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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)

**(Debt Stock Codes: 04400, 05261, 05925, 40046,
40120, 40316, 40464, 40519, 40681, 40682, 85926)**

(Warrant Stock Codes: 16951, 17211, 21305)

**PLACING OF EXISTING SHARES
TOP-UP SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE
AND
RESUMPTION OF TRADING**

Placing Agents



PLACING AND SUBSCRIPTION

The Board is pleased to announce that on 31 August 2022 (during trading hours), the Company, the Vendor and the Placing Agents entered into the Placing and Subscription Agreement, pursuant to which, (a) the Vendor has agreed to appoint the Placing Agents, and the Placing Agents have agreed to act as agents of the Vendor on a several (but not joint nor joint and several) basis to procure purchasers, on a best effort basis, to purchase a total of 304,926,000 existing Shares at the Placing Price; and (b) the Vendor has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue to the Vendor, 304,926,000 new Shares at the Subscription Price (being the same as the Placing Price), in each case upon the terms and subject to the conditions set out in the Placing and Subscription Agreement.

The 304,926,000 Placing Shares represent: (a) approximately 3.33% of the total number of Shares in issue as at the date of this announcement; and (b) approximately 3.23% of the enlarged total number of Shares in issue upon the completion of the Subscription (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the completion of the Subscription other than the allotment and issue by the Company of the Subscription Shares).

The Placing Agents have agreed to place the Placing Shares, on a best effort basis, which will be placed to no less than six (6) independent Placees, who and whose respective ultimate beneficial owners will be third parties independent of and not connected with the Company, any Director, chief executive or substantial shareholder of the Company or any of its subsidiaries, or any of its respective associates, and not acting in concert with the Vendor.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subscription Shares.

Completion of the Placing and the Subscription is subject to fulfillment of the respective conditions under the Placing and Subscription Agreement. As the Placing and/or the Subscription may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that on 31 August 2022 (during trading hours), the Company, the Vendor and the Placing Agents entered into the Placing and Subscription Agreement, pursuant to which, (a) the Vendor has agreed to appoint the Placing Agents, and the Placing Agents have agreed to act as agents of the Vendor on a several (but not joint nor joint and several) basis to procure purchasers, on a best effort basis, to purchase a total of 304,926,000 existing Shares at the Placing Price; and (b) the Vendor has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue to the Vendor, 304,926,000 new Shares at the Subscription Price (being the same as the Placing Price), in each case upon the terms and subject to the conditions set out in the Placing and Subscription Agreement.

THE PLACING AND SUBSCRIPTION AGREEMENT

Date 31 August 2022

Parties (i) the Company;
(ii) the Vendor; and
(iii) the Placing Agents.

The Vendor

The Vendor is a company incorporated in the British Virgin Islands with limited liability and 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.

The Placing Agents

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agents and their respective ultimate beneficial owners: (a) are independent of, and not connected with, the Company and the connected persons of the Company; and (b) are independent of, and not acting in concert with, the Vendor and persons acting in concert with the Vendor.

Details of the Placing and the Subscription are set out below.

THE PLACING

The Placing and the number of the Placing Shares

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The 304,926,000 Placing Shares represent: (a) approximately 3.33% of the total number of Shares in issue as at the date of this announcement; and (b) approximately 3.23% of the enlarged total number of Shares in issue upon the completion of the Subscription (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the completion of the Subscription other than the allotment and issue by the Company of the Subscription Shares).

Rights of the Placing Shares

The Placing Shares will be sold free from all liens, charges, encumbrances and other third party rights and together with all rights attaching to them as of the date of the Placing and Subscription Agreement, including the right to receive all dividends and distribution declared, made or paid after the date of the Placing and Subscription Agreement. The Placing Shares rank pari passu in all respects with the other existing Shares.

Placees

The choice of Placees for the Placing Shares shall be determined solely by the Placing Agents, subject to the requirements of the Listing Rules.

The Placing Agents have agreed to place the Placing Shares, on a best effort basis, which will be placed to no less than six (6) independent Placees, who and whose respective ultimate beneficial owners will be third parties independent of and not connected with the Company, any Director, chief executive or substantial shareholder of the Company or any of its subsidiaries, or any of its respective associates, and not acting in concert with the Vendor.

Immediately after the Placing Completion, it is expected that none of the Placees will become a substantial shareholder of the Company.

Placing Price

The Placing Price is HK\$2.06 per Share and represent:

- (i) a discount of 12.3% to the closing price of HK\$2.35 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of 19.5% to the average closing price of HK\$2.56 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days prior to and including the Last Trading Day; and
- (iii) a discount of approximately 15.2% to the average closing price of HK\$2.43 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days prior to and including the Last Trading Day.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis among the Company, the Vendor and the Placing Agents. The Directors consider that the Placing Price and the terms and conditions of the Placing and Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Conditions of the Placing

The Placing Completion is conditional upon the fulfilment of the following conditions:

- (i) before completion of the Placing, there shall not have occurred:
 - (A) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition, financial or otherwise, or in the earnings, assets, business, operations or prospects of the Company, or the Company and its subsidiaries taken as a whole; or
 - (B) any suspension or limitation of trading (a) in any of the Company's securities by the Stock Exchange (save and except for trading halt in relation to the Placing and the Subscription), or (b) generally on the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the Tokyo Stock Exchange, the London Stock Exchange, the New York Stock Exchange, the Nasdaq National Market; or
 - (C) any outbreak or escalation of hostilities, act of terrorism, the declaration by Hong Kong, the Cayman Islands, the British Virgin Islands, the PRC, Japan, Singapore, the United States, the United Kingdom or any other member of the EEA (together, the "**Relevant Jurisdictions**", each a "**Relevant Jurisdiction**") of a national emergency or war or other calamity or crisis; or
 - (D) any material disruption in commercial banking or securities settlement or clearance services in any Relevant Jurisdiction and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in any Relevant Jurisdiction; or
 - (E) any material adverse change or development involving a prospective material adverse change in or affecting the financial markets in any Relevant Jurisdiction or in international financial, political or economic conditions, currency exchange rates, exchange controls or taxation,

that, in the sole judgment of the Placing Agents, would make the placement of the Placing Shares or the enforcement of contracts to purchase the Placing Shares impracticable or inadvisable or inexpedient to proceed therewith, or would materially prejudice trading of the Placing Shares in the secondary market;

- (ii) the representations and warranties made by any of the Company and the Vendor pursuant to the Placing and Subscription Agreement being true and accurate and not misleading as of the date of this Placing and Subscription Agreement and the date of completion of the Placing;
- (iii) each of the Company and the Vendor having complied with all of the agreements and undertakings and satisfied all of the conditions on its part to be complied with or satisfied under the Placing and Subscription Agreement on or before the date of the Placing Completion; and

- (iv) the Placing Agents having received on the date of the Placing Completion a United States legal opinion to the Placing Agents, to the effect that the offer and sale of the Placing Shares by the Placing Agents as set forth in the Placing and Subscription Agreement are not required to be registered under the Securities Act, and such other matters as the Placing Agents shall reasonably request, such opinion to be in form and substance reasonably satisfactory to the Placing Agents.

Completion of the Placing

Completion of the Placing is expected to take place on 2 September 2022 (or such other time or date as the parties to the Placing and Subscription Agreement may agree in writing).

If the conditions above are not fulfilled or waived on or before 2 September 2022 (or such later date as may be otherwise agreed between the Vendor and the Placing Agents in writing), the obligations and liabilities of the Vendor, the Company and the Placing Agents under the Placing and Subscription Agreement shall be null and void and neither the Vendor, the Company nor the Placing Agents shall have any claims against the other for costs, damages, compensation or otherwise.

THE SUBSCRIPTION

Subscription Shares

The Vendor has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, the Subscription Shares (being such number of new Shares which is same as the number of Placing Shares sold pursuant to the Placing) at the Subscription Price (which is the same as the Placing Price), free from all liens, charges, security interests, encumbrances and adverse claims, subject to the terms and conditions of the Placing and Subscription Agreement.

Assuming that 304,926,000 Placing Shares are sold pursuant to the Placing, there will be 304,926,000 Subscription Shares, which represent: (a) approximately 3.33% of the total number of Shares in issue as at the date of this announcement; and (b) approximately 3.23% of the enlarged total number of Shares in issue upon completion of the Subscription (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the date of completion of the Subscription other than the allotment and issue by the Company of the Subscription Shares).

Such 304,926,000 Subscription Shares have an aggregate nominal value of HK\$30,492,600 based on the par value of HK\$0.10 per Share and a market value of HK\$716,576,100 based on the closing price of HK\$2.35 per Share as quoted on the Stock Exchange on the Last Trading Day.

Ranking of the Subscription Shares

The Subscription Shares shall, when fully paid, rank pari passu in all respects with the other Shares in issue on the date of completion of the Subscription, including the rights to all dividends and other distributions declared, made or paid at any time after the date of completion of the Subscription.

General Mandate to issue the Subscription Shares

The Subscription Shares will be issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the 2022 AGM to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the 2022 AGM. Under the General Mandate, the Company is authorized to issue up to 1,758,436,423 new Shares. As at the date of this announcement, 1,406,749,139 new Shares remain available for issuance under the General Mandate. Accordingly, the allotment and issue of the Subscription Shares is not subject to the approval of the Shareholders.

Subscription Price

The Subscription Price is the same as the Placing Price, being HK\$2.06 per Subscription Share.

The net price for the Subscription, after deduction of all relevant fees, costs and expenses to be borne or incurred by the Company, is estimated to be approximately HK\$2.04 per Subscription Share.

Conditions of the Subscription

Completion of the Subscription is conditional upon the satisfaction of the following conditions:

- (a) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Subscription Shares (and such listing and permission not subsequently being revoked prior to the delivery of definitive share certificate(s) representing the Subscription Shares);
- (b) completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement; and
- (c) the Vendor having obtained a waiver from the Securities and Futures Commission of Hong Kong under Note 6 to Rule 26 of the Hong Kong Code on Takeovers and Mergers in connection with the Subscription and such waiver not having been subsequently revoked.

None of the above conditions can be waived by the parties to the Placing and Subscription Agreement.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subscription Shares. The Placing and Subscription Agreement has not provided for the right of the parties to waive the above conditions.

Completion of the Subscription

Completion of the Subscription shall take place on the second Business Day after the date upon which the last of the conditions of the Subscription shall have been satisfied, or such later time and/or date as the Vendor and the Company may agree in writing, provided that it shall be no later than the date falling 14 days after the date of the Placing and Subscription Agreement, i.e. 14 September 2022.

If the conditions are not fulfilled on or before 14 September 2022 or such later date, subject to compliance with the Listing Rules, as may be agreed between the Company and the Vendor, the obligations and liabilities of the Vendor and the Company under the Subscription shall be null and void and neither the Company nor the Vendor shall have any claim against the other in respect of the Subscription save for any antecedent breach or any rights and remedies accrued prior to such termination.

LOCK-UP ARRANGEMENTS

Pursuant to the terms of the Placing and Subscription Agreement, unless being waived in writing by any two of the Placing Agents (which waiver shall not be unreasonably withheld),

- (1) the Vendor undertakes to the Placing Agents that (except for the sale of the Placing Shares pursuant to the Placing and Subscription Agreement) for a period of 90 days from the date of the Placing Completion, it will not and will procure that none of its nominees and companies controlled by it and trusts associated with it (whether individually or together and whether directly or indirectly) will (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests therein beneficially owned or held by the Vendor or any securities convertible into or exercisable or exchangeable for or substantially similar to any such Shares or interests or (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above, unless with the prior written consent of the Placing Agents; and
- (2) the Company undertakes to the Placing Agents, and the Vendor undertakes to the Placing Agents to procure, that for a period of 90 days from the date of the Placing Completion, the Company will not, except for the Subscription Shares and save pursuant to (1) the terms of any employee share option scheme and share award scheme of the Company or (2) bonus or scrip dividend or similar arrangements which provide for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with its articles of association: (i) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares or (ii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above, unless with the prior written consent of the Placing Agents.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that there will be no other change to the total number of Shares in issue from the date of this announcement to the date of completion of the Subscription, the shareholdings in the Company (a) as at the date of this announcement; (b) immediately after the completion of the Placing but before the completion of the Subscription; and (c) immediately after the completion of the Placing and the Subscription are and will be as follows:

	As of the date of this announcement		Immediately after completion of the Placing but before the completion of the Subscription		After completion of the Placing and the Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Directors and substantial shareholders						
The Vendor (Note 1)	2,730,872,105	29.87	2,425,946,105	26.53	2,730,872,105	28.90
Ding Chang Limited (Note 2)	1,363,754,301	14.91	1,363,754,301	14.91	1,363,754,301	14.43
Eminent Talent Limited (Note 3)	504,452,194	5.52	504,452,194	5.52	504,452,194	5.34
Rain-Mountain Limited (Note 4)	238,487,089	2.61	238,487,089	2.61	238,487,089	2.52
Mr. LIN Zhong (Note 5)	10,401,321	0.11	10,401,321	0.11	10,401,321	0.11
Mr. LIN Feng (Note 6)	18,276,375	0.20	18,276,375	0.20	18,276,375	0.19
<i>Controlling Shareholders</i>	4,866,243,385	53.22	4,561,317,385	49.88	4,866,243,385	51.50
<i>Directors (other than Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng) and their respective close associates</i>	33,860,809	0.37	33,860,809	0.37	33,860,809	0.36
Public Shareholders						
<i>Placees</i>	–	–	304,926,000	3.33	304,926,000	3.23
<i>Other Shareholders</i>	4,243,765,206	46.41	4,243,765,206	46.41	4,243,765,206	44.91
Total	9,143,869,400	100	9,143,869,400	100	9,448,795,400	100

Notes:

- (1) The Vendor 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 founders of the Group.
- (2) Ding Chang Limited 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 Limited is wholly held by a family trust set up by Mr. LIN Wei, being an executive Director, as settlor.
- (4) Rain-Mountain Limited 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 or through interest of his spouse.
- (6) These Shares are held by Mr. LIN Feng, an executive Director, as beneficial owner, and through his controlled corporation.
- (7) The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places. Percentages may not add up to 100% due to rounding.

REASONS FOR THE PLACING AND SUBSCRIPTION AND USE OF PROCEEDS

The Group is principally engaged in the businesses of property development, property investment and provision of property management services in the PRC.

The gross proceeds from the Subscription are expected to be approximately HK\$628,147,560. The net proceeds from the Subscription (after deducting all relevant fees, costs and expenses to be borne or incurred by the Company) are expected to be approximately HK\$622,571,000. The net Subscription Price, after deducting such fees, costs and expenses, is therefore estimated to be approximately HK\$2.04 per Subscription Share.

The Company intends to use the net proceeds from the Placing for refinancing existing indebtedness and general corporate purposes.

The Directors (including the independent non-executive Directors) are of the view that the Placing and the Subscription will provide a good opportunity to raise additional funds to strengthen the financial position and to broaden the shareholder base and capital base of the Group to facilitate future development and can also increase the liquidity of the Shares. The Directors are of the view that the terms of the Placing and Subscription Agreement (including the Placing Price and the Subscription Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITY DURING THE PAST TWELVE MONTHS

Save for the fund-raising activities below, the Group has not conducted any equity fund raising activities involving the issue of its securities in the past twelve months from the date of this announcement:

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds (as at the date of this announcement)
9 November 2021, 6 December 2021, 7 December 2021 and 28 December 2021	Rights issue	HK\$1,665 million	for additional capital reserve to capture business opportunities for property development in the PRC and general corporate purposes.	Used as intended
1 April 2022	Issue of guaranteed convertible bonds due 2025	HK\$1,927 million	for refinancing, including redemption of RMB1,600,000,000 6.70% senior notes due 2022 with an outstanding amount of approximately RMB1,477,600,000	Used as intended
12 April 2022	Issue of additional guaranteed convertible bonds due 2025	HK\$584 million	for refinancing, including redemption of RMB1,600,000,000 6.70% senior notes due 2022 with an outstanding amount of approximately RMB1,477,600,000.	Used as intended

Save as disclosed above, the Company has not carried out any equity fund raising activities in the past twelve months immediately before the date of this announcement.

Completion of the Placing and the Subscription is subject to fulfillment of the respective conditions under the Placing and Subscription Agreement. As the Placing and/or the Subscription may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares, debt securities, warrants and derivatives of the Company on the Stock Exchange has been halted with effect from 9:30 a.m. on Wednesday, 31 August 2022 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares, debt securities, warrants and derivatives of the Company with effect from 1:00 p.m. on Wednesday, 31 August 2022.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context requires otherwise:

“2022 AGM”	the annual general meeting of the Company held on 8 June 2022 at which, among other things, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders
“acting in concert”	has the meaning ascribed to it in the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“associates”	having the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“business day”	any day (excluding a Saturday) on which banks are generally open for business in Hong Kong and the Stock Exchange is opened for trading and settlement business between 9:30 am and 4:00 pm
“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 (stock code: 00884)
“connected person”	having the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company

“General Mandate”	the general mandate granted to the Directors by a resolution of the Shareholders passed at the 2022 AGM to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the 2022 AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	30 August 2022, being the last trading day prior to the signing of the Placing and Subscription Agreement, which took place during trading hours on 31 August 2022
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Placee(s)”	professional, institutional or other investor(s) selected and procured by the Placing Agents to purchase the Placing Shares pursuant to the Placing and Subscription Agreement
“Placing”	the placing of the Placing Shares by the Placing Agents to the Placees at the Placing Price pursuant to the Placing and Subscription Agreement
“Placing Agents”	(i) Credit Suisse (Hong Kong) Limited, incorporated in Hong Kong with limited liability and a registered institution under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, each as defined under the SFO; and (ii) The Hongkong and Shanghai Banking Corporation Limited, a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as the defined in the SFO, and a licensed bank under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong); and (iii) Haitong International Securities Company Limited, incorporated in Hong Kong with limited liability and a registered institution under the SFO to conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities, each as defined under the SFO

“Placing and Subscription Agreement”	the placing and subscription agreement entered into between the Company, the Vendor and the Placing Agents dated 31 August 2022 in respect of the Placing and the Subscription
“Placing Completion”	completion of the Placing in accordance with the terms of the Placing and Subscription Agreement
“Placing Price”	HK\$2.06 per Placing Share
“Placing Shares”	304,926,000 existing Shares beneficially owned by the Vendor, to be sold pursuant to the Placing and Subscription Agreement
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Securities Act”	the U.S. Securities Act of 1933, as amended
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	shares of par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Subscription Shares by the Vendor at the Subscription Price pursuant to the terms and conditions of the Placing and Subscription Agreement
“Subscription Price”	the price per Subscription Share payable by the Vendor, which price shall be the same as the Placing Price (being HK\$2.06 per Subscription Share)
“Subscription Shares”	304,926,000 new Shares to be allotted and issued to the Vendor (equivalent to the number of the Placing Shares), respectively, by the Company under the Subscription
“substantial shareholders”	having the meaning ascribed thereto in the Listing Rules
“Vendor”	Rosy Fortune Investments Limited (茂福投資有限公司), a company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company

“US\$” United States dollars, the lawful currency of the United States of America

“%” per cent.

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

Hong Kong, 31 August 2022

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. JIANG Daqiang as non-executive director; and Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi as independent non-executive directors.