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(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

VOLUNTARY ANNOUNCEMENT ISSUE OF CORPORATE BONDS

INTRODUCTION

This is a voluntary announcement made by the board (the “**Board**”) of directors (the “**Directors**”) of Infinity Financial Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in relation to the issue of 7% coupon unlisted corporate bonds by the Company in the aggregate principal amount of up to HK\$100,000,000 (the “**Corporate Bonds**”). The main purpose of the issue of the Corporate Bonds is to strengthen the financial position of the Group.

ISSUE OF CORPORATE BONDS

The Board is pleased to announce that on 20 January 2015, the Company and Fortune (HK) Securities Limited (the “**Placing Agent**”) entered into the placing agreement (the “**Placing Agreement**”) pursuant to which the Placing Agent has agreed to place during the placing period, as defined in the Placing Agreement, on a best effort basis, the Corporate Bonds to including but not limited to individual professional investors.

According to the Placing Agreement, the placing period is defined as the period commencing immediately after the date of the Placing Agreement and ending on the earlier of (i) the 180th day from the date of the Placing Agreement; and (ii) the date on which the Placing Agent successfully procures placees to subscribe for the Corporate Bonds in an aggregate principal amount of HK\$100,000,000, in both cases, both dates inclusive, or such other period as agreed otherwise between the Company and the Placing Agent in writing. The Placing Agent shall use best endeavours (with commercially reasonable assistance from the Company) to ensure that the placees shall be third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

The principal terms of the Corporate Bonds are as follows:

- (i) Issuer : The Company
- (ii) Aggregate maximum principal amount : HK\$100,000,000
- (iii) Maturity date : The date falling on the expiry day of the ninetieth month of the date of issuing the relevant Corporate Bonds
- (iv) Interest : 7% per annum on the principal amount of the Corporate Bonds outstanding, payable on every anniversary of the date of issuing the relevant Corporate Bonds and the maturity date
- (v) Issue price : Principal amount of the Corporate Bonds
- (vi) Redemption : The Corporate Bonds should be redeemed in full upon the maturity of the relevant Corporate Bonds
- (vii) Use of proceeds : Including but not limited to supplementing as working capital of the Group

The Board is of the view that the terms of the Placing Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and are in the interest of the Company and its shareholders as a whole.

The Company will further update the shareholders and potential investors of the Company in respect of the subscription of the Corporate Bonds in accordance with the Listing Rules if and when required.

Completion of the placing of the Corporate Bonds under the Placing Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. As the placing of the Corporate Bonds may or may not proceed, shareholders of the Company and prospective investors are urged to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 20 January 2015

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 three independent non-executive Directors, namely, Mr. Wang Wei Hung Andrew, Mr. Sin Ka Man and Mr. Zhao Li Xin.