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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 223)

CONNECTED TRANSACTION PROVISION OF LOAN FACILITY TO ESMART

PROVISION OF LOAN FACILITY TO ESMART

The Board announces that on 17 April 2019, the Company (for itself and on behalf of its subsidiaries) and Esmart entered into the Loan Facility Agreement whereby the Company agreed to provide Esmart with the Loan Facility of up to HK\$17,350,000 for a term of three (3) years. The Loan Facility will be used primarily for the development and operation of the O2O Business of the Admiral Glory Group and in particular, as the working capital for the production and supply of the Smart Terminals to its customers.

IMPLICATIONS UNDER THE LISTING RULES

Each of Mr. Zhang, Mr. Gao and Mr. Chiu is a Director and a connected person of the Company at the issuer level under the Listing Rules. Each of Mr. Zhang, Mr. Gao and Mr. Chiu currently holds approximately 37.0%, 7.4% and 0.75% beneficial interest in Esmart, respectively. Esmart is therefore a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules.

The provision of the Loan Facility to Esmart constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all applicable percentage ratios in respect of the Loan Facility are less than 5%, it will only be subject to the reporting and announcement requirements but is exempt from the circular and the independent Shareholders' approval requirements under Rule 14A.87(3) of the Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated 8 June 2017 relating to the, among other things, the entering into of the Share Purchase Agreement involving the acquisition of 51.2% of the issued share capital of Admiral Glory by the Company. As at the date of this announcement, Admiral Glory is held as to 51.2% by the Company and each of Admiral Glory and its subsidiaries (including Admiral Glory, Sunfield Global, Esmart and Esmart Technology) is a subsidiary of the Company.

In response to the continuous growth of the Smart Terminal business of the Admiral Glory Group and the increasing working capital requirements, the Company (for itself and on behalf of its subsidiaries) and Esmart entered into the Loan Facility Agreement pursuant to which, the Company agreed to provide (either by itself or through any of its subsidiaries) Esmart with the Loan Facility of up to HK\$17,350,000. The salient terms of the Loan Facility Agreement are as follows:

THE LOAN FACILITY AGREEMENT

Date	:	17 April 2019
Lender	:	The Company (either by itself or through any of its subsidiaries)
Borrower	:	Esmart
Amount of the Loan Facility	:	Up to HK\$17,350,000
		The Loan Facility may be drawn down by Esmart in one or more tranches by serving the Company with a two (2) business days' prior written notice.
Interest rate	:	The best lending interest rate published by The Hongkong and Shanghai Banking Corporation from time to time (currently at 5.125% per annum). The interest rate was arrived at after arm's length negotiation between the Company and Esmart and reflects the normal commercial rate.

Maturity date and repayment : The principal amount of the Loan Facility together with all accrued interest shall be repayable in full by 31 May 2021, which may be extended by written agreement between the parties.

Esmart may prepay the Loan Facility or any part thereof at any time before the maturity date without penalty provided that a ten (10) business days' prior written notice is given to the Company.

INFORMATION OF THE GROUP AND ESMART

The Company is an investment holding company incorporated in the Cayman Islands with limited liability. The Group is principally engaged in provision of esmart terminal services for retail stores in the PRC, trading businesses across Asia and developing its business into the consumer product market, which conform to the Group's business principle of "making life easier and benefiting people's livelihood" (易生活，惠民生).

Esmart is an investment holding company incorporated in Hong Kong with limited liability. It is a wholly-owned subsidiary of Sunfield Global, which is in turn held by Admiral Glory and Master Wielder as to 51% and 49%, respectively. Master Wielder is held by Mr. Zhang, Mr. Gao, Mr. Chiu and other shareholders as to 10%, 50%, 1% and 39%, respectively. Admiral Glory is held by the Company, Mr. Zhang, Mr. Gao, Mr. Chiu and other shareholders as to 51.2%, 4.9%, 24.5%, 0.5% and 18.9%, respectively. Esmart holds the entire registered capital of Esmart Technology, a company established in the PRC with limited liability. The Admiral Glory Group is principally engaged in the O2O Business (comprising the Smart Terminal business, the Mobile Terminal Ordering Platform business, the data-processing business and the advertising and marketing business) in the PRC.

REASONS AND PROVISION OF THE LOAN FACILITY

The Loan Facility will be used primarily for the development and operation of the O2O Business of the Admiral Glory Group and in particular, as the working capital for the manufacturing and supply of the Smart Terminals. The provision of the Loan Facility by the Group to Esmart will enhance the cashflow and working capital position of the Admiral Glory Group as well as the development of the O2O Business which will in turn contribute to the overall business development and financial results of the Group.

The terms of the Loan Facility Agreement (including the interest rate) are negotiated on an arm's length basis between the Company and Esmart having taken into account the prevailing market interest rates and practices. As such, the Directors consider that the terms of the Loan Facility Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Company will finance the Loan Facility under the Loan Facility Agreement with its internal resources. The provision of such financial assistance is not expected to have any material impact on the results and/or financial position of the Group.

IMPLICATIONS UNDER THE LISTING RULES

Each of Mr. Zhang, Mr. Gao and Mr. Chiu is a Director and a connected person of the Company at the issuer level under the Listing Rules. Each of Mr. Zhang, Mr. Gao and Mr. Chiu currently holds approximately 37.0%, 7.4% and 0.75% beneficial interest in Esmart, respectively. Esmart is therefore a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules.

The provision of the Loan Facility to Esmart constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all applicable percentage ratios in respect of the Loan Facility are less than 5%, it will only be subject to the reporting and announcement requirements but is exempt from the circular and the independent Shareholders' approval requirements under Rule 14A.87(3) of the Listing Rules.

Mr. Zhang, Mr. Gao and Mr. Chiu, who hold indirect shareholding interests in Esmart, abstained from voting on the Board resolutions in respect of the Loan Facility Agreement and the transactions contemplated thereunder. Save as stated above, none of the other Directors has a material interest in the transactions contemplated under the Loan Facility Agreement and is required to abstain from voting on such Board resolutions.

DEFINITIONS

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

“Admiral Glory”	Admiral Glory Global Limited, a company incorporated in the British Virgin Islands as a BVI Business Company with company number of 1937152
“Admiral Glory Group”	Admiral Glory and its subsidiaries
“Board”	the board of Directors
“Company”	Elife Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 223)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Esmart”	Esmart Holdings Limited 惠付通控股有限公司, a company incorporated in Hong Kong with limited liability
“Esmart Technology”	珠海惠付通科技有限公司 (Esmart Technology Co., Ltd.), an indirect subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facility”	the loan facility of up to HK\$17,350,000 agreed to be provided by the Company (by itself or through any of its subsidiaries) to Esmart pursuant to the Loan Facility Agreement

“Loan Facility Agreement”	the loan facility agreement dated 17 April 2019 in respect of the Loan Facility between the Company (for itself and on behalf of its subsidiaries) as lender and Esmart as borrower
“Master Wielder”	Master Wielder Limited, a company incorporated in the British Virgin Islands as a BVI Business Company with company number of 1937643
“Mobile Terminal Ordering Platform”	the Esmart mobile phone terminal ordering and information platform developed under the mobile terminal business
“Mr. Chiu”	Mr. Chiu Sui Keung (趙瑞強), an executive Director and the Chief Executive Officer of the Company
“Mr. Gao”	Mr. Gao Feng (高峰), an executive Director and the Vice-Chairman of the Company
“Mr. Zhang”	Mr. Zhang Xiaobin (張曉彬), an executive Director and the Chairman of the Company
“O2O Business”	the business operated by the Admiral Glory Group, which includes the Smart Terminal business, the Mobile Terminal Ordering Platform business, the dataprocessing business and the advertising and marketing business
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Purchase Agreement”	the agreement dated 8 June 2017 among the Company, Mr. Gao and other shareholders of Admiral Glory in relation to the acquisition of 51.2% of the total issued share capital of Admiral Glory by the Company
“Shareholders”	holders of the Shares
“Smart Terminal(s)”	the esmart computer terminal(s) developed by Esmart Technology
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Sunfield Global”	Sunfield Global Investments Limited 新暉環球投資有限公司, a company incorporated in the British Virgin Islands as a BVI Business Company with company number of 1924205
“%”	per cent

In this announcement, the English names of the PRC entities are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

By order of the Board
Elife Holdings Limited
Zhang Xiaobin
Chairman

Hong Kong, 17 April 2019

As at the date of this announcement, the executive Directors are Mr. Zhang Xiaobin, Mr. Gao Feng, Mr. Chiu Sui Keung and Mr. Sun Qiang, the non-executive Directors are Mr. Zhang Yichun and Ms. Xu Ying and the independent non-executive Directors are Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G.