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**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)**

**FACILITY AGREEMENT  
WITH SPECIFIC PERFORMANCE COVENANTS**

This announcement is made by the Company pursuant to Rule 13.18 of the Listing Rules.

**FACILITY AGREEMENT**

On 28 August 2019, the Company as borrower, and certain offshore subsidiaries of the Company as original guarantors, entered into the Facility Agreement with China Construction Bank (Asia) Corporation Limited as facility agent (the “**Facility Agent**”), together with a group of financial institutions as original lenders (collectively, the “**Lenders**”).

The Facility Agreement refers to a USD and HKD transferrable term loan facility in an aggregate initial amount of approximately US\$365,000,000 (with a greenshoe option of an additional US\$135,000,000 (or its equivalent in HKD)).

The initial term loan facility is divided into two tranches as follows:

- (i) the Tranche A is a term loan facility in an aggregate principal amount of US\$160,000,000 (the “**Tranche A**”); and
- (ii) the Tranche B is a term loan facility in an aggregate principal amount of HK\$1,598,000,000 (the “**Tranche B**”).

The final repayment date for both the Tranche A and the Tranche B shall be the date falling 42 months after the relevant first utilization date.

**DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES**

Pursuant to the Facility Agreement, if (i) the Permitted Holders cease to collectively beneficially own at least 40% of the issued share capital of the Company; or (ii) the chairman of the Board is neither Mr. LIN Zhong, Mr. LIN Wei nor Mr. LIN Feng, it will trigger mandatory prepayment obligation for the Company under the Facility Agreement. Failure to comply with such mandatory payment obligation by the Company will constitute an event of default under the Facility Agreement. On and at any time after the occurrence of an event of

default which is continuing, the Facility Agent may, by notice to the Company, immediately cancel all or any part of the total commitments under the Facility Agreement; and declare that the outstanding amount under the Facility Agreement together with interest accrued thereon may become immediately due and payable.

As at the date of this announcement, the Permitted Holders are collectively beneficially interested in approximately 55.88% of the total issued share capital of the Company.

## **DEFINITIONS**

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

“Affiliate”	in relation to any person, a subsidiary of that person or a holding company of that person or any other subsidiary of that holding company
“Board”	the board of Directors
“Company”	CIFI Holdings (Group) Co. Ltd. (旭輝控股(集團)有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Facility Agreement”	the facility agreement dated 28 August 2019 entered into, amongst others (i) the Company as borrower, (ii) certain offshore subsidiaries of the Company as original guarantors and (iii) China Construction Bank (Asia) Corporation Limited, together with a group of financial institutions as original lenders
“HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Permitted Holders”	any or all of (a)(i) Mr. LIN Zhong, Mr. LIN Wei, Mr. LIN Feng; (ii) Beauty Fountain Holdings Limited, Eternally Success International Limited (永成國際有限公司) and Gentle Beauty Assets Limited (仁美資產有限公司) to the extent each of them is beneficially owned or controlled by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng and/or their affiliate and/or any person, both the capital stock and the voting stock of which are at least 80% beneficially owned by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng; and (iii) any family trust established or to be established by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng (or any one of them) or otherwise for the benefit of all or some of their family members; (b) any Affiliate of any person specified in (a) above; and (c) any person, both the capital stock and the voting stock of which are at least 80% beneficially owned by the person(s) specified in (a) and (b)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent.

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

Hong Kong, 28 August 2019

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