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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)

COMPLETION OF ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements of CIFI Holdings (Group) Co. Ltd. (the “**Company**”) dated 26 January 2018 (the “**Announcement**”) and 31 January 2018 relating to the issue of the Bonds. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

COMPLETION OF ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

The Company is pleased to announce that the conditions precedent to the Subscription Agreement have been fulfilled and that the issue of the Firm Bonds in the aggregate principal amount of HK\$2,790,000,000 was completed on 14 February 2018. Based on the initial Conversion Price of HK\$9.30 per Share, the Firm Bonds are convertible into 300,000,000 Shares, representing approximately (i) 3.95% of the issued share capital of the Company as at the date of the Announcement; and (ii) 3.80% of the issued share capital of the Company as enlarged by the issue of new Shares under the share option scheme adopted by the Company on 9 October 2012 (the “**Option Shares Issuance**”) between the date of the Announcement and the date of this announcement and the issue of the Conversion Shares as at the date of this announcement. It was commercially agreed that the Company and the Managers will not enter into the Upsize Side Agreement for the Upsize Bonds.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement after the Option Shares Issuance but before the allotment and issue of the Conversion Shares; and (ii) immediately after the allotment and issue of the Conversion Shares (with the full conversion of the Firm Bonds at the initial Conversion Price of HK\$9.30 per Conversion Share and assuming that there has been no other change in the number of issued shares of the Company other than the Option Shares Issuance), are set out below for illustration purposes only:

Shareholder	As at the date of this announcement before the Firm Bonds are fully converted into the Conversion Shares		After the Firm Bonds are fully converted into the Conversion Shares at the initial Conversion Price	
	No. of Shares	% of issued share capital of the Company	No. of Shares	% of enlarged share capital of the Company
Rosy Fortune (Note 1)	2,275,855,975	29.94%	2,275,855,975	28.80%
Ding Chang (Note 2)	1,180,177,671	15.52%	1,180,177,671	14.93%
Eminent Talent (Note 3)	651,952,559	8.58%	651,952,559	8.25%
Rain-Mountain (Note 4)	205,670,580	2.70%	205,670,580	2.60%
LIN Zhong (Note 5)	6,766,000	0.09%	6,766,000	0.09%
CHEN Dongbiao (Note 6)	13,718,000	0.18%	13,718,000	0.17%
YANG Xin (Note 7)	4,998,254	0.07%	4,998,254	0.06%
ZHANG Yongyue (Note 8)	700,000	0.01%	700,000	0.01%
TAN Wee Seng (Note 9)	600,000	0.01%	600,000	0.01%
Ping An Life Insurance Company of China, Ltd. and its associates (Note 10)	746,654,000	9.82%	746,654,000	9.45%
Public	2,515,413,892	33.08%	2,515,413,892	31.83%
Bondholders	–	0.00%	300,000,000	3.80%
	<u>7,602,506,931</u> (Note 11)	<u>100.00%</u>	<u>7,902,506,931</u>	<u>100.00%</u>

Notes:

- (1) Rosy Fortune 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 the founders of the Group.
- (2) Ding Chang 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 is wholly held by Mr. LIN Wei, being an executive Director.
- (4) Rain-Mountain 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.
- (6) These Shares are held by Mr. CHEN Dongbiao, an executive Director, as beneficial owner.
- (7) These Shares are held by Mr. YANG Xin, an executive Director, and his associate as beneficial owners.
- (8) These Shares are held by Mr. ZHANG Yongyue, an independent non-executive Director, as beneficial owner.
- (9) These Shares are held by Mr. TAN Wee Seng, an independent non-executive Director, as beneficial owner.
- (10) These Shares are held by Ping An Life Insurance Company of China, Ltd. and its associates.
- (11) Between the date of the Announcement and the date of this announcement, 2,896,000 share options were exercised under the share option scheme adopted by the Company on 9 October 2012.

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

Hong Kong, 15 February 2018

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. ZHOU Yimin as non-executive Director; and Mr. GU Yunchang, Mr. ZHANG Yongyue and Mr. TAN Wee Seng as independent non-executive Directors.