documents, evidence and financial and other information relating to any matter contemplated under the Loan Agreement (as supplemented by the Supplemental Loan Agreement) as Globally Finance may require; and
- (e) if necessary, the passing of necessary resolutions by the independent Shareholders at an extraordinary general meeting of the Company to be held and convened to approve the Loan Agreement (as supplemented by the Supplemental Loan Agreement) and the transactions contemplated thereunder.

**Funding of the Loan Facility and change in use of net proceeds from placing**

The Group will finance the Loan Facility with the net proceeds from the placing of 427,000,000 new Shares announced in the announcements of the Company dated 31 August 2017 and 18 September 2017.

According to the announcement of the Company dated 31 August 2017, the net proceeds of approximately HK\$57.6 million was originally intended to be used for securities trading and investment. In light of the money lending business opportunity, the Directors consider that it is appropriate for the Group to reallocate the net proceeds of the placing to the money lending business development of the Group.

## **INFORMATION ON THE GROUP AND GLOBALLY FINANCE**

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in (i) securities trading and investment; (ii) provision of financing services; (iii) investment property in Hong Kong, (iv) e-commerce business and (v) trading business and related services.

Globally Finance is a company incorporated in Hong Kong with limited liability and is principally engaged in money lending and related business in Hong Kong. Globally Finance holds a valid Money Lenders Licence under the provisions of the Money Lenders Ordinance (Cap. 163, the laws of Hong Kong) to carry out its business.

## **REASONS FOR THE LOAN AGREEMENT AND THE SUPPLEMENTARY LOAN AGREEMENT**

The grant of the Loan Facility to CSPT is in the ordinary and usual course of business of the Group on normal commercial terms within the meaning of the Listing Rules.

The terms of the Loan Agreement and the Supplemental Loan Agreement are negotiated on an arm's length basis between Globally Finance and CSPT with regarding to, among others, the financial position of CSPT. The terms of the Loan Agreement and the Supplemental Loan Agreement are entered into on a normal commercial terms based on the credit policy of Globally Finance. The terms of the Loan Agreement and the Supplemental Loan Agreement are determined with reference to the prospects of CSPT. The terms of the Loan including the interest rate charged on CSPT are determined with reference to the range of market interest rate.

The Directors consider that the granting of the Loan constitutes provision of financial assistance by the Group under the Listing Rules. Taking into account of the cashflow stream from the expected interest income, the Directors consider that the entering into of the Loan Agreement (as supplemented by the Supplemental Loan Agreement) and the terms and conditions of the Loan Agreement (as supplemented by the Supplemental Loan Agreement) (including the interest rate and principal amount) are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

Each of Mr. Chen Xiaodong and Mr. Yu Qingrui, being common directors of CSPT and the Company, has abstained from voting on the relevant board resolutions relating to the Loan Agreement, the Supplemental Loan Agreement and the transactions contemplated thereunder.

## **LISTING RULES IMPLICATIONS**

As the applicable percentage ratios under the Listing Rules exceed 5% but are less than 25%, the entering into of the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As the amount of the financial assistance granted to CSPT exceeds 8% under the assets ratio as defined under Rule 13.13 of the Listing Rules, the grant of the Loan Facility is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of Directors
“Company”	Future World Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability the issued Shares of which are listed on the Main Board of the Stock Exchange

“CSPT”	China Soft Power Technology Holdings Limited, a company incorporated in Bermuda with limited liabilities and the issued CSPT Shares are listed on the Main Board of the Stock Exchange
“CSPT Group”	CSPT and its subsidiaries
“CSPT Share(s)”	ordinary share(s) of CSPT of HK\$0.01 each
“CWSI”	Central Wealth Securities Investment Limited, a company incorporated in Hong Kong
“Director(s)”	the director(s) of the Company
“Globally Finance”	Globally Finance Limited, a company incorporated in Hong Kong with limited liability and the lender under the Loan Agreement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Loan(s)”	the loan(s) to be drawn by CSPT under the Loan Facility granted by Globally Finance to CSPT under the Loan Agreement (as supplemented by the Supplemental Loan Agreement)
“Loan Agreement”	the loan agreement dated 7 September 2017 entered into between CSPT as borrower and Globally Finance as lender in relation to the grant of the Loan Facility of up to HK\$35,000,000

“Loan Facility”	a revolving loan facility granted by Globally Finance under the Loan Agreement (as supplemented by the Supplemental Loan Agreement) to CSPT
“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
“Supplemental Loan Agreement”	the supplemental loan agreement dated 19 September 2017 entered into between CSPT as borrower and Globally Finance as lender in relation to the increase of the Loan Facility amount of up to HK\$150,000,000
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board  
**Future World Financial Holdings Limited**  
**Siu Yun Fat**  
*Chairman*

Hong Kong, 19 September 2017

*As at the date of this announcement, the Board comprises (i) six executive Directors, namely Mr. Siu Yun Fat, Mr. Cai Linzhan, Mr. Chen Xiaodong, Ms. Cheng So Sheung, Mr. Lau Fai Lawrence and Mr. Yu Qingrui; and (ii) three independent non-executive Directors, namely Mr. Hon Hak Ka, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.*