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Triumph Hope Limited

(Incorporated in British Virgin Islands with limited liability)



JOINT ANNOUNCEMENT

**(1) CLOSE OF THE 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);
(2) RESULTS OF THE OFFER; AND
(3) PUBLIC FLOAT**

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



**(Well Link International Capital Limited,
formerly known as “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 Limited

CLOSE OF THE OFFER

The Offeror and the Company jointly announced that the Offer made by Pacific Foundation Securities for and on behalf of the Offeror closed at 4:00 p.m. on Friday, 5 January 2018 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 5 January 2018, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 120,000 Offer Shares under the Offer, representing approximately 0.012% of the total number of Shares in issue as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Taking into account (i) the Offeror's acquisition of the Sale Shares from the Vendors pursuant to the S&P Agreements (being 501,210,000 Shares, representing approximately 51.04% of the entire issued share capital of the Company; and (ii) 120,000 Offer Shares received from valid acceptances under the Offer (subject to the due registration by the Registrar of the transfer of these Offer Shares), the Offeror, Mr. Chan and the Concert Parties held an aggregate of 501,330,000 Shares, representing approximately 51.05% of the total number of Shares in issue and of the voting rights which may be exercised at general meetings of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the acceptance of the Offer) payable for the Offer Shares tendered under the Offer have been or will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all the duly completed and signed Forms of Acceptance and Transfer and the relevant documents of title of the Offer Shares in respect of such acceptance to render the acceptance under the Offer complete and valid. The latest date for the dispatching of remittances for the cash consideration due in respect of valid acceptances received under the Offer is Tuesday, 16 January 2018.

PUBLIC FLOAT

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the Offer Shares acquired under the Offer to the Offeror (in respect of which valid acceptances were received), 470,840,000 Shares are held by the public (as defined in the Listing Rules), representing approximately 47.95% of the total number of Shares in issue as at the date of this joint announcement. Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

INTRODUCTION

Reference is made to the composite offer and response document dated 15 December 2017 (the “**Composite Document**”) jointly issued by Triumph Hope Limited (the “**Offeror**”) and Infinity Financial Group (Holdings) Limited (the “**Company**”). Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless otherwise specified.

CLOSE OF THE OFFER

The Offeror and the Company jointly announced that the Offer made by Pacific Foundation Securities for and on behalf of the Offeror closed at 4:00 p.m. on Friday, 5 January 2018 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 5 January 2018, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 120,000 Offer Shares under the Offer, representing approximately 0.012% of the total number of Shares in issue as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the S&P Completion, the Offeror, Mr. Chan and the Concert Parties did not hold, control or have direction over any Shares or any rights over Shares. Immediately following the S&P Completion and before the commencement of the Offer Period, the Offeror, Mr. Chan and the Concert Parties were interested in 501,210,000 Shares, representing approximately 51.04% of the entire issued share capital of the Company.

Immediately after the close of the Offer, taking into account (i) the Offeror’s acquisition of the Sale Shares from the Vendors pursuant to the S&P Agreements (being 501,210,000 Shares, representing approximately 51.04% of the entire issued share capital of the Company; and (ii) 120,000 Offer Shares received from valid acceptances under the Offer (subject to the due registration by the Registrar of the transfer of these Offer Shares), the Offeror, Mr. Chan and the Concert Parties held an aggregate of 501,330,000 Shares, representing approximately 51.05% of the total number of Shares in issue and of the voting rights which may be exercised at general meetings of the Company as at the date of this joint announcement.

Save for the Sale Shares and the valid acceptances under the Offer as disclosed in this joint announcement, none of the Offeror, Mr. Chan or the Concert Parties (i) had dealt for value in any Shares or options of the Company or any derivatives in respect of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company; or (ii) had acquired or agreed to acquire any Shares or rights over the Shares during the Offer Period and up to the date of this joint announcement. Further, none of the Offeror, Mr. Chan or the Concert Parties has borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

Set out below is the shareholding structure of the Company (i) immediately after the S&P Completion and before the commencement of the Offer Period; and (ii) immediately after the close of the Offer (subject to the due registration by the Registrar of the transfer of the Offer Shares acquired under the Offer to the Offeror) and as at the date of this joint announcement:

	Immediately after the S&P Completion and before the commencement of the Offer Period		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror, Mr. Chan and the Concert Parties	501,210,000	51.04	501,330,000	51.05
Mr. Yu Xueming ¹	9,830,000	1.00	9,830,000	1.00
Public Shareholders	<u>470,960,000</u>	<u>47.96</u>	<u>470,840,000</u>	<u>47.95</u>
Total	<u><u>982,000,000</u></u>	<u><u>100.00</u></u>	<u><u>982,000,000</u></u>	<u><u>100.00</u></u>

Note:

1. Mr. Yu Xueming is the chairman of the Board and an executive Director.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the acceptance of the Offer) payable for the Offer Shares tendered under the Offer have been or will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all the duly completed and signed Forms of Acceptance and Transfer and the relevant documents of title of the Offer Shares in respect of such acceptance to render the acceptance under the Offer complete and valid. The latest date for the dispatching of remittances for the cash consideration due in respect of valid acceptances received under the Offer is Tuesday, 16 January 2018.

PUBLIC FLOAT

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the Offer Shares acquired under the Offer to the Offeror (in respect of which valid acceptances were received), 470,840,000 Shares are held by the public (as defined in the Listing Rules), representing approximately 47.95% of the total number of Shares in issue as at the date of this joint announcement. Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

OTHER INFORMATION

Zhaobangji International, being one of the financial advisers to the Company in respect of the Offer, changed its name to Well Link International Capital Limited with effect from 22 December 2017.

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, 5 January 2018

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.