

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.

Neither this announcement nor any copy thereof may be released into or distributed directly or indirectly in the United States or any other jurisdiction where such release or distribution might be unlawful.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction in which such offer or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Shares to be issued have not been and will not be registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered, sold or otherwise transferred within the United States (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No public offering of the Shares will be made in the United States.



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)

**ADJUSTMENT TO THE CONVERSION PRICE OF
HK\$2,545,000,000 6.95 PER CENT.
GUARANTEED CONVERTIBLE BONDS DUE 2025**

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$5.23 per Share to HK\$5.17 per Share with effect from 28 December 2022 as a result of the Placing and Subscription.

Reference is made to the announcements of the Company dated 1 April 2022, 12 April 2022, 22 April 2022 and 22 June 2022 (the “**Announcements**”) in relation to the issue of the 6.95 per cent. convertible bonds due 2025 with an aggregate principal amount of HK\$2,545,000,000 (the “**Bonds**”) and the announcement of the Company dated 20 December 2022 (the “**Placing and Subscription Announcement**”) in relation to the placing of existing Shares and top-up subscription of new Shares under general mandate (the “**Placing and Subscription**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Placing and Subscription Announcement unless the context otherwise requires.

The Company completed the issuance of 840,000,000 new Shares (the “**Subscription Shares**”) to the Vendor under the Placing and Subscription Agreement at the Subscription Price of HK\$1.14 on 28 December 2022. Pursuant to the terms and conditions of the Bonds, the Conversion Price is subject to adjustment for, among other things, issuances of Shares by the Company at a price per Share which is less than 95 per cent. of the current market price per Share on the date of announcement of the terms of such issue. The Company therefore announces that the Conversion Price of the Bonds will be adjusted from HK\$5.23 per Share to HK\$5.17 per Share (the “**Adjustment**”) as a result of the Placing and Subscription. The Adjustment will become effective from 28 December 2022, being the date of issue of the Subscription Shares. Save as disclosed above, all other terms of the Bonds remain unchanged.

Based on the aggregate outstanding principal amount of the Bonds of HK\$1,895,000,000 as at the date of this announcement, the maximum number of Shares that the Bondholders are entitled to convert is 362,332,695 Shares before the Adjustment and 366,537,717 Shares after the Adjustment.

Any Bondholder who is in doubt as to any action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong, 28 December 2022

As at the date of this announcement, the Board comprises Mr. LIN Zhong, Mr. LIN Wei, Mr. LIN Feng, Mr. RU Hailin and Mr. YANG Xin as executive Directors; and Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi as independent non-executive Directors.