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TACK FIORI INTERNATIONAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

DISCLOSEABLE TRANSACTIONS — PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO ENTITIES

PROVISION OF FINANCIAL ASSISTANCE

The Board hereby announces that on 9 September 2016 (after trading hours), the Lender (as lender) entered into the Loan Agreement A with Borrower A (as borrower) and Guarantor A (as guarantor). Pursuant to the Loan Agreement A, the Lender has agreed to grant a loan of HK\$20,000,000 for a term of 3 months at an annual interest rate of 19%. Such loan is secured by the entire equity interest in Borrower A.

On the even date, the Lender (as lender) also entered into the Loan Agreement B with Borrower B (as borrower) and Guarantor B (as guarantor). Pursuant to the Loan Agreement B, the Lender has agreed to grant a loan of HK\$17,200,000 for a term of 3 months at an annual interest rate of 19%. Such loan is secured by 55% equity interest in Borrower B.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the financial assistance provided by the Lender under each of the Loan Agreement A and Loan Agreement B exceed(s) 5% but are less than 25%, the grant of the loan under each of the Loan Agreement A and the Loan Agreement B constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As the amount of the financial assistance granted to each of Borrower A and Borrower B exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of loan under each of the Loan Agreement A and the Loan Agreement B is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

The Board hereby announces that on 9 September 2016 (after trading hours), the Lender (as lender) entered into the Loan Agreement A with Borrower A (as borrower) and Guarantor A (as guarantor) and the Loan Agreement B with Borrower B (as borrower) and Guarantor B (as guarantor), respectively. Principal terms of the Loan Agreement A and the Loan Agreement B are set out as follows:

LOAN AGREEMENT A

Date : 9 September 2016

Parties : Lender (as lender);
Borrower A (as borrower); and
Guarantor A (as guarantor)

Principal amount of the loan : HK\$20,000,000

Interest rate : 19% per annum

Term : 3 months from the drawdown date of the loan

Repayment : the borrower shall repay the outstanding amount of the loan together with all the accrued and unpaid interest to the lender on the expiration date of three months period from the drawdown date (or such other date as may be agreed between the lender and the borrower in writing)

Prepayment : the borrower may make prepayment in whole or in part of the loan if it has given to the lender not less than 5 business days' prior written notice

Security provided by the Guarantor : the entire equity interest in Borrower A

LOAN AGREEMENT B

Date : 9 September 2016

Parties : Lender (as lender);
Borrower B (as borrower); and
Guarantor B (as guarantor)

Principal amount of the loan : HK\$17,200,000

Interest rate : 19% per annum

Term : 3 months from the drawdown date of the loan

- Repayment : the borrower shall repay the outstanding amount of the loan together with all the accrued and unpaid interest to the lender on the expiration date of three months period from the drawdown date (or such other date as may be agreed between the lender and the borrower in writing)
- Prepayment : the borrower may make prepayment in whole or in part of the loan if it has given to the lender not less than 5 business days' prior written notice
- Security provided by the guarantor : 55% interest in Borrower B

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of Borrower A, Guarantor A, Borrower B and Guarantor B is an Independent Third Party; and each of Borrower A and Guarantor A is not connected with Borrower B and Guarantor B. The Loan Agreement A and the Loan Agreement B is not inter-dependent with each other.

FUNDING OF THE LOANS

The loans under the Loan Agreement A and the Loan Agreement B will be financed by internal resources of the Group and external borrowings.

INFORMATION OF THE PARTIES TO THE LOAN AGREEMENTS

The Lender is a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company. It is an investment holding company.

Borrower A is a limited liability company incorporated in the Republic of Seychelles. It is principally engaged in advertising and operating of internet product.

Guarantor A is the legal and beneficial owner of the entire equity interest in Borrower A.

Borrower B is a limited liability company incorporated in Hong Kong. It is principally engaged in import and export of goods.

Guarantor B is the legal and beneficial owner of 55% equity interest in Borrower B.

REASONS FOR AND BENEFITS OF THE LOAN AGREEMENTS

The Group is principally engaged in (i) the development and promotion of education software products and provision of technical support services in the PRC; (ii) apparel retail business in the PRC; and (iii) securities trading and investment business.

The Directors consider that the transactions under each of the Loan Agreement A and the Loan Agreement B are on normal commercial terms, and that the terms of the transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole having considered the expected revenue to be generated to the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the financial assistance provided by the Company under each of the Loan Agreement A and Loan Agreement B exceed(s) 5% but are less than 25%, the grant of the loan under each of the Loan Agreement A and the Loan Agreement B constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As the amount of the financial assistance granted to each of Borrower A and Borrower B exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules, the grant of loan under each of the Loan Agreement A and the Loan Agreement B is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors;
“Borrower A”	Enmoli Inc., a limited liability company incorporated in the Republic of Seychelles;
“Borrower B”	Hong’s Int’l Group (Asia Pacific) Limited, a limited liability company incorporated in Hong Kong;
“Company”	Tack Fiori International Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Guarantor A”	Lu Pei (卢沛), a resident of the People’s Republic of China and the sole shareholder of Borrower A;
“Guarantor B”	Wu, Sining (巫斯宁), a resident of the People’s Republic of China, holding 55% equity interest in Borrower B;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and being having made all reasonable enquiries, are not connected persons of the Company under the Listing Rules and are independent of the Company and its connected persons;

“Lender”	Tack Fiori International Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is a wholly-owned subsidiary of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange of Hong Kong Limited;
“Loan Agreement A”	the loan agreement entered into among the Lender, Borrower A and Guarantor A dated 9 September 2016;
“Loan Agreement B”	the loan agreement entered into among the Lender, Borrower B and Guarantor B dated 9 September 2016;
“PRC”	the People’s Republic of China;
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By order of the Board of
TACK FIORI INTERNATIONAL GROUP LIMITED
Shan Hua
Executive Director

Hong Kong, 9 September 2016

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Hua Yunbo (*Chairman*)

Ms. Shan Hua

Non- executive Directors:

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Lau Yu

Mr. Zheng Chunlei

Ms. Zhang Xuyang