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LIFE HEALTHCARE GROUP LIMITED

蓮和醫療健康集團有限公司

(formerly known as Tack Fiori International Group Limited 野馬國際集團有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

DISCLOSEABLE TRANSACTION — PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO ENTITY

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that on 7 August 2017 (after trading hours), the Lender, an indirectly wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower pursuant to which, the Lender has agreed to extend a loan in the principal amount of US\$6 million (equivalent to HK\$46,800,000) to the Borrower for a term of 2 months at an interest rate of 10% per annum. The loan is secured by a fixed charge on the shares owned by the Chargor in an exempted company incorporated in the Cayman Islands registered as a segregated portfolio company.

LISTING RULES IMPLICATIONS

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

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

The Board announces that on 7 August 2017 (after trading hours), the Lender, an indirectly wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower.

Principal terms of the Loan Agreement are set out as follows:

LOAN AGREEMENT

Date	:	7 August 2017
Parties	:	Allied Kingdom Holdings Limited (as lender) Silver Sparkle Limited (as borrower)
Principal amount of the loan	:	US\$6 million (to be advanced to the Borrower in HK\$)
Interest rate	:	10% per annum
Term	:	2 months from the Drawdown Date
Repayment	:	the Borrower shall repay the entire principal amount of the loan and the interests accrued to the Lender in HK\$ on the expiration date of the two months period from the Drawdown Date
Prepayment	:	the Borrower may make prepayment of the entire principal amount of the loan, together with all accrued and unpaid interest at any time by notice in writing to the Lender
Security provided by the Borrower	:	a fixed charge on the shares owned by the Chargor in an exempted company incorporated in the Cayman Islands registered as a segregated portfolio company
Exchange rate	:	the conversion of US\$ into HK\$ is based on the exchange rate of US\$1 = HK\$7.8

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of the Borrower, the Chargor and their ultimate beneficial owners is an Independent Third Party; and there is no relationship among the Borrower under the Loan Agreement and the borrowers and guarantors under the loan agreements as disclosed in the announcements of the Company dated 9 September 2016, 30 September 2016 and 17 October 2016.

FUNDING OF THE LOAN

The loan under the Loan Agreement will be financed by internal resources of the Group.

INFORMATION OF THE PARTIES TO THE LOAN AGREEMENT

The Lender is an indirectly wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Hong Kong Laws).

The Borrower is a company incorporated in the British Virgin Islands with limited liability. It is principally engaged in financing related business.

REASONS FOR AND BENEFITS OF THE LOAN AGREEMENT

The Company is principally engaged in investment holding. The Group is principally engaged in (i) healthcare services in the PRC; (ii) money lending business; (iii) education software products and related service business in the PRC; (iv) apparel retail business in the PRC; and (v) securities trading and investments business in Hong Kong. As money lending is one of the principal activities of the Group, the granting of the loan to the Borrower under the Loan Agreement is in the usual and ordinary course of business of the Group.

The terms of the Loan Agreement are arrived at after arm's length negotiations between the Lender and the Borrower. The Directors consider that the transactions contemplated under the Loan Agreement 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.

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DEFINITIONS

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

“Board”	the board of Directors;
“Borrower”	Silver Sparkle Limited, a company incorporated in the British Virgins Islands with limited liability;
“Chargor”	a fellow subsidiary of the Borrower commonly owned by the same shareholder;
“Company”	Life Healthcare 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;

“Drawdown Date”	within 5 business days following the date of the Loan Agreement;
“Group”	the Company and its subsidiaries;
“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 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”	Allied Kingdom Holdings Limited, a company incorporated in Hong Kong with limited liability, and an indirectly wholly-owned subsidiary of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Loan Agreement”	the loan agreement dated 7 August 2017 between the Lender and the Borrower;
“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;
“US\$”	United States dollar, the lawful currency of the United States; and
“%”	per cent.

By order of the Board
LIFE HEALTHCARE GROUP LIMITED
Shan Hua
Executive Director

Hong Kong, 7 August 2017

For the purpose of this announcement, the conversion of US\$ into HK\$ is based on the exchange rate of US\$1 = HK\$7.8. Such rate is for illustration purpose only and does not constitute a representation that any amount in US\$ or HK\$ has been or could have been or may be converted at such or another rate at all.

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

Executive Directors:

Mr. Hua Yunbo (*Chairman*)

Ms. Shan Hua

Non-executive Director:

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Liu Xinghua

Mr. Zhou Jian

Mr. Zheng Chunlei

Ms. Zhang Xuyang