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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)**

**ISSUANCE OF ADDITIONAL US\$300,000,000 5.5% SENIOR NOTES  
DUE 2022 (TO BE CONSOLIDATED AND FORM A SINGLE CLASS  
WITH THE US\$285 MILLION 5.5% SENIOR NOTES  
DUE 2022 ISSUED ON 23 JANUARY 2017**

Reference is made to the Announcement.

On 26 September 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Credit Suisse, CEB International and Orient Securities (Hong Kong) in connection with the Additional Notes Issue.

The estimated net proceeds of the Additional Notes Issue, after deducting the underwriting discounts and commissions payable in connection with the Additional Notes Issue, will amount to approximately US\$274 million, and the Company intends to use the net proceeds of the Additional Notes Issue for refinancing its existing indebtedness and/or general corporate purposes. The Company may adjust its plans in response to changing market conditions and thus, reallocate the use of the net proceeds.

The Company will seek a listing of the Additional Notes on the Stock Exchange. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

Reference is made to the Announcement. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcement. The Board is pleased to announce that on 26 September 2018, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with Credit Suisse, CEB International and Orient Securities (Hong Kong) in connection with the Additional Notes Issue.

## **THE PURCHASE AGREEMENT**

Date: 26 September 2018

### **Parties to the Purchase Agreement**

- (a) the Company;
- (b) the Subsidiary Guarantors;
- (c) Credit Suisse;
- (d) CEB International; and
- (e) Orient Securities (Hong Kong).

Credit Suisse, CEB International and Orient Securities (Hong Kong) are the initial purchasers of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Credit Suisse, CEB International and Orient Securities (Hong Kong) is an independent third party and not a connected person of the Company and its connected persons.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be, registered under the U.S. Securities Act. The Additional Notes and the Subsidiary Guarantees will only be offered and sold by the Initial Purchasers outside of the United States in compliance with Regulation S under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. None of the Additional Notes and the Subsidiary Guarantees will be offered to the public in Hong Kong.

### **Principal terms of the Additional Notes**

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 19 December 2016, other than the followings:

#### *Notes Offered*

Subject to certain conditions to completion, the Company will issue the Additional Notes in an aggregate principal amount of US\$300 million, to be consolidated and form a single class with the Original Notes. The Additional Notes will mature on 23 January 2022, unless earlier redeemed in accordance with the terms thereof.

### *Offering Price*

The offering price of the Additional Notes will be 91.174% of the principal amount of the Additional Notes plus accrued interest from (and including) 23 July 2018 to (but excluding 5 October 2018).

### *First payment of interest*

The first payment date of the Additional Notes will be 23 January 2019.

### **Proposed use of proceeds**

The estimated net proceeds of the Additional Notes Issue, after deducting the underwriting discounts and commissions payable in connection with the Additional Notes Issue, will amount to approximately US\$274 million, and the Company intends to use the net proceeds of the Additional Notes Issue for refinancing its existing indebtedness and/or general corporate purposes. The Company may adjust its plans in response to changing market conditions and thus, reallocate the use of the net proceeds.

### **Listing and rating**

The Company will seek a listing of the Additional Notes on the Stock Exchange. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

The Additional Notes are expected to be rated “B+” by Standard and Poor’s Ratings Services.

### **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Additional Notes”	the additional 5.5% senior notes due 2022 in the aggregate principal amount of US\$300,000,000 to be issued by the Company which will constitute a further issue of and will be consolidated and form a single class with the Original Notes subject to the terms and conditions of the Purchase Agreement
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcement”	the announcement dated 19 December 2016 in respect of the issue of the Original Notes
“CEB International”	CEB International Capital Corporation Limited
“Credit Suisse”	Credit Suisse Securities (Europe) Limited

“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited
“Original Notes”	the 5.5% senior notes due 2022 in the aggregate principal amount of US\$285 million issued by the Company on 23 January 2017
“Purchase Agreement”	the agreement entered into by and among the Company, the Subsidiary Guarantors, Credit Suisse, CEB International and Orient Securities (Hong Kong) in relation to the Additional Notes Issue

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

Hong Kong, 27 September 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.*