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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 –
SUBSCRIPTION OF BONDS**

THE SUBSCRIPTION

The Board is pleased to announce that on 26 October 2022, the Company and the Issuer entered into the Subscription Agreement in relation to the Subscription, pursuant to which, among other matters, the Company has conditionally agreed to subscribe for, and the Issuer has conditionally agreed to issue to the Company, the Bond at an aggregate consideration of HK\$20,000,000 (exclusive of transaction costs), subject to the terms and conditions of the Subscription Agreement.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

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Terms of the Subscription

Date:	26 October 2022
Parties:	<ol style="list-style-type: none">1. The Company as subscriber2. JS Yongan Properties Investments SPC for and on behalf of Sansheng Capital SP as Issuer
Subscription price:	HK\$20 million which shall be an amount equal to the issue price of 100% of the principal amount of the Bonds

Principal terms of the Bonds

Issuer:	JS Yongan Properties Investments SPC for and on behalf of Sansheng Capital SP
Principal amount:	HK\$20 million
Issue price:	100% of the principal amount of the Bonds
Denomination:	The Bonds will be issued in registered form in the specified denomination of HK\$1,000,000 and integral multiples of HK\$1,000,000 in excess thereof.
Interest:	The Bonds will bear interest from and including the date of issue at the rate of 7.5% per annum, payable semi-annually in arrears.

Issue date:	26 October 2022
Maturity Date:	25 October 2025, with no early redemption option
Status of the Bonds:	The Bonds constitute (1) general unsecured obligations of the Issuer; (2) senior in right of payment to any present and future obligations of the Issuer expressly subordinated in right of payment to the Bonds; and (3) at least pari passu in right of payment with all other present and future unsecured, unsubordinated obligations of the Issuer (subject to any priority rights of such unsecured, unsubordinated obligations pursuant to applicable law).
Redemption on an event of default:	At any time and from time to time after the occurrence of an event of default (as described in the Terms and Conditions) and a written notice is served by the relevant Bondholder to which the Bonds relate to the Issuer specifying the event of default (as described in the Terms and Conditions), that Bondholder shall have the right (but not the obligation) to demand the Issuer to, and the Issuer shall, redeem all or such part of the outstanding principal amount of the relevant Bonds, together with an accrued interest and any other outstanding amount and in accordance with the Terms and Conditions.

Funding of the Subscription

The Group will fund the total subscription amount under the Subscription from its internal resources.

INFORMATION OF THE ISSUER

The Issuer is an exempted segregated portfolio company incorporated in the Cayman Islands. To the best of the Board's knowledge and information, the Issuer is engaged in the operation of segregated portfolios within the benefit of statutory segregation of assets and liabilities between portfolios.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Issuer and its ultimate beneficial owners are Independent Third Parties.

INFORMATION OF THE GROUP

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.

REASONS AND BENEFITS FOR THE SUBSCRIPTION

The Group subscribed for the Bonds for investment purpose. The Directors consider that the Subscription provides the Group with an opportunity to balance and diversify its investment portfolio, as well as to generate stable return to the Group. The Subscription also supports the development of the Group's structural finance business and is in line with the Group's growth strategy.

The Directors consider the terms of the Subscription and the Terms and Conditions are on normal commercial terms which are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is less than 25%, the Subscription constitutes a discloseable transaction of 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 requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors
“Bondholder(s)”	the person who is for the time being the holder of the Bonds
“Bonds”	7.5% bonds in the aggregate principal amount of HK\$20 million due on the Maturity Date
“Company”	Future World Holdings Limited (stock code: 572), 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)”	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 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)
“Issuer”	JS Yongan Properties Investments SPC for and on behalf of Sansheng Capital SP, information of which is stated in the section headed “INFORMATION OF THE ISSUER” in this announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	25 October 2025
“Shareholder(s)”	holder(s) of the issued shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Bonds by the Company in the total subscription amount of HK\$20 million pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 26 October 2022 entered into between the Company and the Issuer in relation to the Subscription
“Terms and Conditions”	the terms and conditions of the Subscription Agreement
“%”	per cent.

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

Hong Kong, 26 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.