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**FUTURE WORLD HOLDINGS LIMITED**

**未 來 世 界 控 股 有 限 公 司**

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

**(Stock Code: 572)**

**DISCLOSEABLE TRANSACTION  
IN RELATION TO THE ACQUISITION OF  
100% EQUITY INTEREST IN TARGET COMPANIES**

**THE FIRST EQUITY TRANSFER AGREEMENT**

The Board is pleased to announce that, on 29 December 2023 (after trading hours), the Purchaser (a wholly-owned subsidiary of the Company) entered into the First Equity Transfer Agreement with Vendor A, Ronghuitong Hotel and Junting Hotel, pursuant to which the Purchaser has agreed to acquire, and Vendor A and Ronghuitong Hotel have agreed to sell, 40% and 60% equity interest in Junting Hotel at considerations of RMB1 and RMB2,500,000 respectively. Upon the First Completion, Junting Hotel will become a wholly-owned subsidiary of the Company.

## **THE SECOND EQUITY TRANSFER AGREEMENT**

On the same date (after trading hours), the Purchaser (a wholly-owned subsidiary of the Company) entered into the Second Equity Transfer Agreement with Vendor B and Ronghuitong Hotel, pursuant to which the Purchaser has conditionally agreed to acquire, and Vendor B has conditionally agreed to sell, 100% equity interest in Ronghuitong Hotel at a consideration of RMB15,400,000. Upon the Second Completion, Ronghuitong Hotel will become a wholly-owned subsidiary of the Company.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more applicable percentage ratios of the Acquisitions, on an aggregate basis, are more than 5% but all applicable percentage ratios are less than 25%, the Acquisitions constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **INTRODUCTION**

The Board is pleased to announce that, on 29 December 2023 (after trading hours), the Purchaser (a wholly-owned subsidiary of the Company) entered into the First Equity Transfer Agreement with Vendor A, Ronghuitong Hotel and Junting Hotel, pursuant to which the Purchaser has agreed to acquire, and Vendor A and Ronghuitong Hotel have agreed to sell, 40% and 60% equity interest in Junting Hotel at considerations of RMB1 and RMB2,500,000 respectively. Upon the First Completion, Junting Hotel will become a wholly-owned subsidiary of the Company.

On the same date (after trading hours), the Purchaser (a wholly-owned subsidiary of the Company) entered into the Second Equity Transfer Agreement with Vendor B and Ronghuitong Hotel, pursuant to which the Purchaser has conditionally agreed to acquire, and Vendor B has conditionally agreed to sell, 100% equity interest in Ronghuitong Hotel at a consideration of RMB15,400,000. Upon the Second Completion, Ronghuitong Hotel will become a wholly-owned subsidiary of the Company.

The principal terms of each of the Equity Transfer Agreements are summarised as follows:

## **THE FIRST EQUITY TRANSFER AGREEMENT**

**Date** 29 December 2023 (after trading hours)

**Parties**

- (1) the Purchaser (as purchaser);
- (2) Vendor A (as vendor);
- (3) Ronghuitong Hotel (as vendor);
- (4) Junting Hotel (as target company).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the counterparties and their ultimate beneficial owner is an Independent Third Party.

### **Subject matter**

The Purchaser has agreed to acquire, and Vendor A and Ronghuitong Hotel have agreed to sell, 40% and 60% equity interest in Junting Hotel at considerations of RMB1 and RMB2,500,000 respectively.

### **Considerations**

The Purchaser shall pay the respective consideration to Vendor A and Ronghuitong Hotel within 90 days after the date of First Completion.

The considerations of RMB1 and RMB2,500,000 were determined after arm's length negotiations between the parties after considering the valuation of the net asset value of Junting Hotel on 30 November 2023 (the assessment benchmark date) at approximately RMB2,508,000 (approximately HK\$2,787,000) based on the asset-based approach by an independent valuer, and the fact that Vendor A has yet to pay its corresponding capital contribution in the amount of RMB4,000,000 to Junting Hotel as at the date of this announcement. Such capital contribution obligation will be transferred to the Purchaser pursuant to the First Equity Transfer Agreement.

Taking into account of the above, the Directors are of the view that the consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Completion**

According to the First Equity Transfer Agreement, Junting Hotel shall handle the registration and/or filing procedure in relation to the transfer of the First Equity Interest, and the Purchaser, Vendor A and Ronghuitong Hotel shall take all necessary actions and provide necessary assistance, including but not limited to signing necessary and reasonable legal documents required by relevant government departments from time to time, to facilitate the aforementioned registration and/or filing procedures within 30 Business Days after the date of the First Equity Transfer Agreement.

The First Completion shall take place on the date of completion of the registration and/or filing in relation to the transfer of the First Equity Interest.

Upon the First Completion, Junting Hotel will become a wholly owned subsidiary of the Company and the financial results, assets and liabilities of Junting Hotel will be consolidated into the consolidated financial statements of the Group.

## **THE SECOND EQUITY TRANSFER AGREEMENT**

**Date** 29 December 2023

**Parties**

- (1) the Purchaser (as purchaser);
- (2) Vendor B (as vendor); and
- (3) Ronghuitong Hotel (as target company)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the counterparties and their ultimate beneficial owner is an Independent Third Party.

## **Subject matter**

The Purchaser agreed to acquire, and Vendor B agreed to sell, 100% equity interest in Ronghuitong Hotel at the consideration of RMB15,400,000.

## **Consideration**

The Purchaser shall pay the consideration to Vendor B within 90 days after the date of the Second Completion.

The consideration of RMB15,400,000 was determined after arm's length negotiations between the parties after considering the valuation of the net asset value of Ronghuitong Hotel on 30 November 2023 (the assessment benchmark date) at approximately RMB18,898,000 (approximately HK\$20,998,000) based on the asset-based approach by an independent valuer and the pro-forma adjustment of loss of disposal of Junting Hotel of RMB3,500,000 (approximately HK\$3,889,000) upon the First Completion.

Taking into account the above, the Directors are of the view that the consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Condition precedent**

The Second Completion is conditional on the First Completion taking place. Upon the First Completion, Ronghuitong Hotel shall handle the registration and/or filing procedure in relation to the transfer of the Second Equity Interest, and the Purchaser and Vendor B shall take all necessary actions and provide necessary assistance, including but not limited to signing necessary and reasonable legal documents required by relevant government departments from time to time, to facilitate the aforementioned registration and/or filing procedures within 30 Business Days after the date of the First Completion.

## **Completion**

The Second Completion shall take place on the date of completion of the registration and/or filing in relation to the transfer of the Second Equity Interest.

Upon the Second Completion, Ronghuitong Hotel will become a wholly owned subsidiary of the Company and the financial results, assets and liabilities of Ronghuitong Hotel will be consolidated into the consolidated financial statements of the Group.

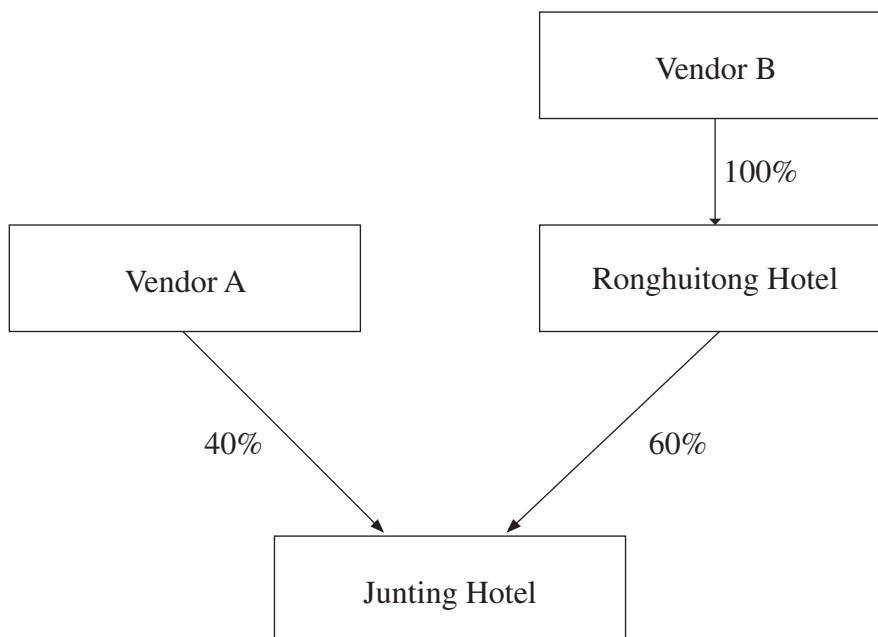
## INFORMATION ON THE TARGET COMPANIES

Junting Hotel is a company established in the PRC with limited liability in June 2021. It is principally engaged in hotel management and operation in the PRC and is currently expected to secure a management contract with 4 to 5-star hotel in the PRC in 2024. As at the date of this announcement, it is owned as to 40% and 60% by Vendor A and Ronghuitong Hotel respectively.

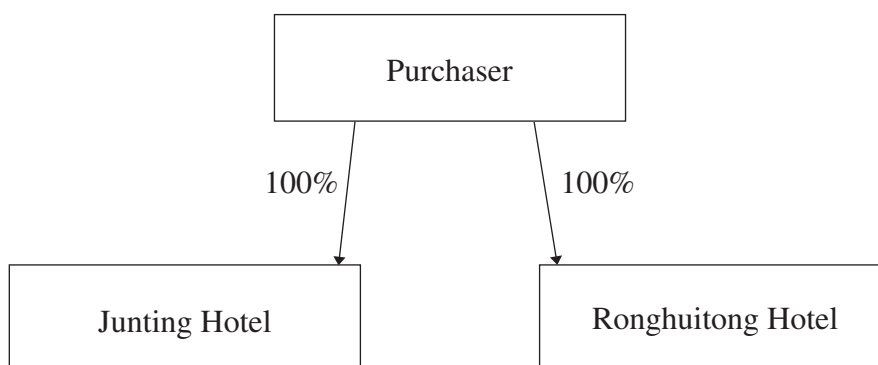
Ronghuitong Hotel is a company established in the PRC with limited liability in June 2021. Ronghuitong Hotel and its subsidiaries are principally engaged in hotel management and operation in the PRC and is currently expected to secure a management contract with 4 to 5-star hotel in the PRC in 2024. As at the date of this announcement, Ronghuitong Hotel is wholly-owned by Vendor B.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the Target Companies and their ultimate beneficial owners is an Independent Third Party.

As at the date of this announcement, the shareholding structure of Junting Hotel and Ronghuitong Hotel is as follows:



Upon the First Completion and the Second Completion, the shareholding structure of Junting Hotel and Ronghuitong Hotel will be as follows:



Below is a summary of the unaudited financial information of Junting Hotel prepared in accordance with the China accounting standards for the years ended 31 December 2021 and 2022 and eleven months ended 30 November 2023:

	<b>For the eleven months ended 30 November 2023 <i>RMB'000</i></b>	<b>For the year ended 31 December 2022 <i>RMB'000</i></b>	<b>For the year ended 31 December 2021 <i>RMB'000</i></b>
Revenue	–	–	–
Net loss	3,495	–	–

The unaudited net asset value of Junting Hotel as at 30 November 2023 was approximately RMB2,505,000.

Below is a summary of the unaudited financial information of Ronghuitong Hotel prepared in accordance with the China accounting standards for the years ended 31 December 2021 and 2022 and eleven months ended 30 November 2023:

	<b>For the eleven months ended 30 November 2023 <i>HK\$'000</i></b>	<b>For the year ended 31 December 2022 <i>HK\$'000</i></b>	<b>For the year ended 31 December 2021 <i>HK\$'000</i></b>
Revenue	–	–	–
Net loss	521	165	88

The unaudited net asset value of Ronghuitong Hotel as at 30 November 2023 was approximately RMB18,877,000.

As at the date of this announcement, both Junting Hotel and Ronghuitong Hotel are at pre-opening stage and are expected to commence operations in the first half of 2024.

## **INFORMATION ON THE OTHER PARTIES**

The Purchaser is a company established in the PRC with limited liability. It is a wholly-owned subsidiary of the Company and principally engaged in investment holding.

Vendor A is Zhang Zhang, a Chinese businessman who has been in the hotel management industry for over 10 years and a 40% shareholder of Junting Hotel as at the date of this announcement. Vendor B is Chang Yuzhi, a Chinese businessman who has been in the hotel management industry for over 10 years and the sole shareholder of Ronghuitong Hotel as at the date of this announcement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Vendor A and Vendor B are Independent Third Parties.



## **REASONS FOR AND BENEFITS OF THE ACQUISITIONS**

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in (i) high technology business; (ii) property investment; (iii) provision of financing services; (iv) securities trading and investment; (v) trading business and related services; and (vi) securities brokerage business.

The Group has been continuously exploring suitable opportunities of investment with the objective of broadening sources of income and maximizing the Shareholders' interests.

The Directors considered that the Acquisitions represent an investment opportunity to participate in the hotel management and operation market of the PRC. After the COVID pandemic, the China government started to ease travel restrictions at the beginning of this year after the epidemic abated. Some incentive policies were also released by the government to boost tourism. The Chinese hotel sector has demonstrated a resilient recovery during the first nine months of 2023 and the occupancy rate is close to pre-pandemic levels. In particular, the "golden week" holiday recorded an all-time high occupancy rate, predominantly driven by domestic tourism, especially in lower-tier cities.

Despite these developments, China's hotel industry remains relatively affordable compared to other Asia-Pacific markets, reflecting its stable and attractive position within the current economic climate. The Directors are of the view that the Acquisitions of the Target Companies which principally engaged in hotel management and operation in the PRC will generate synergistic opportunities and diversify the revenue streams of the Group while the Group may reap the benefits from the long term potential appreciation of the Target Companies.

In view of the above, the Directors are of the view that the Equity Transfer Agreements are on normal commercial terms or better, and are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more applicable percentage ratios of the Acquisitions, on an aggregate basis, are more than 5% but all applicable percentage ratios are less than 25%, the Acquisitions constitute a discloseable transaction of the Company and 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 words and expressions have the following meanings ascribed to them respectively:

“Acquisitions”	collectively the acquisition of the First Equity Interest under the First Equity Transfer Agreement and the acquisition of the Second Equity Interest under the Second Equity Transfer Agreement
“Board”	the board of directors of the Company
“Business Day(s)”	any day except Saturday, Sunday and statutory holiday(s) in the PRC
“Company”	Future World Holdings Limited (未來世界控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on Main Board of the Stock Exchange (stock code: 572)
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“First Completion”	completion of the First Equity Transfer Agreement
“First Equity Interest”	in aggregate 100% equity interest in Junting Hotel (held by Vendor A and Ronghuitong Hotel as to 40% and 60% respectively)
“First Equity Transfer Agreement”	the equity transfer agreement entered into among the Purchaser, Vendor A, Ronghuitong Hotel and Junting Hotel on 29 December 2023 in respect of acquisition of the First Equity Interest
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s), to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Junting Hotel”	Shanxi Ronghuitong Junting Hotel Co., Ltd.* (山西融匯通君亭酒店有限公司), which is owned as to 40% and 60% by Vendor A and Ronghuitong Hotel respectively
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Shenzhen Baiyi Industrial Investment Co., Ltd.* (深圳柏億實業投資有限公司), a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Ronghuitong Hotel”	Shanxi Ronghuitong Hotel Management Co., Ltd.* (山西融匯通酒店管理有限公司), which is wholly-owned by Vendor B
“Second Completion”	completion of the Second Equity Transfer Agreement
“Second Equity Interest”	100% equity interest in Ronghuitong Hotel

“Second Equity Transfer Agreement”	the equity transfer agreement entered into among the Purchaser, Vendor B and Ronghuitong Hotel on 29 December 2023 in respect of acquisition of the Second Equity Interest
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Companies”	collectively Junting Hotel and Ronghuitong Hotel
“Vendor A”	Zhang Zhang (張璋)
“Vendor B”	Chang Yuzhi (常玉枝)
“%”	per cent

\* *For identification purpose only*

By Order of the Board  
**Future World Holdings Limited**  
**Liang Jian**  
*Chairman and Chief Executive Officer*

Hong Kong, 29 December 2023

*As at the date of this announcement, the Board comprises (i) six executive Directors, namely Mr. Liang Jian, Mr. Yu Zhenzhong, Ms. Wang Qian, Mr. Yu Qingrui, Mr. Su Wei and Mr. Lai Long Wai; and (ii) three independent non-executive Directors, namely Mr. He Yi, Mr. Guo Yaoli and Mr. Bong Chin Chung.*