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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)

**ADJUSTMENT TO THE CONVERSION PRICE OF
HK\$2,790 MILLION ZERO COUPON GUARANTEED
CONVERTIBLE BONDS DUE 2019**

The Company announces that the Conversion Price of the Bonds will be adjusted from HK\$9.30 per Share to HK\$9.04 per Share with effect from 31 May 2018 as a result of the declaration of the final dividend of HK\$18 cents per Share for the year ended 31 December 2017 by the Board.

Reference is made to the announcements of the Company dated 26 January 2018, 31 January 2018 and 15 February 2018 (the “**Announcements**”) in relation to the issue of the zero coupon convertible bonds due 2019 in the principal amount of HK\$2,790,000,000 (the “**Bonds**”) and the announcement of the Company dated 3 May 2018 in relation to the approval of the ordinary resolution by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting for, among other things, the declaration of the final dividend for the year ended 31 December 2017 (the “**Poll Results Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

As disclosed in the Poll Results Announcement, the final dividend for the year ended 31 December 2017 of RMB14.54 cents per share (equivalent to HK\$18 cents per share) (the “**Final Dividend**”) will be payable by the Company to the Shareholders.

Pursuant to the terms and conditions of the Bonds, the Conversion Price is subject to adjustment for, among other things, distributions made by the Company. The Company therefore announces that the Conversion Price of the Bonds will be adjusted from HK\$9.30 per Share to HK\$9.04 per Share (the “**Adjustment**”) as a result of the declaration of the Final Dividend. The Adjustment will become effective from 31 May 2018, being the day immediately after the record date for the determination of the entitlement to the Final Dividend payable to the Shareholders on 30 May 2018. Save as disclosed above, all other terms of the Bonds remain unchanged.

As at the date of this announcement, the total outstanding principal amount of the Bonds is HK\$2,790,000,000. The Bonds entitle the holders of the Bonds to convert into 300,000,000 Shares before the Adjustment and 308,628,318 Shares after the Adjustment.

Any holder of the Bonds who is in doubt as to the 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, 1 June 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.