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Triumph Hope Limited

(Incorporated in British Virgin Islands with limited liability)



(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO
UNCONDITIONAL MANDATORY CASH OFFER BY
PACIFIC FOUNDATION SECURITIES LIMITED**



**FOR AND ON BEHALF OF TRIUMPH HOPE LIMITED
FOR ALL THE ISSUED SHARES IN INFINITY FINANCIAL GROUP
(HOLDINGS) LIMITED (OTHER THAN THOSE ALREADY OWNED BY
TRIUMPH HOPE LIMITED, MR CHAN AND THE CONCERT PARTIES)**

Financial adviser to Triumph Hope Limited



**長城環亞融資有限公司
GREAT WALL PAN ASIA CORPORATE FINANCE LIMITED**

Joint financial advisers to the Company



**國元融資(香港)有限公司
GUOYUAN CAPITAL (HONG KONG) LTD**



**ZHAOBANGJI
INTERNATIONAL**

Independent Financial Adviser to the Independent Board Committee



**中國農信財務顧問有限公司
China AF Corporate Finance Ltd**

Reference is made to the joint announcement issued by Infinity Financial Group (Holdings) Limited (the “**Company**”) and Triumph Hope Limited (the “**Offeror**”) dated 2 November 2017 in relation to, amongst others, the unconditional mandatory cash offer by Pacific Foundation Securities Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned by the Offeror, Mr. Chan and the Concert Parties) (the “**Joint Announcement**”). Capitalised terms used herein shall have the same meaning as defined in the Joint Announcement, unless otherwise specified.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As stated in the Joint Announcement, it is the intention of the Offeror and the Board to combine the offer document and the offeree board circular into a composite document (the “**Composite Document**”). Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Composite Document containing, among other matters, the terms and conditions of the Offer and the form of acceptance (the “**Form of Acceptance**”) to the Shareholders within 21 days of the date of the Joint Announcement, i.e. on or before 23 November 2017, unless consent is granted by the Executive to extend the deadline for the despatch of the Composite Document.

As additional time is required to finalise the contents of the Composite Document, which include but not limited to the letter from the Independent Financial Adviser and certain financial information in relation to the indebtedness statement, an application has been made to the Executive for waiver from strict compliance with Rule 8.2 of the Takeovers Code and to grant consent for an extension of time for the despatch of the Composite Document (accompanied by the Form of Acceptance) to a date falling on or before 15 December 2017. The Executive has indicated that it is minded to grant such consent.

A further announcement will be made jointly by the Company and the Offeror when the Composite Document together with the Form of Acceptance in respect of the Offer is despatched.

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

By order of the board of directors
of the Offeror
Chan Chung Shu
Sole Director

Hong Kong, 23 November 2017

As at the date of this joint announcement, the Board comprises four executive Directors, namely, Mr. Yu Xueming (chairman), Mr. Yu Chuanfu (chief executive officer), Mr. Zheng Qiang and Mr. Ng Hoi; and three independent non-executive Directors, namely, Mr. Ho Man, Mr. Yeh Tung Ming and Mr. Zhang Hua.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this joint announcement (other than the information relating to the Offeror or any of its associates or any parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror or any of its associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Chan Chung Shu.

The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group, the Vendors and their respective associates and parties acting in concert with them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendors and their respective associates and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.