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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CIFI Holdings (Group) Co. Ltd., you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**RECEIVING AND CONSIDERATION OF  
AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND  
REPORT OF DIRECTORS AND  
INDEPENDENT AUDITOR'S REPORT AND  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF 2023 ADJOURNED ANNUAL GENERAL MEETING**

A notice convening the 2023 Adjoined AGM (as defined on page 1 of this circular) of CIFI Holdings (Group) Co. Ltd. to be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Tuesday, 28 November 2023 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the 2023 Adjoined AGM is enclosed with this circular.

Whether or not you are able to attend the 2023 Adjoined AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the 2023 Adjoined AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 Adjoined AGM should you so wish.

Hong Kong, 3 November 2023

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## DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022 which sets out, among other things, the audited consolidated financial statements of the Group, the report of Directors and the independent Auditor’s report
“2023 Adjourned AGM” or “2023 Adjourned Annual General Meeting”	the adjourned annual general meeting of the Company to be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Tuesday, 28 November 2023 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Auditor”	the auditor of the Company for the time being
“Board”	the board of Directors
“Company”	CIFI Holdings (Group) Co. Ltd., an exempted company incorporated with limited liability in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00884)
“Director(s)”	the director(s) of the Company
“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
“Latest Practicable Date”	26 October 2023, being the latest practicable date prior to printing of this circular for ascertaining certain information referred to in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	the ordinary shares of HK\$0.10 each in the share capital of the Company, or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company or such nominal amount as shall result from any such sub-division, reduction, consolidation, reclassification or reconstruction
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



**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)**

*Executive Directors:*

Mr. LIN Zhong (*Chairman*)  
Mr. LIN Wei (*Vice-chairman*)  
Mr. LIN Feng (*Chief Executive Officer*)  
Mr. RU Hailin  
Mr. YANG Xin (*Chief Financial Officer*)

*Independent Non-Executive Directors:*

Mr. ZHANG Yongyue  
Mr. TAN Wee Seng  
Ms. LIN Caiyi

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Level 22  
Five Pacific Place  
No. 28 Hennessy Road  
Wanchai  
Hong Kong

3 November 2023

*To the Shareholders,*

Dear Sir or Madam,

**RECEIVING AND CONSIDERATION OF  
AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND  
REPORT OF DIRECTORS AND  
INDEPENDENT AUDITOR'S REPORT AND  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF 2023 ADJOURNED ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the 2023 Adjourned AGM and more information regarding certain ordinary resolutions to be proposed at the 2023 Adjourned AGM, including (a) the receiving and consideration of the audited consolidated financial statements of the Group and the report of the Directors and the independent Auditor's report for the year ended 31 December 2022, and (b) the re-appointment of the Auditor and the authorisation of the Board to fix the Auditor's remuneration; and to seek your approval of the relevant resolutions relating to these matters at the 2023 Adjourned AGM.

## LETTER FROM THE CHAIRMAN

### **2. RECEIVING AND CONSIDERATION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS, REPORT OF DIRECTORS AND INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2022 AND RE-APPOINTMENT OF AUDITOR**

Reference is made to (a) the circular of the Company dated 16 August 2023 in relation to, among other things, adjournment in (i) the receiving and consideration of the audited consolidated financial statements of the Group, the report of Directors and the independent Auditor's report for the year ended 31 December 2022, and (ii) the re-appointment of Auditor; and (b) the 2022 Annual Report.

As additional time was required for the Auditor to complete the audit process for the annual results of the Group for the year ended 31 December 2022, the Company was not able to publish the audited annual results of the Group for the year ended 31 December 2022 and despatch the 2022 Annual Report as at the latest practicable date of the circular of the Company dated 16 August 2023. Ordinary resolutions were duly passed at the annual general meeting of the Company held on 7 September 2023 to adjourn (i) the receiving and consideration of the audited consolidated financial statements of the Group, the report of the Directors and the independent Auditor's report for the year ended 31 December 2022; and (ii) the re-appointment of the Auditor and the authorisation of the Board to fix the Auditor's remuneration.

The Board is pleased to announce that the above-mentioned audit process has been completed, and the 2022 Annual Report, which sets out, among other things, the audited consolidated financial statements of the Group, the report of Directors and the independent Auditor's report for the year ended 31 December 2022, was despatched to the Shareholders on 3 November 2023.

The Board has resolved, with the recommendation from the audit committee of the Company, to put forward the proposal at the 2023 Adjourned AGM for the re-appointment of Prism Hong Kong and Shanghai Limited as the Auditor and the authorisation of the Board to fix the Auditor's remuneration. The Board considers that it is in the interests of the Company and the Shareholders as a whole to re-appoint Prism Hong Kong and Shanghai Limited as the Auditor.

### **3. 2023 ADJOURNED ANNUAL GENERAL MEETING**

At the 2023 Adjourned AGM, ordinary resolutions will be proposed to approve (a) the receiving and consideration of the audited consolidated financial statements of the Group and the report of the Directors and the independent Auditor's report for the year ended 31 December 2022, and (b) the re-appointment of the Auditor and the authorisation of the Board to fix the Auditor's remuneration. The notice of the 2023 Adjourned AGM is set out on pages 6 to 7 of this circular.

As far as the Company is aware having made all reasonable enquiries, as at the Latest Practicable Date, Prosperity Fountain (PTC) Limited (the "Trustee") as trustee held

## LETTER FROM THE CHAIRMAN

a total of 19,178 Shares which have not been vested with the selected participants in accordance with the share award scheme of the Company adopted on 18 December 2017, representing approximately 0.0002% of the issued Shares. Pursuant to Rule 17.05A of the Listing Rules, the Trustee will abstain from voting at the 2023 Adjourned AGM.

Save for the Trustee, to the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, no other shareholder of the Company is required to abstain from voting on the resolutions to be proposed at the 2023 Adjourned AGM.

#### 4. ACTION TO BE TAKEN

A form of proxy for use at the 2023 Adjourned AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the 2023 Adjourned AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 Adjourned AGM should you so wish.

#### 5. VOTING BY WAY OF POLL

Pursuant to Article 13.7 of the Articles of Association, all resolutions put to votes of the Shareholders at the 2023 Adjourned AGM shall be decided on a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### 6. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the 2023 Adjourned AGM, including (a) the receiving and consideration of the audited consolidated financial statements of the Group and the report of the Directors and the independent Auditor's report for the year ended 31 December 2022, and (b) the re-appointment of the Auditor and the authorisation of the Board to fix the Auditor's remuneration are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the 2023 Adjourned AGM to give effect to them.

Yours faithfully,  
For and on behalf of  
**CIFI Holdings (Group) Co. Ltd.**  
**LIN Zhong**  
*Chairman*

# NOTICE OF 2023 ADJOURNED ANNUAL GENERAL MEETING



**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)**

## NOTICE OF 2023 ADJOURNED ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 adjourned annual general meeting (the “2023 Adjourned AGM”) of **CIFI Holdings (Group) Co. Ltd.** (the “Company”) will be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Tuesday, 28 November 2023 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “Group”), the report of the directors and the independent auditor’s report for the year ended 31 December 2022;
2. To re-appoint Prism Hong Kong and Shanghai Limited as auditor of the Company and to authorise the board of directors of the Company (the “Board”) to fix the auditor’s remuneration.

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

Hong Kong, 3 November 2023

#### *Notes:*

- (a) A member is entitled to attend and vote at the 2023 Adjourned AGM and is entitled to appoint one or more (if the member holds more than one ordinary share of HK\$0.10 each in the share capital of the Company (the “Share(s)”) proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the 2023 Adjourned AGM in person to represent the member.
- (b) Where there are joint holders of any Share(s), any one of such joint holders may vote at the 2023 Adjourned AGM either in person or by proxy, in respect of such Share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the 2023 Adjourned AGM in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- (c) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or authority), must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the 2023 Adjourned AGM (or at any adjournment thereof).



## NOTICE OF 2023 ADJOURNED ANNUAL GENERAL MEETING

- (d) The register of members of the Company will be closed from Thursday, 23 November 2023 to Tuesday, 28 November 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2023 Adjourned AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 22 November 2023.
- (e) Pursuant to article 13.7 of the articles of association of the Company, all resolutions put to votes of shareholders of the Company at the general meeting shall be decided on a poll.