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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
ACQUISITIONS OF LISTED SECURITIES**

The Board announces that the Group, through the Acquirer (a wholly owned subsidiary of the Company), has entered into the following transactions involving acquisitions of listed securities.

Acquisitions of SDHG Shares

Reference is made to the announcement of the Company dated 9 June 2022 and 5 September 2022 in relation to the Previous Acquisitions of SDHG Shares.

The Board announces that in a series of transactions conducted from 3 October 2022 to 20 October 2022, the Group acquired 1,875,000 SDHG shares for an aggregate consideration of approximately HK\$6,321,000 (including transaction costs) on the open market.

Acquisitions of TradeGo Shares

Reference is made to the announcement of the Company dated 9 September 2022 and 13 September 2022 in relation to the Previous Acquisitions of TradeGo Shares.

The Board announces that on 20 October 2022, the Group acquired 3,000,000 TradeGo Shares for an aggregate consideration of approximately 2,676,000 (including transaction costs) on the open market.

LISTING RULES IMPLICATION

Acquisitions of SDHG Shares

Pursuant to Rule 14.22 of the Listing Rules, the transactions contemplated under the Acquisitions of SDHG Shares shall be aggregated with the Previous Acquisition of SDHG Shares since they were all completed within a 12-month period. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisitions of SDHG Shares and the Previous Acquisitions of SDHG Shares exceeds 5% but less than 25%, the Acquisitions of SDHG Shares together with the Previous Acquisitions of SDHG Shares constitute a discloseable transaction for the Company and are subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

Acquisitions of TradeGo Shares

Pursuant to Rule 14.22 of the Listing Rules, the transactions contemplated under the Acquisitions of TradeGo Shares shall be aggregated with the Previous Acquisitions of TradeGo Shares since they were all completed within a 12-month period. As certain applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisitions of TradeGo Shares and the Previous Acquisitions of TradeGo Shares exceeds 5% but less than 25%, the Acquisitions of TradeGo Shares and the Previous Acquisitions of TradeGo Shares constitute a discloseable transaction for the Company and are subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

The Board announces that the Group, through the Acquirer (a wholly owned subsidiary of the Company), has entered into the following transactions involving acquisitions of listed securities.

THE ACQUISITIONS

Acquisitions of SDHG Shares

During 3 October 2022 to 20 October 2022, the Group, through the Acquirer (wholly owned subsidiary), acquired 1,875,000 Shares on the open market at a total consideration of HK\$6,321,000 (including transaction costs). The average price (excluding stamp duty and related expenses) for the Acquisitions of each SDHG Share was approximately HK\$3.36. The total consideration of approximately HK\$6,321,000 (including transaction costs) would be financed by the Group's existing financial resources.

As the Acquisitions of SDHG Shares were conducted in the open market, the identities of the counterparties of the Acquisitions of SDHG Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the Acquired SDHG Shares are Independent Third Parties.

The Acquired SDHG Shares represent approximately 0.03% of the total issued shares of SDHG as at the date of this announcement.

Acquisitions of TradeGo Shares

On 20 October 2022, the Group, through the Acquirer, acquired 3,000,000 TradeGo Shares on the open market at a total consideration of 2,676,000 (including transaction costs). The average price (excluding transaction costs) for the Acquisitions of each TradeGo Share was approximately HK\$0.89. The total consideration of approximately 2,676,000 (including transaction costs) would be financed by the Group's existing financial resources.

As the Acquisitions of TradeGo Shares were conducted in the open market, the identities of the counterparties of the Acquisitions of TradeGo Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the Acquired TradeGo Shares are Independent Third Parties.

The Acquired TradeGo Shares represent approximately 0.50% of the total issued shares of TradeGo as at the date of this announcement.

PREVIOUS ACQUISITIONS

Previous Acquisitions of SDHG Shares

Reference is made to the announcement of the Company dated 9 June 2022 and 5 September 2022 in relation to the Previous Acquisitions of SDHG Shares.

Before the Acquisitions of SDHG Shares, the Acquirer has already acquired a total of 1,641,500 SDHG Shares on the open market at an aggregate consideration of approximately HK\$5,799,000 (including transaction costs) at average price of approximately HK\$3.53 per SDHG Share.

The total consideration paid by the Acquirer for the Acquisitions of SDHG Shares and the Previous Acquisitions of SDHG Shares was HK\$12,120,000 (including transaction costs) for a total of 3,516,500 SDHG Shares at average price of approximately HK\$3.45 per SDHG Share.

As of the date of this announcement, the Acquirer holds approximately 0.06% of the total issued shares of SDHG after the Acquisitions of SDHG Shares.

Previous Acquisitions of TradeGo Shares

Reference is made to the announcement of the Company dated 9 September 2022 and 13 September 2022 in relation to the Previous Acquisitions of TradeGo Shares.

Before the Acquisitions of TradeGo Shares, the Acquirer has already acquired a total of 16,124,000 TradeGo Shares on the open market at an aggregate consideration of approximately HK\$14,577,000 (including transaction costs) at average price of approximately HK\$0.90 per TradeGo Share.

The total consideration paid by the Acquirer for the Acquisitions of TradeGo Shares and the Previous Acquisitions of TradeGo Shares was HK\$17,253,000 (including transaction costs) for a total of 19,124,000 TradeGo Shares at average price of approximately HK\$0.90 per TradeGo Share.

As of the date of this announcement, the Acquirer holds approximately 3.19% of the total issued shares of TradeGo after the Acquisitions of TradeGo Shares.

INFORMATION ON SDHG AND TRADEGO

Information on SDHG

SDHG is a company incorporated in Bermuda with limited liability and was listed on the main board of the Stock Exchange of Hong Kong in April 1992. SDHG is licensed by the Hong Kong Securities and Futures Commission to carry on Type 1, 4, 5, 6 and 9 regulated activities and holds a money lenders license in Hong Kong, engaged in securities trading, analysis and underwriting, financial advisory, asset management, securities investment and credit and other businesses in Hong Kong. With licenses such as domestic QFLP, financial leasing, business factoring and financial asset trading platform, SDHG is engaged in debt business comprising asset management, financial asset matching and trading business, financial leasing and factoring as well as equity investment business in the People's Republic of China (“**the PRC**”).

In addition, SDHG Group acquired 43.45% interest in Shandong Hi-Speed New Energy Group Limited (“**SDHS New Energy**”), a company incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of the Stock Exchange on 19 May 2022. SDHS New Energy was principally engaged in the investment, development, construction, operation and management of photovoltaic power businesses, wind power businesses and clean heat supply businesses in the PRC.

The controlling shareholder of the SDHG, Shandong Hi-Speed Group Co., Limited, is a state-owned capital investment company in the infrastructure sector in Shandong Province, PRC, providing strong support for the construction of a “powerful transportation province” in Shandong Province, PRC.

The following information is extracted from the 2021 Annual Report and 2022 Interim Report of SDHG for the two financial years ended 31 December 2020 and 2021 and six months ended 30 June 2022 respectively:

	Year ended		Six months ended
	31 December	31 December	30 June
	2020	2021	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(audited)</i>	<i>(audited)</i>	<i>(unaudited)</i>
Revenue	1,272,354	1,065,661	1,216,778
Profit/(loss) attributable to shareholders	(284,700)	(314,660)	75,863

Based on SDHG's 2021 Annual Report and 2022 Interim Report, SDHG has an audited net asset value of approximately HK\$8,612,503,000 as at 31 December 2021 and HK\$9,656,748,000 as at 31 December 2020 respectively and an unaudited net asset value of approximately HK\$17,220,428,000 as of 30 June 2022.

Information on TradeGo

TradeGo is a company incorporated in the Cayman Islands with limited liability which together with its subsidiaries are principally engaged in the provision of front office trading system services, market data services, SaaS Services, hosting and cloud infrastructure services and other valued added services to its customers. As at the date of this announcement, TradeGo is a company listed on GEM of the Stock Exchange (stock code: 8017).

The following information is extracted from the 2022 Annual Report of TradeGo for the two financial years ended 31 March 2022 and 2021 respectively:

	Year ended	
	31 March	31 March
	2021	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(audited)</i>	<i>(audited)</i>
Revenue	64,950	82,281
Profit attributable to shareholders	20,579	25,260

Based on TradeGo's 2022 Annual Report, TradeGo has an audited net asset value of approximately HK\$143,699,000 at 31 March 2022 and HK\$82,854,000 as at 31 March 2021 respectively.

REASONS FOR AND BENEFITS FOR THE ACQUISITIONS OF SDHG SHARES AND TRADEGO SHARES

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) investment in film industry; (vi) trading business and related services; and (vii) licensing of e-commerce platform.

SDHG

SDHG and its subsidiaries covers the PRC, Hong Kong and Singapore, with diversified operating licenses and business forms. As the important strategic business segment of Shandong Hi-Speed Group Co., Limited, the controlling shareholder, SDHG benefits from brand advantages, network and channel advantages, credit advantage and industry advantages. In addition, SDHG enters the renewable energy and clean energy market through the acquisition of 43.45% equity interest in SDHS New Energy, which allows SDHG to access to the renewable and clean energy market efficiently. In light of such uniqueness, the Company considers that the future prospect of SDHG is promising and the Acquisitions of SDHG Shares represent an investment opportunity of the Group.

The Directors hold positive views towards the prospects of SDHG and are of the view that the Acquisitions of SDHG Shares provide the Group with a good investment opportunity to expand its investment portfolio with quality assets and believe that the Acquisitions of SDHG Shares are attractive investments which will provide satisfactory return.

TradeGo

After due and careful consideration of the information relating to TradeGo including its business model, financial performance and business prospects, the Directors hold positive views towards the prospects of TradeGo and are of the view that the Acquisitions of TradeGo Shares provide the Group with a good investment opportunity to expand its investment portfolio with quality assets and believe that the Acquisitions of TradeGo Shares are attractive investments which will provide satisfactory return.

The Directors are of the view that the terms of the Acquisitions of SDHG Shares and TradeGo Shares are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Acquisitions of SDHG Shares

Pursuant to Rule 14.22 of the Listing Rules, the transactions contemplated under the Acquisitions of SDHG Shares shall be aggregated with the Previous Acquisitions of SDHG Shares since they were all completed within a 12-month period. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisitions of SDHG Shares and the Previous Acquisitions of SDHG Shares exceeds 5% but less than 25%, the Acquisitions of SDHG Shares together with the Previous Acquisitions of SDHG Shares constitute a discloseable transaction for the Company and are subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

Acquisitions of TradeGo Shares

Pursuant to Rule 14.22 of the Listing Rules, the transactions contemplated under the Acquisitions of TradeGo Shares shall be aggregated with the Previous Acquisitions of TradeGo Shares since they were all completed within a 12-month period. As certain applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisitions of TradeGo Shares and the Previous Acquisitions of TradeGo Shares exceeds 5% but less than 25%, the Acquisitions of TradeGo Shares and the Previous Acquisitions of TradeGo Shares constitute a discloseable transaction for the Company and are subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Acquirer”	A wholly owned subsidiary of the Company acquired SDHG Shares and TradeGo Shares on the open market
“Acquired SDHG Shares”	1,875,000 SDHG Shares, representing approximately 0.03% of the entire issued share capital of SDHG as at the date of this announcement
“Acquired TradeGo Shares”	3,000,000 TradeGo Shares, representing approximately 0.50% of the entire issued share capital of TradeGo as at the date of this announcement
“Acquisitions”	Collectively, the Acquisitions of SDHG Shares and the Acquisitions of TradeGo Shares
“Acquisitions of SDHG Shares”	the acquisitions of the Acquired SDHG Shares by the Group on the Stock Exchange on during 3 October 2022 to 20 October 2022
“Acquisitions of TradeGo Shares”	the acquisitions of the Acquired TradeGo Shares by the Group on the Stock Exchange on 20 October 2022
“Board”	the board of Directors
“Company”	Future World Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules)
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Previous Acquisitions”	Collectively, the Previous Acquisitions of SDHG Shares and the Previous Acquisitions of TradeGo Shares
“Previous Acquisitions of SDHG Shares”	the acquisitions of SDHG Shares made by the Acquirer during 7 June 2022 to 5 September 2022, the details of which were set out in the Company’s announcement dated 9 June 2022 and 5 September 2022
“Previous Acquisitions of TradeGo Shares”	the acquisitions of TradeGo Shares made by the Acquirer during 8 September 2022 to 13 September 2022, the details of which were set out in the Company’s announcement dated 9 September 2022 and 13 September 2022
“SDHG”	Shandong Hi-Speed Holdings Group Limited (“ SDHG ”), a company incorporated in Bermuda with limited liability whose issued shares are listed on the Main Board of the Stock Exchange of Hong Kong (stock code: 412)
“SDHG Shares”	ordinary shares in the share capital of SDHG
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“TradeGo”	TradeGo FinTech Limited (“ TradeGo ”), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on GEM of the Stock Exchange of Hong Kong (stock code: 8017)
“TradeGo Shares”	ordinary shares in the share capital of TradeGo
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Future World Holdings Limited
Liang Jian
Chairman

Hong Kong, 20 October 2022

As at the date of this announcement, the Board comprises (i) eight executive Directors, namely Mr. Liang Jian, Mr. Yu Zhenzhong, Ms. Wang Qian, Mr. Yu Qingrui, Mr. Su Wei, Mr. Yuan Yifeng, Mr. Li Rui and Mr. Cheung Kit Shing; and (ii) three independent non-executive Directors, namely Mr. Chen Pei, Mr. He Yi and Mr. Guo Yaoli.