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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Skyway Securities Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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天順證券集團有限公司*

SKYWAY SECURITIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

(Warrant Code: 1153)

**DISCLOSEABLE TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY INTERESTS OF TARGET
COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting (the “SGM”) of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 11:00 a.m. is set out on pages 20 to 22 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the acquisition by the Purchaser of the Sale Share and the Sale Loan subject to and upon the terms and conditions of the Sale and Purchase Agreement
“associates”	has the meaning ascribed to this term under the Listing Rules
“Bank Loan”	the outstanding bank loan owed by the Target Company 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”	Skyway Securities Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the Sale and Purchase Agreement
“Consideration Shares”	1,300,000,000 Shares to be allotted and issued by the Company at the Issue Price to the Vendor (or as it may direct) pursuant to the terms of the Sale and Purchase Agreement
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Subsidiary”	Metro Victor Limited, a 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
“Latest Practicable Date”	6 May 2016, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“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 Share 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 the Company
“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 Share 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 as at the Latest Practicable Date

DEFINITIONS

“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
“SGM”	the special general meeting of the Company to be held and convened to consider and approve the Acquisition and the transactions contemplated thereunder including the allotment and issue of the Consideration Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	share options granted or to be granted under the share option scheme adopted by the Company
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Sky Eagle Global Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Vendor as at the date of the Sale and Purchase Agreement
“Target Group”	the Target Company and the Hong Kong Subsidiary
“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
“Warrants”	warrant(s) issued by the Company on 12 February 2016 to subscribe for new share(s) at a subscription price of HK\$0.10 per new share, subject to adjustment(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



天順證券集團有限公司*

SKYWAY SECURITIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

(Warrant Code: 1153)

Executive Directors:

Ms. Lin Yuehe (*Chairlady*)

Mr. Ng Kwok Leung (*Chief Executive Officer*)

Mr. Tam Tak Wah

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-executive Directors:

Mr. Chan Kwan Pak

Mr. Siu Gee Tai

Mr. Siu Siu Ling Robert

*Head office and principal place of
business in Hong Kong:*

Suite 903, 9th Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

11 May 2016

*To the Shareholders and, for information only, the holders of the Warrants and the
Share Options*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION:
ACQUISITION OF THE ENTIRE EQUITY INTERESTS OF TARGET
COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 4 March 2016 in relation to the discloseable transaction on the part of the Company. On 4 March 2016, the Purchaser, a wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor in relation to the acquisition of the Sale Share and the Sale Loan by the Purchaser for an aggregate consideration of HK\$218,000,000.

* For identification purposes only

LETTER FROM THE BOARD

The allotment and issue of the Consideration Shares to the Vendor as contemplated under the Sale and Purchase Agreement shall be subject to the Shareholders' approval and the grant of the specific mandate to be sought at the SGM.

The purpose of this circular is to provide you with the information relating to the Acquisition and the notice of SGM.

SALE AND PURCHASE AGREEMENT

Date: 4 March 2016 (after trading hours)

Parties: (1) The Vendor
(2) The Purchaser

The Vendor is 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 under the stock code of 572. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for the common directorship between the Vendor and the Company and the Group held 120,576,000 issued shares of the Vendor as at the Latest Practicable Date, the Vendor and its connected persons are Independent Third Parties. The Vendor together with its subsidiaries are principally engaged in (i) trading and related services; (ii) investment in listed securities and property in Hong Kong; and (iii) money lending business in Hong Kong.

The Purchaser is a wholly owned subsidiary of the Company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding.

Asset to be acquired:

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 one (1) share in the issued share capital of the Target Company, representing 100% of the entire issued share capital of the Target Company as at the Latest Practicable Date; and (ii) the Sale Loan amounts to approximately HK\$214,000,000.

LETTER FROM THE BOARD

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 Acquisition 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, has been paid 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 the Company 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 property valuation of the Property of HK\$403,000,000; and (ii) the outstanding Bank Loan of the Target Company 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 the Vendor) consider the consideration of the Acquisition to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

The Property is subject to a mortgage and second mortgage in favour of Public Bank (Hong Kong) Limited in respect of the Bank Loan of the Target Company owed by the Target Company to the Bank. As at the Latest Practicable Date, the outstanding Bank Loan amounts approximately HK\$184,660,000.

LETTER FROM THE BOARD

The valuation of the Property was carried out by DTZ Debenham Tie Leung Limited, an independent surveyor to the Company and the date of 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 valuation report on the Property has been included in Appendix of this circular.

In the event that Completion does not take place in accordance with the terms of the Sale and Purchase Agreement, the Vendor shall refund the Deposit in full to the Purchaser within 5 Business Days thereafter.

The Consideration Shares

The Issue Price of HK\$0.14 per Consideration Share represents:

- (a) a discount of approximately 1.41% to the closing price of HK\$0.142 per 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 Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 3 March 2016;
- (c) a discount of approximately 20.45% to the net asset value per Share of approximately HK\$0.176 per Share based on the unaudited net asset value of the Company of approximately HK\$2,229,759,000 as at 30 September 2015 and 12,659,524,952 Shares in issue as at 29 February 2016; and
- (d) a discount of approximately 27.84% to the closing price of HK\$0.194 per share as quoted on the Stock Exchange on the Latest Practicable Date.

The Issue Price was arrived at after arm's length negotiations between the Purchaser and the Vendor with reference to the current market price and the current market conditions. 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 the Vendor) 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 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.

LETTER FROM THE BOARD

The allotment and issue of the Consideration Shares are subject to the passing of the ordinary resolution by the Shareholders at the SGM 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 under the specific mandate.

The 1,300,000,000 Consideration Shares to be allotted and issued, assuming there will not be any issue or repurchase of new Shares prior to Completion, will represent approximately 10.23% of the existing issued share capital of the Company and approximately 9.28% of the issued share capital of the Company 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 Shares in issue on the date of allotment and issue of the Consideration Shares.

CHANGES OF SHAREHOLDING STRUCTURE

Assuming that there is no allotment and issue of new Shares of the Company from the Latest Practicable Date to the Completion Date, the changes of the shareholding structure of the Company as a result of the issue and allotment of Consideration Shares are as follows:

Shareholders	As at the Latest Practicable Date and immediately before		Immediately after Completion	
	Number of issued Shares	Approximate Percentage	Number of issued Shares	Approximate Percentage
China Soft Power Technology Holdings Limited	2,749,935,829	21.65%	2,749,935,829	19.63%
Lam Hoi Sze	2,106,000,000	16.57%	2,106,000,000	15.03%
the Vendor	–	–	1,300,000,000	9.28%
Other Shareholders	7,856,320,737	61.80%	7,856,320,737	56.06%
Total:	<u>12,712,256,566</u>	<u>100.00%</u>	<u>14,012,256,566</u>	<u>100.00%</u>

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

Transferability

The Promissory Notes are transferrable in integral multiples of principal amount of HK\$1 million.

Conditions

The Acquisition 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 of the Vendor who are entitled to vote and not required to be abstained from voting under the Listing Rules at a general meeting of the Vendor 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;

LETTER FROM THE BOARD

- (ii) 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 (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 Vendor and the circular by the Company in respect of the Acquisition 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, none of the conditions precedent have been fulfilled yet.

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 in writing) mentioned above.

Upon Completion, the Target Company will become an indirect wholly owned subsidiary of the Company and the financial results of the Target Group will be consolidated with the 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 Vendor. Immediately after Completion, the Purchaser shall be interested in the entire issued share capital of the Target Company and the Vendor 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.

LETTER FROM THE BOARD

Set below is the financial information of the Hong Kong Subsidiary:

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

	For the year ended 31 December 2013 <i>HK\$</i> (Audited)	For the year ended 31 December 2014 <i>HK\$</i> (Audited)	For the year ended 31 December 2015 <i>HK\$</i> (Unaudited)
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 primarily 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. The Target Group recorded revenue of approximately 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.

LETTER FROM THE BOARD

The losses of the Target Company for the years ended 31 December 2014 and 31 December 2015 were mainly due to the administrative costs and expenses.

The valuation report on the Property has been included in Appendix of this circular.

REASONS FOR THE ACQUISITION

The Company and its subsidiaries have been 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, securities investments and real estate.

The Directors have been proactive in seeking appropriate investment opportunities to increase the return to the Shareholders. In light of the valuation of the Property, the Board considers that the Acquisition represents an appropriate investment opportunity. The Property is subject to tenancy agreement which will provide a stable income to the Group.

While the recent property market in Hong Kong is subject to fluctuations as a result of the uncertainty in the global economic environment, the Board considers that there remain investment opportunities existing in the market and the local bank interest rate remains at a relatively low level. With the potential of future appreciation in value of the Property and there are no immediate significant cash outflow for the Acquisition, the Board considers that it is an appropriate time to invest in the Property.

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 the Vendor) 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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

SGM

A notice convening the SGM of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 11:00 a.m. is set out on pages 20 to 22 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Acquisition which is different from Shareholders and are required to abstain from voting at the SGM.

RECOMMENDATIONS

The Board (excluding Mr. Tam Tak Wah and Mr. Siu Siu Ling Robert who are also common directors of the Vendor and having abstained from voting at the relevant Board resolutions) considers the Acquisition and the allotment and issue of the Consideration Shares and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favour of the proposed ordinary resolution as set out in the notice of SGM.

By order of the Board
Skyway Securities Group Limited
Lin Yuehe
Chairlady

The following is the text of a letter and valuation certificate prepared for the purpose of incorporation in this circular received from DTZ Debenham Tie Leung Limited, an independent valuer, in connection with the valuation of the Property as at 4 March 2016:



16th Floor, Jardine House
1 Connaught Place
Central
Hong Kong

4 March 2016

The Directors
Skyway Securities Group Limited
Suite 903, Great Eagle Centre
23 Harbour Road
Wan Chai
Hong Kong

Dear Sirs,

Re: 2 Lincoln Road, Kowloon Tong, Kowloon (the "Property")

Instructions, Purpose & Date of Valuation

We refer to your instructions for us to carry out a market valuation of the Property for your company. We confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the value of the Property as at 4 March 2016 (the "date of valuation").

Basis of Valuation

Our valuation of the Property represents its market value which in accordance with the HKIS Valuation Standards (2012 Edition) published by the Hong Kong Institute of Surveyors is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Valuation Assumptions

Our valuation excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of special value.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Property nor any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoings of any onerous nature which could affect its value.

Method of Valuation

We have valued the Property by direct comparison approach assuming sale of the Property in its existing state by making reference to comparable sales transactions as available in the relevant market or where applicable by capitalising the rental income derived from the Property with due provision for the reversionary income potential of the Property.

In valuing the Property, we have complied with the requirements set out in Chapter 5 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards (2012 Edition) published by the Hong Kong Institute of Surveyors.

Source of Information

We have relied to a very considerable extent on the information given by your company and have accepted advice given to us on such matters as planning approvals, statutory notices, easements, tenure, identification of property, particulars of occupancy, floor areas and all other relevant matters. Dimensions and measurements are based on the copies of documents or other information provided to us by your company and are therefore only approximations. No on-site measurement has been carried out.

Land Tenure

In valuing the Property the Government Lease of which expired before 30 June 1997, we have taken into account that under the provisions contained in Annex III of the Joint Declaration of the Government of the United Kingdom and the Government of the People's Republic of China on the Question of Hong Kong as well as in the New Territories Leases (Extension) Ordinance such lease has been extended without premium until 30 June 2047 and that a rent of 3% of the rateable value is charged per annum from the date of extension.

Title Investigation

We have not been provided with copies of the title documents relating to the Property but have caused searches to be made at the Land Registry. However, we have not searched the original documents to verify ownership or to ascertain any amendments. All documents have been used for reference only and all dimensions, measurements and areas are approximate.

Site Inspection

Our Valuer, Ms Stephanie Chong, inspected the exterior of the Property in February 2016. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the Property is free of rot, infestation or any other structural defects. No test was carried out on any of the services.

We enclose herewith our valuation certificate.

Yours faithfully,

For and on behalf of

DTZ Debenham Tie Leung Limited

K.B. Wong

MHKIS, RPS(GP)

Senior Director, Valuation & Advisory Services

Note: Mr KB Wong is a Registered Professional Surveyor (General Practice) who has over 30 years' property valuation experience in Hong Kong.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 4 March 2016
2 Lincoln Road, Kowloon Tong, Kowloon	The Property comprises a 3-storey garden house for residential purpose with a swimming pool on ground floor completed in 2006. Vertical access is served by an internal staircase and a lift.	The Property is let for a term of 1 year from 1 January 2016 at a monthly rental of HK\$450,000 inclusive of rates and government rent with an option to renew for one year at the same rent.	HK\$403,000,000
New Kowloon Inland Lot No. 705	<p>The Property has a gross floor area and a saleable area of approximately 6,702 sq.ft. (622.588 sq.m.) and 6,659 sq.ft. (618.60 sq.m.) respectively. The areas of the ancillary accommodations are as follows:</p> <p>Flat roofs 496 sq.ft. (46.097 sq.m.)</p> <p>Top roof 2,015 sq.ft.(187.165 sq.m.)</p> <p>Garden/ swimming pool/ carparking 8,679 sq.ft.(806.266 sq.m.)</p> <p>The subject lot has a registered site area of 11,169 sq.ft. (1,037.63 sq.m.).</p> <p>The Property is held under Government Lease of New Kowloon Inland Lot No. 705 for a lease term expired on 30 June 1997 which has been statutorily extended to 30 June 2047 subject to an Government Rent of an amount equal to 3% of the rateable value for the time being of the Property per annum.</p>		

Note:

- (1) The registered owner of the Property is Metro Victor Limited.
- (2) The Property is subject to a Mortgage and a Second Mortgage in favour of Public Bank (Hong Kong) Limited.
- (3) The Property falls within the "Residential (Group C)1" zone of Kowloon Tong Outline Zoning Plan No. S/K18/19 dated 6 January 2015.

NOTICE OF SPECIAL GENERAL MEETING



天順證券集團有限公司*

SKYWAY SECURITIES GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

(Warrant Code: 1153)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Skyway Securities Group Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement (the “**Agreement**”) dated 4 March 2016 and entered into between Central Wealth Financial Group Limited as vendor (the “**Vendor**”) and Gold Mission Limited, a subsidiary of the Company, as purchaser (the “**Purchaser**”) in relation to the sale and purchase of the entire equity interests of Sky Eagle Global Limited for a total consideration of HK\$218,000,000 (a copy of the Agreement is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the allotment and issue of 1,300,000,000 new ordinary shares of HK\$0.01 each (the “**Consideration Shares**”) at the issue price of HK\$0.14 per Consideration Share by the Company to the Vendor (or at its direction) to settle part of the consideration payable by the Purchaser under the Agreement in accordance with the terms and conditions of the Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified;

* For identification purposes only

NOTICE OF SPECIAL GENERAL MEETING

- (c) subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Consideration Shares pursuant to the Agreement; and
- (d) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the Board
Skyway Securities Group Limited
Lin Yuehe
Chairlady

Hong Kong, 11 May 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

NOTICE OF SPECIAL GENERAL MEETING

3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.