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(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

DISCLOSEABLE TRANSACTION FINANCE LEASE ARRANGEMENT

On 29 December 2014, Shanxi Sino Top, an indirect wholly-owned subsidiary of the Company, entered into the Purchase Agreement with Shanghai Fu Jin and Shenzhen Guang Bo, pursuant to which Shanxi Sino Top agreed to purchase the Equipment selected by Shenzhen Guang Bo, from Shanghai Fu Jin, at a consideration of RMB90,000,000 (equivalent to approximately HK\$112,500,000).

On 29 December 2014, Shanxi Sino Top entered into a Lease Agreement with Shenzhen Guang Bo, pursuant to which Shenzhen Guang Bo agreed to lease the Equipment from Shanxi Sino Top for a term of two years for an aggregate lease consideration of RMB111,120,718 (equivalent to approximately HK\$138,900,897).

As one or more of the applicable percentage ratio in respect of the Finance Lease Arrangement are more than 5% but less than 25%, the transaction contemplated under the Finance Lease Arrangement constitutes a discloseable transaction of the Company and is therefore subject to announcement but exempted from shareholders' approval requirements under Chapter 14 of the Listing Rules.

THE FINANCE LEASE ARRANGEMENT

Date: 29 December 2014

Parties: Lessor: Shanxi Sino Top

Lessee: Shenzhen Guang Bo

Equipment: The Equipment comprises of certain electrical and mechanical equipment for the operation of renovation business of Shenzhen Guang Bo

Consideration: RMB111,120,718, equivalent to approximately HK\$138,900,897

The above consideration was determined by reference to the average fair market price of the Equipment of the same kind and after arm's length negotiation between the parties. The payment of the lease consideration will be paid by Shenzhen Guang Bo as the lessee.

The Finance Lease Agreements

The Finance Lease Arrangement is based on the Finance Lease Agreements, which comprise of the Lease Agreement which was entered into together with the Purchase Agreement, the Repurchase Agreement and the Pledge Agreement.

The Purchase Agreement

Pursuant to the Purchase Agreement, Shanxi Sino Top has purchased the Equipment selected by Shenzhen Guang Bo from Shanghai Fu Jin at a consideration of RMB90,000,000 (equivalent to approximately HK\$112,500,000).

The Lease Agreement

Pursuant to the Lease Agreement, Shanxi Sino Top has leased the Equipment to Shenzhen Guang Bo for a term of two years, commencing from 29 December 2014 until 28 December 2016, at an aggregate lease consideration of RMB111,120,718 (equivalent to approximately HK\$138,900,897), which shall be paid by Shenzhen Guang Bo to Shanxi Sino Top for a total of four installments, i.e. every six months commencing upon the term of the Lease Period.

The Repurchase Agreement

Pursuant to the Finance Lease Arrangement, Shenzhen Zero-Seven has agreed to pay the Repurchase Consideration, which includes among others, the lease rental that becomes due but unpaid by Shenzhen Guang Bo in respect of the payment obligations of Shenzhen Guang Bo under the Lease Agreement. The repurchase obligation commences when Shanxi Sino Top issues a Repurchase Notice to Shenzhen Zero-Seven, subject to the term that Shanxi Sino Top does not receive any one installment of the lease rental that becomes due under the Lease Agreement or upon the late payment of the installment of the lease rental that becomes due under the Lease Agreement for an aggregate of three days.

The Pledge Agreement

Pursuant to the Pledge Agreement, Shenzhen Zero-Seven as the pledgor, has agreed to pledge a bill of exchange of RMB90,000,000 (equivalent to approximately HK\$112,500,000) to Shanxi Sino Top, due to the debt obligations owed by Shenzhen Guang Bo to Shanxi Sino Top under the Lease Agreement.

The terms of the Finance Lease Agreements have been agreed after arm's length negotiation between the parties with reference to the prevailing market practice. The above consideration was determined by reference to the average fair market price of the Equipment of the same kind and after arm's length negotiation between the parties. The payment of the consideration pursuant to the Purchase Agreement will be satisfied entirely in case, which is expected to be funded by internal resources of the Company.

Ownership of the Equipment

During the Lease Period, the ownership of the Equipment will vest in Shanxi Sino Top. Upon expiry of the Lease Period and subject to the payment of the aggregate lease consideration under the Lease Agreement, Shenzhen Guang Bo has the right to purchase the Equipment from Shanxi Sino Top at the purchase-option price (留購價格), which is an agreed amount of RMB100, upon the exercise of which the title of and all rights in the Equipment shall vest in Shenzhen Guang Bo.

Information of Shanxi Sino Top, Shenzhen Guang Bo, Shanghai Fu Jin and Shenzhen Zero-Seven

Shanxi Sino top is a limited liability company established in the PRC and is principally engaged in the finance leasing business in the PRC.

Shenzhen Guang Bo is a limited liability company established in the PRC and is principally engaged in the business of domestic trade, investment in industrial sector, sale of electrical and mechanical equipment and construction materials in the PRC. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Shenzhen Guang Bo and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Shanghai Fu Jin is a limited liability company established in the PRC and is principally engaged in the business of industrial investment, investment management, investment consultancy, sale of metal materials, construction materials, electrical and mechanical equipment and hardware and electrical equipment, etc in the PRC. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Shanghai Fu Jin and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Shenzhen Zero-Seven is a limited liability company established in the PRC and is principally engaged in the business of domestic trade, investment in industrial sector, sale of electrical and mechanical equipment and construction materials in the PRC. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Shenzhen Zero-Seven and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

REASONS FOR THE FINANCE LEASE ARRANGEMENT

The Group was engaged in the manufacturing of an extensive assortment of knitwear products ranging from classically styled wardrobe basics to high quality fashion apparels. As set out in the circular of the Company dated 17 February 2014, the Company is to diversify its business risk by tapping into the finance leasing business. Accordingly, the Group is now principally engaged in the segments of textiles and finance leasing.

The Directors consider the Finance Lease Arrangement will enable the Company to fully realize the benefits to be generated by leasing the Equipment to Shenzhen Guang Bo. The interest income as a result of the Finance Lease Arrangement is expected to be approximately RMB10,560,359 (equivalent to approximately HK\$13,200,448) for the first 12 months of the Lease Period. Such interest income is expected to be used by Shanxi Sino Top as general working capital.

The terms under the Finance Lease Arrangement have been agreed under normal commercial terms and after arm's length negotiations between the parties thereto. The Directors are of the view that the terms in respect of the Finance Lease Arrangement are fair and reasonable and are in the interest of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio in respect of the Finance Lease Arrangement are more than 5% but less than 25%, the transaction contemplated under the Finance Lease Arrangement constitutes a discloseable transaction of the Company and is therefore subject to announcement but exempted from shareholders' approval requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Infinity Financial Group (Holdings) Limited (stock code: 1152), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	directors of the Company
“Equipment”	certain electrical and mechanical equipment for the operation of renovation business of Shenzhen Guang Bo
“Finance Lease Agreements”	collectively, the Lease Agreement, the Purchase Agreement, the Repurchase Agreement and the Pledge Agreement
“Finance Lease Arrangement”	the finance lease arrangement in relation to the finance lease by the purchase of the Equipment under the Purchase Agreement, followed by the lease of the Equipment under the Lease Agreement, the pledge of the bill of exchange under the Pledge Agreement and if necessary, the repurchase of the Equipment under the Repurchase Agreement
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Late Penalty Interest”	the amount of late penalty interest charged on the unpaid lease consideration at 0.08% late penalty interest rate per day, pursuant to the Lease Agreement
“Lease Agreement”	the lease agreement dated 29 December 2014 between Shanxi Sino Top as lessor and Shenzhen Guang Bo as lessee, pursuant to which Shanxi Sino Top agreed to lease the Equipment to Shenzhen Guang Bo in accordance with the terms therein
“Lease Period”	a period of two years from 29 December 2014 until 28 December 2016
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Pledge Agreement”	the bill of exchange pledge agreement dated 29 December 2014 between Shanxi Sino Top as pledgee, Shenzhen Guang Bo as lessee and Shenzhen Zero-Seven as pledgor, pursuant to which Shenzhen Zero-Seven has agreed to pledge a bill of exchange of RMB 90,000,000 (equivalent to approximately HK\$112,500,000) to Shanxi Sino Top, due to the debt obligations owed by Shenzhen Guang Bo to Shanxi Sino Top under the Lease Agreement
“PRC”	the People’s Republic of China
“Purchase Agreement”	the sale and purchase agreement dated 29 December 2014 between Shanxi Sino Top as purchaser, Shanghai Fu Jin as vendor and Shenzhen Guang Bo as the end user, pursuant to which Shanxi Sino Top agreed to purchase the Equipment from Shanghai Fu Jin in accordance with the terms therein
“Repurchase Agreement”	the repurchase agreement dated 29 December 2014 between Shanxi Sino Top as vendor and Shenzhen Zero-Seven as purchaser, pursuant to which Shenzhen Zero-Seven agreed to repurchase the Equipment from Shanxi Sino Top in accordance with the terms therein
“Repurchase Consideration”	the repurchase consideration which is an aggregate of (1) the unpaid lease consideration pursuant to the Lease Agreement; (2) the Late Penalty Interest; (3) the undue lease consideration discounted by an rate of 0.25% per month; (4) the purchase-option price (留購價格) pursuant to the Lease Agreement; and (5) the handling fee of RMB1,000 (equivalent to approximately HK\$1,250) to be paid by Shenzhen Zero-Seven to Shanxi Sino Top pursuant to the Repurchase Agreement

“Repurchase Notice”	the repurchase notice issued by Shanxi Sino Top to Shenzhen Zero-Seven subject to the terms of the Repurchase Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Fu Jin”	上海福錦實業投資有限公司 (transliterated as Shanghai Fu Jin Shi Ye Investment Company Limited*), a limited liability company established in the PRC
“Shanxi Sino Top”	山西華威融資租賃有限公司 (translated as Shanxi Sino Top Leasing Company Limited), a limited liability company established in the PRC
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shenzhen Guang Bo”	深圳市廣博投資發展有限公司 (transliterated as Shenzhen Guang Bo Investment Development Company Limited*), a company established in the PRC with limited liability
“Shenzhen Zero-Seven”	深圳市零七投資發展有限公司 (transliterated as Shenzhen Zero-Seven Investment Development Company Limited*), a company established in the PRC with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Infinity Financial Group (Holdings) Limited
Yu Xueming
Chairman

Hong Kong, 29 December 2014

The exchange rate adopted in this announcement for illustration purposes only is RMB1.00 = HK\$1.25.

As at the date of this announcement, the Board comprises five executive Directors namely, Mr. Yu Xueming (Chairman), Mr. Yu Chuanfu (Chief Executive Officer), Mr. Sit Yau Chiu, Mr. Zheng Qiang and Mr. Han Hanting, one non-executive Director, namely, Mr. Chan Yee, Herman and two independent non-executive Directors, namely, Mr. Wang Wei Hung Andrew and Mr. Sin Ka Man.

* For identification purpose only.