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Planetree International Development Limited

梧桐國際發展有限公司

(Incorporated in Bermuda with limited liability)

(STOCK CODE: 613)

DISCLOSEABLE TRANSACTION DISPOSAL OF LISTED SECURITIES

THE DISPOSAL

On 31 March 2025, the Company, through its non-wholly-owned subsidiary, disposed of a total of 750,000,000 Listco Shares (representing approximately 3.99% of the total issued share capital of the Listco as at 31 March 2025) in the open market for an aggregate consideration of HK\$26.25 million (exclusive of transaction costs) (equivalent to an average price of HK\$0.035 per Listco Share).

LISTING RULES IMPLICATIONS

As the highest of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE DISPOSAL

On 31 March 2025, the Company, through its non-wholly-owned subsidiary, disposed of a total of 750,000,000 Listco Shares (representing approximately 3.99% of the total issued share capital of the Listco as at 31 March 2025) in the open market for an aggregate consideration of HK\$26.25 million (exclusive of transaction costs) (equivalent to an average price of HK\$0.035 per Listco Share).

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

Immediately prior to the Disposal, the Group held 750,000,000 Listco Shares, representing approximately 3.99% of the total issued share capital of the Listco as at 31 March 2025. Immediately upon completion of the Disposal, the Group does not hold any Listco Shares.

INFORMATION ON THE LISTCO

According to publicly available information, the Listco Group is principally engaged in securities brokerage and futures trading, financial investments and trading as well as money lending business. Set below is the consolidated financial information of the Listco Group for the two financial years ended 31 December 2023 and 2024 (as extracted from the annual results announcement of the Listco for the year ended 31 December 2024).

	For the year ended 31 December	
	2024	2023
	<i>(audited)</i>	<i>(audited)</i>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	75,708	90,160
Loss before taxation	(83,163)	(133,756)
Loss for the year	(83,163)	(133,851)

As at 31 December 2024, the audited consolidated net assets value attributable to owners of the Listco was approximately HK\$733 million.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company is an investment holding company incorporated in Bermuda with limited liability. The Group is principally engaged in (i) financial services with operations licensed under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), (ii) credit and lending services with operations licensed under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong), (iii) other financial services, (iv) property investment and leasing, and (v) tactical and strategic investment.

The Disposal forms part of the Group's principal business activities in securities trading and investment, and was conducted in its ordinary and usual course of business. In light of the volatility of market conditions and the uncertainties in the global economy, along with the prevailing trading performance of the Listco Shares, the Company views the Disposal as an opportunity to realise its investment in the Listco Shares and adjust its investment portfolio in response to current market dynamics. Furthermore, the Disposal will enhance the liquidity of the Group, facilitating a more flexible reallocation of financial resources toward alternative investment prospects.

As the Disposal was conducted through the open market and the consideration for the Disposal was determined based on the prevailing market price of the Listco Shares available in the open market, the Board is of the view that the terms of the Disposal are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL

The Disposal Shares were classified as financial assets measured at fair value through profit and loss by the Group. 750,000,000 Listco Shares were disposed of by the Group for an aggregate net consideration of approximately HK\$26.15 million and the Group is expected to record a profit of approximately HK\$15.65 million. Such profit is calculated based on the difference between the net proceeds of approximately HK\$26.15 million from the Disposal less the fair value of HK\$10.50 million of 750,000,000 Listco Shares as at 31 December 2024, subject to audit adjustment (if any).

USE OF PROCEEDS

The Company intends to apply the net proceeds from the Disposal of approximately HK\$26.15 million as general working capital of the Group.

LISTING RULES IMPLICATIONS

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DEFINITIONS

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

“Board”	board of Directors
“Company”	Planetree International Development Limited (stock code: 613), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of a total of 750,000,000 Listco Shares by the Group in the open market on 31 March 2025 for an aggregate consideration of HK\$26.25 million (exclusive of transaction costs)
“Disposal Shares”	a total of 750,000,000 Listco Shares disposed of by the Group in the open market on 31 March 2025
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules)
“Listco”	Central Wealth Group Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 139)
“Listco Group”	the Listco and its subsidiaries
“Listco Share(s)”	share(s) of par value of HK\$0.01 each in the issued share capital of the Listco
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

“PRC”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
Planetree International Development Limited
Cheung Ka Yee
Executive Director

Hong Kong, 1 April 2025

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Mr. Cheung Ting Kee (*Vice Chairman*)
Ms. Cheung Ka Yee
Mr. Lam Hiu Lo

Independent Non-executive Directors:

Mr. Chan Sze Hung
Mr. Chung Kwok Pan
Mr. Ma Ka Ki
Mr. Zhang Shuang

Non-executive Director:

Dr. Chuang Henry Yueheng (*Chairman*)