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FUTURE WORLD FINANCIAL HOLDINGS LIMITED

未來世界金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**CONNECTED TRANSACTION:
PROVISION OF FINANCIAL ASSISTANCE
FOR DISTRIBUTION OF A FILM**

On 12 June 2018, China Wisdom, a wholly owned subsidiary of the Company and Ocean Wave entered into the Agreement pursuant to which China Wisdom has agreed to advance a sum of US\$675,000 (or its Hong Kong dollars equivalence) to Ocean Wave for its distribution of the Film.

Ocean Wave is owned as to 50% by Mr. Chen and as to 50% by an Independent Third Party. As Mr. Chen is an executive Director, Ocean Wave is a connected person of the Company under Chapter 14A of the Listing Rules and the entering into of the Agreement between China Wisdom and Ocean Wave constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the Agreement after aggregation with the Previous Advancements under the Listing Rules are less than 5%, the entering into of the Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules but exempt from the independent Shareholders' approval requirement.

On 12 June 2018, China Wisdom, a wholly owned subsidiary of the Company and Ocean Wave entered into the Agreement pursuant to which China Wisdom has agreed to advance a sum of US\$675,000 to Ocean Wave for its distribution of the Film. A summary of the principal terms of the Agreement is set out below.

THE AGREEMENT

Date: 12 June 2018

Parties: (1) China Wisdom
(2) Ocean Wave

China Wisdom is a company incorporated in Hong Kong and is a wholly-owned subsidiary of the Company principally engaged in film investment.

Ocean Wave is a company incorporated in Hong Kong with limited liability and is owned as to 50% by Mr. Chen and as to 50% by an Independent Third Party. Ocean Wave is principally engaged in film investment. As Mr. Chen is an executive Director, Ocean Wave is a connected person of the Company under Chapter 14A of the Listing Rules.

A personal guarantee has been provided by Mr. Chen to secure the obligations of Ocean Wave under the Agreement. At the request of Mr. Chen, a personal guarantee has been provided by Mr. Yu to secure the obligations of Ocean Wave under the Agreement.

Pursuant to the Agreement, China Wisdom has agreed to make the Advancement to Ocean Wave for its distribution of the Film subject to and conditional upon the terms and conditions set out in the Agreement.

Advancement: US\$675,000 (or its Hong Kong dollars equivalence).

Interest and Return: 8% per annum.

Term: two years from the date of the Agreement (extensible for one additional year at the sole and absolute discretion of China Wisdom) and renewable thereafter subject to mutual agreement between the parties thereto and compliance with the applicable Listing Rules requirements.

Repayment: Ocean Wave shall repay the principal amount of the Advancement together with any outstanding interest accrued thereon on the due date of the Advancement.

Interest on the Advancement shall be payable annually in arrears.

Purpose: The Advancement will be utilized by Ocean Wave only for the purpose of distribution of the Film.

Conditions: The obligation of China Wisdom to make Advancement under the Agreement shall be subject to the fulfillment of the following conditions:

- (a) all necessary approvals, consents, authorizations and licenses in relation to the transactions contemplated under the Agreement having been obtained;
- (b) if necessary, the passing of necessary resolutions by the independent Shareholders at an extraordinary general meeting of the Company to be held and convened to approve the Agreement and the transactions contemplated thereunder; and
- (c) no event of default occurred.

INFORMATION ON THE GROUP, OCEAN WAVE AND THE FILM

The Group is principally engaged in (i) securities trading and investment; (ii) provision of financing services; (iii) investment property in Hong Kong; (iv) e-commerce business; and (v) trading business and related services.

Pursuant to the distribution agreements entered into between the Distributor and Ocean Wave, the Distributor granted to Ocean Wave certain rights to furnish distribution services on its behalf regarding the Film in the PRC, Hong Kong and Macau.

The Film is tentatively known as “Papillon”.

REASONS FOR THE AGREEMENT

The Board considers that the entering into of the Agreement will allow the Group to have stable return without significant risk exposures. The entering into of the Agreement will allow the Group to have a stable cash inflow and have not to involve in the investment or distribution of the Film. This will reduce the risk exposure on one hand but will allow the Group to enjoy reasonable financial return.

The Directors consider that the making of the Advancement under the Agreement constitutes provision of financial assistance by the Group under the Listing Rules. The Advancement sum was determined after arm’s length negotiations between China Wisdom and Ocean Wave having taking into consideration of the amount payable by Ocean Wave under the distribution agreements between Ocean Wave and the Distributor.

Taking into account of the cashflow stream from the expected return under the Agreement, the Directors (including the independent non-executive Directors) consider that the entering into of the Agreement and the terms and conditions of the Agreement (including the Advancement sum) are fair and reasonable and on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

Mr. Chen, being a shareholder of Ocean Wave, has abstained from voting on the relevant board resolutions relating to the Agreement and the transactions contemplated thereunder. Since Mr. Yu has given a personnel guarantee to secure the obligations of Ocean Wave, Mr. Yu has also abstained from voting on the relevant board resolutions relating to the Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

Ocean Wave is owned as to 50% by Mr. Chen and as to 50% by an Independent Third Party. As Mr. Chen is an executive Director, Ocean Wave is a connected person of the Company under Chapter 14A of the Listing Rules and the entering into of the Agreement between China Wisdom and Ocean Wave constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

Reference is also made to the announcements of the Company dated 21 September 2017 and 11 October 2017 in relation to the advancement by China Wisdom to Ocean Wave of US\$1,320,000 for distribution of a film and the advancement by China Wisdom to Ocean Wave of US\$487,500 for investment in a film (the “Previous Advancements”).

As the applicable percentage ratios under the Listing Rules in respect of the Agreement after aggregation with the Previous Advancements are less than 5%, the entering into of the Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules but exempt from the independent Shareholders’ approval requirement.

DEFINITIONS

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

“Advancement”	the advancement of the sum of US\$675,000 from China Wisdom to Ocean Wave under the Agreement
“Agreement”	the agreement dated 12 June 2018 and entered into between China Wisdom and Ocean Wave in relation to the making of the Advancement for investment in and distribution of the Film
“Board”	the board of Directors
“China Wisdom”	China Wisdom Group Limited, a wholly owned subsidiary of the Company

“Company”	Future World Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Distributor”	the distribution agent of the Film and an Independent Third Party
“Film”	the motion picture tentatively entitled “Papillon”
“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 PRC
“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 party(ies) independent of the Company and its connected persons in accordance with the Listing Rules
“Mr. Chen”	Mr. Chen Xiaodong, an executive Director
“Mr. Yu”	Mr. Yu Qingrui, an executive Director
“Ocean Wave”	Ocean Wave Motion Pictures Limited
“PRC”	The People’s Republic of China and for the purpose of this announcement and for geographical reference only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.001 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America

By order of the Board
Future World Financial Holdings Limited
Siu Yun Fat
Chairman

Hong Kong, 12 June 2018

As at the date of this announcement, the Board comprises (i) five executive Directors, namely Mr. Siu Yun Fat, Mr. Chen Xiaodong, Mr. Cai Linzhan, Mr. Lau Fai Lawrence and Mr. Yu Qingrui; and (ii) three independent non-executive Directors, namely Mr. Siu Siu Ling, Robert, Mr. Tam Tak Wah and Mr. Zheng Zongjia.