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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)

## **VOLUNTARY ANNOUNCEMENT**

### **CHANGE OF SHAREHOLDINGS IN THE COMPANY**

The Company was informed by Mr. Liu Tianni that on 22 October 2021, Mr. Liu Tianni and his spouse have completed the transfer of their indirect interest in 750,000,000 Shares in aggregate, representing approximately 65.13% of the total issued share capital of the Company, to the Family Trust for their family wealth and succession planning purposes.

Immediately after the Transfer, the Family Trust and Sapphire Star Group Limited, through Sapphire Star Investments Limited, will be interested in 750,000,000 Shares, representing approximately 65.13% of the total issued share capital of the Company.

Pursuant to Rule 26 of the Takeovers Code, the Trustee, the Sapphire Star Group Limited and the parties acting in concert with them (including the Beneficiaries) would be required to make a mandatory general offer for all the issued shares of the Company, unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver of their obligations to make a mandatory general offer arising from the Transfer pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

### **THE FAMILY TRUST AND THE TRANSFER**

The Company was informed by Mr. Liu Tianni that on 22 October 2021, Mr. Liu Tianni and his spouse have completed the transfer of their indirect interest in 750,000,000 Shares in aggregate, representing approximately 65.13% of the total issued share capital of the Company, to the Family Trust for their family wealth and succession planning purposes.

The beneficiaries of the Family Trust are, amongst others, Mr. Liu Tianni (who is the chairman, chief executive officer and executive Director of the Company), his spouse and their close relatives (as defined in the Takeovers Code) (collectively, the “**Beneficiaries**”). TMF (Cayman) Ltd. is the Trustee of the Family Trust.

Immediately after the Transfer, the Family Trust and Sapphire Star Group Limited, through Sapphire Star Investments Limited, will be interested in 750,000,000 Shares, representing approximately 65.13% of the total issued share capital of the Company.

## **IMPLICATIONS UNDER THE TAKEOVERS CODE**

Immediately after the Transfer, the Trustee, the Sapphire Star Group Limited and the parties acting in concert with them (including the Beneficiaries) are required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26 of the Takeovers Code, unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver from their obligations to make a mandatory general offer arising from the Transfer pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

## **DEFINITIONS**

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

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Company”	Wonderful Sky Financial Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong
“Family Trust”	the irrevocable reserved power discretionary family trust established by Mr. Liu Tianni and his spouse for the benefit of the Beneficiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“PRC”	the People’s Republic of China
“Sapphire Star Group Limited”	Sapphire Star Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is an investment holding company for the purpose of the Family Trust
“Sapphire Star Investments Limited”	Sapphire Star Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which directly holds approximately 65.13% Shares as at the date of this announcement
“Share(s)”	ordinary share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“Transfer”	the transfer of the total issued shares of Sapphire Star Investments Limited by Mr. Liu Tianni and his spouse to Sapphire Star Group Limited by way of gift
“Trustee”	TMF (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability, which is appointed as the trustee for the Family Trust
“%”	per cent

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

Hong Kong, 22 October 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.*