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SUNWAH KINGSWAY **新華滙富**

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED

新華滙富金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00188)

DISCLOSEABLE TRANSACTION

FURTHER DISPOSALS OF LISTED SECURITIES

THE FURTHER DISPOSALS OF LISTED SECURITIES

Reference is made to the announcement of the Company dated 11 May 2022 in relation to the disposals of an aggregate of 70,400 Meituan Shares at an average daily price between HK\$145.2 and HK\$253.7 per Meituan Share for an aggregate consideration of approximately HK\$13,516,000 (exclusive of transaction costs) by the Company, through its wholly-owned subsidiaries, in a series of transactions between 6 September 2021 and 11 May 2022.

Between 23 May 2022 and 7 December 2022, the Company, through its wholly-owned subsidiaries, conducted on the Stock Exchange a series of on-market transactions to further dispose of an aggregate of 63,000 Meituan Shares (representing approximately 0.001% of the total issued Meituan Shares as at the date of this announcement) at an average daily price between HK\$159 and HK\$198 per Meituan Share for an aggregate consideration of approximately HK\$11,201,000 (exclusive of transaction costs).

LISTING RULES IMPLICATIONS

As the Previous Disposals and the Further Disposals took place and completed within a 12 month period, the Further Disposals were required to be aggregated with the Previous Disposals as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Further Disposals (both on a standalone basis and when aggregated with the Previous Disposals) exceeds 5% but are less than 25%, the Further Disposals constitute a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirement under Chapter 14 of the Listing Rules.

THE PREVIOUS DISPOSALS OF LISTED SECURITIES

Reference is made to the announcement of the Company dated 11 May 2022 in relation to the disposals of an aggregate of 70,400 Meituan Shares at an average daily price between HK\$145.2 and HK\$253.7 per Meituan Share for an aggregate consideration of approximately HK\$13,516,000 (exclusive of transaction costs) by the Company, through its wholly-owned subsidiaries, in a series of transactions between 6 September 2021 and 11 May 2022.

THE FURTHER DISPOSALS OF LISTED SECURITIES

Between 23 May 2022 and 7 December 2022, the Company, through its wholly-owned subsidiaries, conducted on the Stock Exchange a series of on-market transactions to further dispose of an aggregate of 63,000 Meituan Shares (representing approximately 0.001% of the total issued Meituan Shares as at the date of this announcement) at an average daily price between HK\$159 and HK\$198 per Meituan Share for an aggregate consideration of approximately HK\$11,201,000 (exclusive of transaction costs).

As the Further Disposals were made through the open-market of the Stock Exchange, the Company is not aware of the identities of the buyers of the Meituan Shares and accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquires, the buyers of such Meituan Shares are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE FURTHER DISPOSALS

The Group's principal businesses are the provision of financial services, including securities and commodities and futures broking, corporate finance, asset management, money lending, property investment and proprietary investments.

The Further Disposals provide the Group with an opportunity to realise a portion of its investment in Meituan. The Further Disposals were made with reference to the prevailing market price at the time of the sale and will enable the Group to realise cash resources to fund general working capital and to fund further potential investments. The Further Disposals realised a gain of approximately HK\$0.5 million, being the difference between the aggregate consideration for the Further Disposals and the aggregate purchase price of the Meituan Shares sold.

As the Further Disposals were made at the prevailing market price on the open market of the Stock Exchange, the Directors are of the view that the Further Disposals were fair and reasonable, on normal commercial terms and in the best interest of the Company and its Shareholders as a whole.

INFORMATION ABOUT MEITUAN

Meituan is a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03690). According to publicly available information, Meituan is a leading ecommerce platform in the PRC. It provides a platform using technology to connect consumers and merchants and offers diversified daily services, including food delivery, in-store dining, hotel and travel booking and other services.

The following financial information is extracted from the public document of Meituan:

| | For the year ended 31 December | |
|--|---------------------------------------|----------------|
| | 2020 | 2021 |
| | RMB'000 | RMB'000 |
| Revenue | 114,794,510 | 179,127,997 |
| Profit/(loss) before income tax | 4,437,875 | (23,566,477) |
| Profit/(loss) for the year | 4,707,612 | (23,536,198) |
| Total net asset value | 97,634,275 | 125,556,762 |

LISTING RULES IMPLICATIONS

As the Previous Disposals and the Further Disposals took place and completed within a 12 month period, the Further Disposals were required to be aggregated with the Previous Disposals as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Further Disposals (both on a standalone basis and when aggregated with the Previous Disposals) exceeds 5% but are less than 25%, the Further Disposals constitute a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein.

| | |
|---------------------|---|
| “Board” | the board of Directors |
| “Company” | Sunwah Kingsway Capital Holdings Limited, a company incorporated in Bermuda and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code:00188) |
| “Director(s)” | Directors of the Company |
| “Further Disposals” | the disposals by the wholly owned subsidiaries of the Company of 63,000 Meituan Shares on the market of the Stock Exchange for an aggregate consideration of approximately HK\$11,201,000 (exclusive of transactions costs) during the period between 23 May 2022 and 7 December 2022 |

| | |
|--------------------------------|--|
| “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 the Company and the connected persons of the Company |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “Meituan” | Meituan, a company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03690) |
| “Meituan Shares” | Ordinary share(s) in the share capital of Meituan |
| “PRC” | People’s Republic of China (excluding Hong Kong, Macau Special Administrative Region and Taiwan) |
| “Previous Disposals” | the disposals by the wholly owned subsidiaries of the Company of 70,400 Meituan Shares on the market of the Stock Exchange for an aggregate consideration of approximately HK\$13,516,000 (exclusive of transactions costs) during the period between 6 September 2021 and 11 May 2022 |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | Holder(s) of share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

By Order of the Board
Sunwah Kingsway Capital Holdings Limited
Vincent Wai Shun Lai
Company Secretary

Hong Kong, 7 December 2022

As at the date of this announcement, the directors of the Company are Jonathan Koon Shum Choi as Chairman, Michael Koon Ming Choi as Chief Executive Officer & Executive Director, Janice Wing Kum Kwan and Lee G. Lam as Non-Executive Directors, Robert Tsai To Sze, Elizabeth Law and Huanfei Guan as Independent Non-Executive Directors.