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WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED

皓天財經集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1260)

DISCLOSEABLE TRANSACTION – ACQUISITION OF PROPERTY

THE ACQUISITION

On 26 January 2021 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendor entered into the Agreement pursuant to which Purchaser agreed to purchase and the Vendor agreed to sell the Property at the Consideration of RMB22,691,880.

LISTING RULES IMPLICATIONS

As the highest applicable Percentage Ratio of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE ACQUISITION

The Board is pleased to announce that on 26 January 2021 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendor entered into the Agreement pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Property.

THE AGREEMENT

The principal terms of the Agreement are summarised below:

Date: 26 January 2021

Parties: Purchaser: Wonderful Sky Strategic Investment Consulting (Shenzhen) Limited* (皓天策略投資顧問(深圳)有限公司), an indirect wholly-owned subsidiary of the Company

Vendor: Mr. Li Honghui* (李宏輝先生)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is Independent Third Party.

Property to be acquired: 36A, Building 3, Dachong Business Center (Phase 3), west of Tonggu Road and north of Shennan Avenue, Nanshan District, Shenzhen (深圳市南山區銅鼓路西、深南大道以北大衝商務中心(三期)3棟36A), located at Guangdong Province, the PRC. The Property is currently leased out by the Vendor.

The Property with gross floor area of 420.22 square metres and real property ownership of 40 years from 29 September 2012 to 28 September 2052. The permitted use of the Property is office.

Consideration: RMB22,691,880, which shall be paid by the Purchaser by way of cash in the following manner:

- (a) An initial deposit of RMB500,000 shall be paid by the Purchaser to the Vendor upon the signing of the Agreement;
- (b) The second deposit of RMB1,700,000 shall be paid within five days by the Purchaser to the Vendor after the signing of the Agreement; and
- (c) The balance of the Consideration of RMB20,491,880 shall be settled on or before 21 February 2021.

Delivery of the Property: The Vendor shall deliver the Property to the Purchaser on or before 30 June 2021.

The Consideration was determined after arm's length negotiations between the parties by reference to the prevailing market conditions, as well as the location of the Property and market price of comparable properties in the same area. It is expected that the Consideration will be financed by internal resources of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision of financial public relations services and arrangement and coordination of international roadshows.

The existing office of the Group in the PRC is rented under an operating lease which will expire in October 2021. The Acquisition will provide a self-owned office to the Group that (i) provides more spacious area to cater for the Group's future development; (ii) provides capital appreciation potential; (iii) reduces the Group's exposure to future rental expenditure increment; and (iv) ensures the continuity of its operation.

Taking into account the above factors, the Directors (including the independent non-executive Directors) consider that the terms of the Acquisition are on normal commercial terms and are fair and reasonable, and the Acquisition is in the interests of the Shareholders and the Company as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable Percentage Ratio of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following respective meanings:

“Acquisition”	the acquisition of the Property by the Purchaser pursuant to the terms of the Agreement
“Agreement”	the agreement for sale and purchase of the Property entered into between the Purchaser and the Vendor on 26 January 2021
“Board”	the board of Directors
“Company”	Wonderful Sky Financial Group Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange

“Consideration”	RMB22,691,880 for the acquisition of the Property
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	parties which, to the best knowledge, information and belief of the Directors having made due and careful enquiries, are independent of and not connected with the Directors, substantial Shareholders (within the meaning under the Listing Rules) or chief executives of the Company or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Percentage Ratio(s)”	the percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction for the purposes of Chapter 14 of the Listing Rules
“PRC”	the People’s Republic of China
“Property”	the property located at 36A, Building 3, Dachong Business Center (Phase 3), west of Tonggu Road and north of Shennan Avenue, Nanshan District,* Shenzhen (深圳市南山區銅鼓路西、深南大道以北大衝商務中心(三期)3棟36A), located at Guangdong Province, the PRC
“Purchaser”	Wonderful Sky Strategic Investment Consulting (Shenzhen) Limited* (皓天策略投資顧問(深圳)有限公司), a company established in the PRC with limited liability and indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC

“Share(s)”	ordinary share(s) of the Company with a par value of HK\$0.01 each
“Shareholders”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Mr. Li Honghui* (李宏輝先生), an Independent Third Party
“%”	per cent

By Order of the Board
Wonderful Sky Financial Group Holdings Limited
Liu Tianni
Chairman

Hong Kong, 26 January 2021

As at the date of this announcement, the executive directors of the Company are Mr. Liu Tianni and Ms. Liu Lin; the independent non-executive directors of the Company are Ms. Li Ling Xiu, Ms. Lam Yim Kei, Sally and Ms. Lee Wing Sze, Rosa.

* *For identification purposes only*