

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. This announcement is not, and does not form any part of, an offer to buy or sell or the solicitation of an offer to buy or sell any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, and may not be offered, sold or otherwise transferred within the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of any offering referred to herein 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)

(Debt Stock Codes: 05261, 40120, 40316, 40464, 40519, 40681, 40682)

UPDATE ON THE OFFSHORE DEBT RESTRUCTURING SCHEME CONVENING ORDER

This announcement is made by CIFI Holdings (Group) Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

Reference is made to the announcements of the Company dated 27 September 2024, 21 October 2024, 28 October 2024, 28 November 2024, 18 March 2025 and 13 April 2025 (together, the “**Announcements**”). Unless otherwise stated, terms used in this announcement shall have the same respective meanings as those defined in the Announcements.

1. SCHEME CONVENING ORDER

The Company is pleased to announce that, by an order made on 23 April 2025, the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**Court**”) has directed that a meeting of Scheme Creditors (as defined in the Scheme) (the “**Scheme Meeting**”) shall be convened for the purpose of considering and, if thought fit, approving the proposed scheme of arrangement between the Company and the Scheme Creditors under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (with or without modification, addition or condition approved or imposed by the Court) (the “**Scheme**”).

The Company anticipates the Scheme Meeting will be held on 3 June 2025. Under the Scheme, the deadline for creditors to submit custody instructions via the clearing systems (as applicable) is set for 5:00 p.m. on 26 May 2025 and the deadline for creditors to submit instructions for the purposes of voting at the Scheme Meeting is set for 5:00 p.m. on 28 May 2025. The Record Date is set for the close of business (Hong Kong time) on 28 May 2025.

The Company would like to remind creditors that the notice of the Scheme Meeting, together with relevant Scheme documentation, will be circulated on or before 12 May 2025, the date being at least twenty-one (21) days before the day appointed for the Scheme Meeting, and creditors should arrange for all necessary actions to be taken promptly once such documentation is received.

The scheme, if approved at the Scheme Meeting, remains subject to the satisfaction or waiver of certain conditions (as applicable), and the subsequent approval and sanction of the Court at the sanction hearing presently listed to take place at 10:00 a.m. Hong Kong time on 26 June 2025.

The Company would like to once again express its gratitude for the creditors’ strong support the Company has received to date. It will continue to use its best endeavours to progress the implementation of the Proposed Restructuring.

2. CONTACT DETAILS

The information agent

The Information Agent, Kroll Issuer Services Limited, is available to answer any queries as regards the Proposed Restructuring. The Information Agent can be contacted using the below details:

Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong
Tel: +852 2281 0114 (Hong Kong) or +44 20 7704 0880 (London)
Email: cifi@is.kroll.com

Request for information

Any requests for information on the Proposed Restructuring can be directed to the financial advisers of the Company and the AHG at the respective details below:

Haitong International Securities Company Limited, as Restructuring Financial Adviser to the Company

28/F, One International Finance Centre
No. 1 Harbour View Street, Central, Hong Kong
Email: project.cifi@htisec.com

Houlihan Lokey (China) Limited, as Restructuring Financial Adviser to the AHG

Suites 1903–1907, Two International Finance Centre
8 Finance Street, Central, Hong Kong
Email: HL_Daybreak@HL.com

3. GENERAL

The Company will make further announcement(s) to provide further updates in respect of the Proposed Restructuring, including the Scheme, the Convertible Bonds Consent Solicitation and the Perpetual Securities Consent Solicitation, as and when appropriate in accordance with the requirements of the Listing Rules, the SFO and/or applicable laws and regulations.

The implementation of the Proposed Restructuring will be subject to many factors not within the control of the Company. As there is no assurance that the Proposed Restructuring will be successfully implemented, holders of securities of the Company and other investors of the Company are (i) advised not to rely solely on the information contained in this announcement or any other announcements as may be issued by the Company from time to time, and (ii) are reminded to consider the related risks and exercise caution when dealing in the securities of the Company. When in doubt, holders of securities and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.

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

Hong Kong, 29 April 2025

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