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**Heng Fai Enterprises Limited**  
**恒輝企業控股有限公司**

*(Incorporated in Hong Kong with limited liability)*  
*(Stock Code: 185)*

**OVERSEAS REGULATORY ANNOUNCEMENT**

Please refer to the attached Form 8-K filed by American Housing REIT Inc., a subsidiary company of the Company whose shares are traded on the Over-The-Counter Bulletin Board in the United States of America.

By Order of the Board  
**Heng Fai Enterprises Limited**  
**Chan Tong Wan**  
*Managing Director*

Hong Kong SAR, 6 August, 2014

*As at the date of this announcement, the executive Directors are Mr. Chan Heng Fai, Mr. Chan Tong Wan, Ms. Chan Yoke Keow; the non-executive Directors are Dr. Lam, Lee G., Mr. Fong Kwok Jen and Mr. Teh Wing Kwan and the independent non-executive Directors are Mr. Chan King Fai, Mr. Tan Choon Seng, Mr. Wong Dor Luk, Peter and Mr. Wong Tat Keung.*

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): [July 24, 2014](#) ([July 18, 2014](#))

**AMERICAN HOUSING REIT INC.**

(Exact name of Registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation or organization)

[333-170828](#)  
(Commission file number)

**27-1662812**  
(I.R.S. Employer Identification  
No.)

**1601 Blake Street, Suite 310, Denver, CO80202**  
(Address of principal executive offices)(Zip code)

**(303) 894-7971**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of [the registrant](#) under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.03. Creation of Direct Financial Obligations or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

In the quarter ended [June 30, 2014](#), Heng Fai Enterprises, Ltd., through a wholly owned subsidiary, provided \$5,623,029.25 in funding to American Housing REIT Inc. (the “*Company*”) for acquisitions of single family homes and working capital purposes.

In accordance with the Master Funding Agreement by and between [the Company](#) and Heng Fai Enterprises, Ltd. (the “*Master Funding Agreement*”), half of the funds (\$2,811,514.625) provided by Heng Fai Enterprises, Ltd. during the quarter ended [June 30, 2014](#), were treated as a contribution to [the Company](#)’s capital and converted into unregistered shares of common stock of [the Company](#) at a Post-Reverse Split (as defined below) conversion price of \$12.1575 per share. Therefore, on [July 18, 2014](#) at 9:00 a.m., pursuant to the Master Funding Agreement, [the Company](#) issued 231,257 shares of its unregistered post-Reverse Split common stock to the Heng Fai Enterprises, Ltd subsidiary. These shares of common stock were issued under the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

Also on [July 18, 2014](#) at 9:00 a.m., in accordance with the Master Funding Agreement, [the Company](#) issued an unsecured promissory note (the “*Promissory Note*”) to Heng Fai Enterprises, Ltd in the amount of the other half of the funds (\$2,811,514.625) provided to [the Company](#) by Heng Fai Enterprises, Ltd. during the quarter ended [June 30, 2014](#). The Promissory Note bears interest at a rate of 4.0% per annum effective [June 30, 2014](#). The Promissory Note is payable on demand.

The Master Funding Agreement was attached [the Company](#)’s Current Report on Form 8-K dated [April 17, 2014](#).

**Item 3.02. Unregistered Sales of Equity Securities.**

The information contained in Item 2.03 of this Current Report on Form 8-K is [incorporated herein by reference](#).

**Item 5.03. Amendments to [Articles of Incorporation](#) or [Bylaws](#); Change in Fiscal Year.**

[The Company](#) filed Articles Supplementary with the State Department of Assessments and Taxation of Maryland, effective [July 18, 2014](#), at 12:01 a.m., in order to (i) effect a reverse stock split of the outstanding shares of common stock, par value \$0.001 per share, of [the Company](#) at the ratio of 1-for-150 (the “*Reverse Split*”) and (ii) upon the completion of the Reverse Split, adjust the par value of [the Company](#)’s common stock to \$0.01 per share.

The foregoing description of the Articles Supplementary does not purport to be complete and is qualified in its entirety by reference to the complete Articles Supplementary, a copy of which is filed as [Exhibit 3.1](#) to this Current Report on Form 8-K and is [incorporated herein by reference](#).

**Item 8.01. Other Events.**

On [July 18, 2014](#), at 12:01 p.m., the Board of Directors of [the Company](#) declared a quarterly cash dividend in the amount of \$0.24315 per share of [the Company](#)’s post -Reverse Split common stock, for a total amount of \$122,840.11, payable on [July 31, 2014](#) to stockholders of record at the close of business on [July 31, 2014](#).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

3.1 Articles Supplementary, effective [July 18, 2014](#) (filed pursuant to Item 5.03)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, [the registrant](#) has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN HOUSING REIT INC.

[July 24, 2014](#)

By: /s/ [CONN FLANIGAN](#)  
Name: [Conn Flanigan](#)  
Title: Chief Executive  
Officer

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Exhibit Index

Exhibit No.	Description
3.1	Articles Supplementary, effective <u>July 18, 2014</u>

**Exhibit 3.1**

**AMERICAN HOUSING REIT INC.**

**ARTICLES SUPPLEMENTARY**

THIS IS TO CERTIFY THAT:

FIRST: The charter (the “*Charter*”) of American Housing REIT Inc., a Maryland corporation (the “*Company*”), is hereby amended to provide that, at the Effective Time (as defined below), every 150 shares of Common Stock, \$0.001 par value per share, of the Company, which were issued and outstanding immediately prior to the Effective Time shall be changed into one issued and outstanding share of Common Stock, with any fractional share rounded up to the nearest whole share.

SECOND: The par value per share of the Common Stock upon the Effective Time shall be \$0.01 per share.

THIRD: The amendment to the Charter of the Company as set forth above has been duly approved by a majority of the Board of Directors of the Company as required by the Maryland General Corporation Law (the “*MGCL*”) and by the stockholders holding a majority of the outstanding shares of Common Stock of the Company pursuant to the MGCL and the Company’s Charter.

FOURTH: As of May 27, 2014, there were 41,088,295 shares of Common Stock issued and outstanding. After the Effective Time, there will be 273,946 shares of Common Stock issued and outstanding.

FIFTH: There has been no increase or decrease in number of authorized shares of capital stock of the Company effected by the amendment to the charter of the Company as set forth above.

SIXTH: These Articles Supplementary shall be effective at 12:01 a.m. Eastern Time on July 18, 2014 (the “*Effective Time*”).

SEVENTH: The undersigned Chief Executive Officer acknowledges these Articles Supplementary to be the corporate act of the Company and as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed in its name and on its behalf by its Chief Executive Officer on this 16<sup>th</sup> day of July, 2014.

AMERICAN HOUSING REIT  
INC.

ATTEST:

/s/Tong Wan Chan  
Tong Wan Chan, Director

/s/ Conn Flanigan  
Name: Conn Flanigan  
Title: Chief Executive Officer