SKY LIGHT HOLDINGS LIMITED
天彩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3882)

DISCLOSEABLE TRANSACTION –
DISPOSAL OF PROPERTY

THE DISPOSAL

The Board announces that on 5 January 2022, the Vendor, an indirect wholly-owned subsidiary of the Company and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which, the Vendor has agreed to sell, and the Purchaser has agreed to purchase, the Property at a cash consideration of HK$15,000,000.

LISTING RULES IMPLICATIONS

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

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Details of the Sale and Purchase Agreement are summarized as follows:

Date:	5 January 2022
Parties:	(a) Sky Light Digital Limited as vendor (b) King Lai Hua Limited as purchaser To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are Independent Third Parties.
Property:	The Property is situated at Room 1009, 10/F, Kwong Sang Hong Centre, 151-153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong with a total gross floor area of approximately 2,007 square feet. The Property is currently leased to an Independent Third Party pursuant to a tenancy agreement which will expire on 6 June 2024 ("**Existing Tenancy Agreement**"). The Property is to be sold to the Purchaser subject to the Existing Tenancy Agreement and on an "as is" basis.
Consideration and Payment Terms:	The Consideration, being HK$15,000,000, shall be settled in cash in the following manner: (a) 10% of the Consideration, being HK$1,500,000, was received by the Vendor on 5 January 2022; and (b) the balance of the Consideration, being HK$13,500,000, shall be payable by the Purchaser to the Vendor upon Completion. The Consideration was determined after arm's length negotiation among the Purchaser and Vendor with reference to the valuation of the Property of HK$15,000,000 as at 3 January 2022 as indicated by an independent professional valuer.
Completion:	Completion shall take place on or before 8 February 2022.

Stamp Duty:	All ad valorem stamp duty shall be borne by the Purchaser solely.

INFORMATION ON THE PROPERTY

Rental incomes from leasing of the Property for the two financial years ended 31 December 2020 and 31 December 2021 were approximately HK$498,600 and HK$441,200 respectively.

The unaudited carrying value of the Property as at 31 December 2021 was approximately HK$4 million.

FINANCIAL EFFECTS OF THE DISPOSAL

As at 31 December 2021, the unaudited carrying value of the Property was approximately HK$4 million. Based on the Consideration, the Company is expected to recognise an unaudited net gain before taxation (after deducting carrying value of the Property as at 31 December 2021 and the relevant transaction costs in relation to the Disposal) of approximately HK$10.8 million from the Disposal which will be recorded in the financial year ending 31 December 2022. Such calculation is only an estimate provided for illustrative purposes and the accounting treatment of the Disposal will be subject to further review by the auditors of the Company.

REASONS AND BENEFITS FOR THE DISPOSAL

In view of the under-utilisation of the Property by the Company and the continuous increase in property prices in Hong Kong, the Company has been looking for suitable opportunities to realise the Property at reasonable price. Taking into account the estimated gain from the Disposal, the Directors consider that it is in the interests of the Company and the Shareholders to dispose of the Property pursuant to the Sale and Purchase Agreement, capitalising on the favourable market conditions to realise capital gain.

The Directors are also of the view that the terms of the Sale and Purchase Agreement are on are on normal commercial terms that are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The net proceeds of the Disposal to be received by the Company will be applied as the general working capital of the Group.

INFORMATION ON THE PARTIES

The Company

The Company is an investment holding company. Its subsidiaries are principally engaged in manufacture and distribution of home surveillance cameras and digital imaging products.

The Vendor

The Vendor is a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in investment holding.

The Purchaser

The Purchaser is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are Independent Third Parties.

LISTING RULES IMPLICATIONS

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

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

"Board"	the Board of Directors of the Company
"Company"	Sky Light Holdings Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability on 18 December 2013, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3882)

"Completion"	the completion of the Disposal pursuant to the terms and conditions of the Sale and Purchase Agreement
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	HK$15,000,000, being the total consideration payable by the Purchaser to the Vendor for the Property
"Directors"	the director(s) of the Company
"Disposal"	the disposal of the Property by the Vendor to the Purchasers
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong Dollar(s), 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)"	a party who is not a connected person (within the meaning of the Listing Rules) of the Company and associates (within the meaning of the Listing Rules) of such connected persons
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Property"	the Property situated at Room 1009, 10/F, Kwong Sang Hong Centre, 151-153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong
"Purchaser"	King Lai Hua Limited, a limited company incorporated in Hong Kong and an Independent Third Party
"Sale and Purchase Agreement"	the sale and purchase agreement entered into between the Purchaser and the Vendor on 5 January 2022 in relation to the Disposal
"Share(s)"	ordinary shares of the Company
"Shareholder(s)"	holder(s) of the Share(s)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vendor"	Sky Light Digital Limited, a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company
"%"	per cent

By Order of the Board
Sky Light Holdings Limited
Tang Wing Fong Terry
Chairman

Hong Kong, 5 January 2022

As at the date of this announcement, the executive Directors are Mr. Tang Wing Fong Terry and Mr. Lu Yongbin; the non-executive Director is Ms. Tang Kam Sau; and the independent non-executive Directors are Mr. Chan Tsu Ming Louis, Dr. Cheung Wah Keung and Mr. Tse Yat Hong.