

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CIFI Holdings (Group) Co. Ltd.
旭輝控股(集團)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00884)

**COMPLETION OF
SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE**

The Board is pleased to announce that completion of the Ping An Subscription took place on 10 August 2017 in accordance with the terms of the Ping An Subscription Agreement. 545,000,000 Ping An Subscription Shares were allotted and issued at HK\$3.50 per Share.

Reference is made to the announcement of CIFI Holdings (Group) Co. Ltd. (the “**Company**”) dated 27 July 2017 in relation to, amongst other matters, the subscription of 545,000,000 Ping An Subscription Shares (the “**Announcement**”). Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

COMPLETION OF THE PING AN SUBSCRIPTION

The Board is pleased to announce that the conditions of the Ping An Subscription have been fulfilled and completion of the Ping An Subscription took place on 10 August 2017. Pursuant to the Ping An Subscription Agreement, Ping An Investment Manager procured the subscription of 545,000,000 Ping An Subscription Shares at the price of HK\$3.50 per Share. Ping An of China Securities (Hong Kong) Company Limited and Credit Suisse (Hong Kong) Limited have acted as placing agents to the Ping An Subscription.

The net proceeds from the Ping An Subscription will be approximately HK\$1,907.5 million. The Company intends to apply the net proceeds for its development and/or for general working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (1) immediately before completion of the Ping An Subscription, and (2) immediately after completion of the Ping An Subscription are set out below:

	Immediately before completion of the Ping An Subscription		Immediately after completion of the Ping An Subscription	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Rosy Fortune (<i>Note 1</i>)	2,259,037,975	32.47	2,259,037,975	30.10
Ding Chang (<i>Note 2</i>)	1,175,675,671	16.90	1,175,675,671	15.66
Eminent Talent (<i>Note 3</i>)	651,952,559	9.37	651,952,559	8.69
Rain-Mountain (<i>Note 4</i>)	205,670,580	2.96	205,670,580	2.74
LIN Zhong (<i>Note 5</i>)	6,456,000	0.09	6,456,000	0.09
Controlling shareholders	4,298,792,785	61.79	4,298,792,785	57.27
TAN Wee Seng (<i>Note 6</i>)	600,000	0.01	600,000	0.01
Public				
Ping An Investor and its associates	200,694,000	2.88	745,694,000	9.93
Other Shareholders	2,456,524,851 (<i>Note 7</i>)	35.31	2,460,692,082 (<i>Note 8</i>)	32.78
Total	6,956,611,636	100.00	7,505,778,867	100.00

Notes:

- (1) Rosy Fortune is wholly held by LIN's Family Trust, which is a family trust jointly set up by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng, being the executive Directors, as settlors. Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng are brothers and the founders of the Group.
- (2) Ding Chang is wholly held by Sun Success Trust, which is a family trust set up by Mr. LIN Zhong, being an executive Director, as settlor.
- (3) Eminent Talent is wholly held by Mr. LIN Wei, being an executive Director.
- (4) Rain-Mountain is wholly held by Sun-Mountain Trust, which is a family trust set up by Mr. LIN Feng, being an executive Director, as settlor.
- (5) These Shares are held by Mr. LIN Zhong, an executive Director, as beneficial owner.
- (6) These Shares are held by Mr. TAN Wee Seng, an independent non-executive Director, as beneficial owner.

- (7) These Shares include 135,000,000 Shares (the “**Placing Shares**”) placed to places pursuant to a placing, subscription and underwriting agreement dated 28 July 2017 and made among Ding Chang (as vendor), the Company and Citigroup Global Markets Limited (as placing agent) in relation to the placing of 135,000,000 Shares and the subscription of the same number of Shares by Ding Chang (the “**Placing and Subscription**”); details of which are disclosed in the announcement of the Company dated 28 July 2017. The Placing and Subscription was completed on 9 August 2017.
- (8) These Shares include (i) the Placing Shares; and (ii) 4,167,231 Shares issued on 10 August 2017 pursuant to exercise of share options under the share option scheme adopted by the Company on 9 October 2012.

By order of the Board
CIFI Holdings (Group) Co. Ltd.
LIN Zhong
Chairman

Hong Kong, 10 August 2017

As at the date of this announcement, the Board comprises Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as executive Directors; and Mr. GU Yunchang, Mr. ZHANG Yongyue and Mr. TAN Wee Seng as independent non-executive Directors.