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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)

RESULTS OF OFFER TO PURCHASE THE OUTSTANDING

7.625% SENIOR NOTES DUE 2021

(ISIN: XS1924328807, COMMON CODE: 192432880, STOCK CODE: 5499)

6.875% SENIOR NOTES DUE 2021

(ISIN: XS1801151371, COMMON CODE: 180115137, STOCK CODE: 4473)

5.375% PERPETUAL SECURITIES

(ISIN: XS1732152589, COMMON CODE: 173215258, STOCK CODE: 05261)

Reference is made to the announcements of the Company dated 6 November 2020 and 9 November 2020 in relation to the Offers (the “**Announcements**”). Capitalized terms used in this announcement shall have the same meanings as defined in the Announcements unless the context requires otherwise.

The Offers expired at 4:00 p.m. (London time) on 16 November 2020 (the “**Expiration Deadline**”).

As at the Expiration Deadline, US\$159,600,000 in aggregate principal amount of the January 2019 Notes, representing approximately 39.90% of the total aggregate principal amount of the outstanding January 2019 Notes as at such date, US\$207,303,000 in aggregate principal amount of the April 2018 Notes, representing approximately 41.46% of the total aggregate principal amount of the outstanding April 2018 Notes as at such date, and US\$134,500,000 in aggregate principal amount of the December 2017 Perpetual Securities, representing approximately 44.83% of the total aggregate principal amount of the outstanding December 2017 Perpetual Securities as at such date, had been validly tendered pursuant to the Offer to Purchase.

The Company has decided to set the Maximum Acceptance Amount at US\$420,000,000. The Company has decided to accept for purchase (i) a total of US\$159,600,000 in principal amount of the January 2019 Notes (the “**Accepted January 2019 Notes**”), (ii) a total of US\$207,303,000 in principal amount of the April 2018 Notes (the “**Accepted April 2018 Notes**”) and (iii) a total of US\$53,092,000 in principal amount of the December 2017 Perpetual Securities with a proration scaling factor of approximately 38.29% (the “**Accepted December 2017 Perpetual Securities**” and, together with the Accepted January 2019 Notes and the Accepted April 2018 Notes, the “**Accepted Notes**”). The Company will accept tender of Notes in full if application of proration will otherwise result in either (i) the Company accepting Notes from any Eligible Holder in a principal amount of less than US\$200,000 or (ii) the principal amount of Notes not purchased due to pro rata application being less than US\$200,000. The Accepted Notes repurchased by the Company will be cancelled and will cease to be outstanding on or about 18 November 2020 (the “**Settlement Date**”).

Payment of the purchase price and the accrued and unpaid interest (or distributions, where applicable) in respect of the Accepted Notes from and including the last interest payment date (or distribution payment date, where applicable) up to, but excluding, the Settlement Date will be made on or about the Settlement Date. The aggregate amount to be paid by the Company to holders of the Accepted January 2019 Notes, the Accepted April 2018 Notes and the Accepted December 2017 Perpetual Securities will be approximately US\$164,962,116.57, US\$212,024,181.85 and the US\$53,938,522.47, respectively.

The Company currently expects that, following settlement of the Offers, an aggregate principal amount of US\$240,400,000, US\$292,697,000 and US\$246,908,000 of the January 2019 Notes, April 2018 Notes and December 2017 Perpetual Securities, respectively, will remain outstanding.

All documents relating to the Offers, together with any updates, are made available to holders of the Notes on the Offer Website: <https://sites.dfkingltd.com/CIFI>. Documentation requests or instruction inquiries may be directed to D.F. King as the Information and Tender Agent in London at +44 20 7920 9700 and in Hong Kong at +852 3953 7208 or via email at cifi@dfkingltd.com.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.

GENERAL

The Offers are not being made within, and the Offer to Purchase is not for distribution in, the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S). The Offer to Purchase is not an offer of securities for sale in the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S) or any other jurisdiction where it is unlawful to offer such securities and any guarantees with respect thereto, for sale.

The Offer to Purchase and this announcement do not constitute, and may not be used in connection with, an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in 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 and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Offer to Purchase comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement and/or the Offer to Purchase, including, among others, those statements relating to the Offers are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

Shareholders, holders of the Notes and potential investors in any securities of the Company should note that completion of the Offers is subject to the terms and as set forth in the Offer to Purchase and summarized in this announcement. No assurance can be given that any of the Offers will be completed and the Company reserves the right, at its sole and absolute discretion, to extend, withdraw or terminate the Offers, and amend, modify or waive any of the terms and conditions of the Offers.

As the Offers may or may not proceed, shareholders, holders of the Notes and potential investors in any securities of the Company should exercise caution when dealing in the securities of the Company.

IMPORTANT NOTICE – THE OFFERS ARE AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES; U.S. PERSONS (AS DEFINED IN REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER THE NOTES IN THE OFFERS.

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

Hong Kong, 17 November 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.