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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)

**ISSUANCE OF ADDITIONAL US\$167 MILLION 6.0%
SENIOR NOTES DUE 2025
(to be consolidated and form a single class with the US\$400 million 6.0%
senior notes due 2025 to be issued on 16 January 2020)**

Reference is made to the Announcement.

On 9 January 2020, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with HSBC and Credit Suisse in connection with the Additional Notes Issue.

The estimated net proceeds of the Additional Notes Issue, after deducting underwriting discounts and commissions payable in connection with the Additional Notes Issue, will amount to approximately US\$166.0 million, and the Company intends to use the net proceeds of the Additional Notes Issue for refinancing its existing indebtedness. The Company may adjust its plans in response to changing market conditions and thus, reallocate the use of the net proceeds.

The Company will seek a listing of the Additional Notes on the Stock Exchange. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

Reference is made to the Announcement. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcement. The Board is pleased to announce that on 9 January 2020, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with HSBC and Credit Suisse in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Date: 9 January 2020

Parties to the Purchase Agreement

- (a) the Company;
- (b) the Subsidiary Guarantors;
- (c) HSBC; and
- (d) Credit Suisse.

HSBC and Credit Suisse are the initial purchasers of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of HSBC and Credit Suisse is an independent third party and not a connected person of the Company and its connected persons.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be, registered under the U.S. Securities Act. The Additional Notes and the Subsidiary Guarantees will only be offered and sold by HSBC and Credit Suisse to non-U.S. persons outside of the United States in compliance with Regulation S under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. None of the Additional Notes and the Subsidiary Guarantees will be offered to the public in Hong Kong.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the Announcement, other than the offering price and the followings:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in an aggregate principal amount of US\$167 million, to be consolidated and form a single class with the Original Notes. The Additional Notes will mature on 16 July 2025, unless earlier redeemed in accordance with the terms thereof.

Proposed use of proceeds

The estimated net proceeds of the Additional Notes Issue, after deducting underwriting discounts and commissions payable in connection with the Additional Notes Issue, will amount to approximately US\$166.0 million, and the Company intends to use the net proceeds of the Additional Notes Issue for refinancing its existing indebtedness. The Company may adjust its plans in response to changing market conditions and thus, reallocate the use of the net proceeds.

Listing

The Company will seek a listing of the Additional Notes on the Stock Exchange. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

DEFINITIONS

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

“Additional Notes”	the additional 6.0% senior notes due 2025 in the aggregate principal amount of US\$167 million to be issued by the Company which will constitute a further issue of and will be consolidated and form a single class with the Original Notes subject to the terms and conditions of the Purchase Agreement
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcement”	the announcement dated 8 January 2020 in respect of the issue of the Original Notes
“Original Notes”	the 6.0% senior notes due 2025 in the aggregate principal amount of US\$400 million to be issued by the Company on 16 January 2020
“Purchase Agreement”	the agreement entered into by and among the Company, the Subsidiary Guarantors, HSBC and Credit Suisse in relation to the Additional Notes Issue

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

Hong Kong, 10 January 2020

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.