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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: 05261, 40316, 40464, 40519, 40681, 40682)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CIFI Holdings (Group) Co. Ltd. (the “**Company**”) will be convened and held at Contract Signing Room, 2/F, CIFI Center, Lane 1088, No.39 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 31 October 2025 at 10:00 a.m. to consider and, if thought fit, approve, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 16 October 2025 (the “**Circular**”).

ORDINARY RESOLUTION

1. “**THAT**

- (a) the issue of the MCB and the transactions contemplated thereunder including but not limited to the issue of zero coupon convertible bonds of the Company for a term of four years which are convertible into ordinary shares of the Company pursuant to the terms of the MCB (including the issue of the MCB with a principal amount of US\$2,939,006 to Rosy Fortune and US\$1,082,400 to Rain-Mountain), details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the issue of the MCB and any of the transactions contemplated thereunder; and
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the MCB Conversion Shares.”

2. “**THAT**

- (a) the Shareholder Loan Conversion and the transactions contemplated thereunder including but not limited to the conversion of the Shareholder Loan in the amount of US\$67,418,205 extended by Rosy Fortune to the Group in full into ordinary shares of the Company at the conversion price of HK\$0.4 per share, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Shareholder Loan Conversion and any of the transactions contemplated thereunder; and
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Shareholder Loan Conversion Shares.”

3. “**THAT**

- (a) the adoption of the Share Award Scheme, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified; and
- (b) subject to the adoption of the Share Award Scheme, the directors of the Company be and are hereby granted a mandate to handle matters pertaining to the Share Award Scheme.”

4. “**THAT**

- (a) subject to the adoption of the Share Award Scheme, the grant of 2,218,286,035 Awards to Mr. LIN Zhong be and is hereby approved, confirmed and ratified;
- (b) subject to the adoption of the Share Award Scheme, the grant of 95,000,000 Awards to Mr. RU Hailin be and is hereby approved, confirmed and ratified;
- (c) subject to the adoption of the Share Award Scheme, the grant of 80,000,000 Awards to Mr. YANG Xin be and is hereby approved, confirmed and ratified; and
- (d) subject to the adoption of the Share Award Scheme, the grant of 48,000,000 Awards to Mr. GE Ming be and is hereby approved, confirmed and ratified.”

5. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$2,000,000,000 divided into 20,000,000,000 shares of HK\$0.1 each (the “**Shares**”) to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 30,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and

(b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Increase in Authorised Share Capital and any of the transactions contemplated thereunder.”

6. “**THAT**

(i) the share option scheme adopted by the Company on 27 April 2016; and (ii) the share award scheme adopted by the Company on 18 December 2017 be terminated with effect from the conclusion of the EGM such that no further options and awards may be granted thereunder.”

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

Hong Kong, 16 October 2025

Notes:

- (a) The EGM will be held in the form of a physical meeting. A member is entitled to attend and vote at the EGM and is entitled to appoint one or more (if the member holds more than one Share) proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the EGM 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 EGM 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 EGM 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 EGM (or at any adjournment thereof).
- (d) The register of members of the Company will be closed from Tuesday, 28 October 2025 to Friday, 31 October 2025, 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 EGM, 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 Monday, 27 October 2025.
- (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.

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.