

NOTICE TO HOLDERS

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE NOTES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER.

If you have recently sold or otherwise transferred your holding(s) of Notes (as defined below), you should immediately forward this Notice to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

If you have sold or otherwise transferred only part of your holding of Notes, you should retain a copy of this Notice and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

1 December 2022

**CIFI Holdings (Group) Co. Ltd. (the “Issuer” and/or “Company”)
The Subsidiary Guarantors (as defined in the Indentures)**

Deal Description	ISIN	Common Code
6.55% Guaranteed Senior Note due 2024	XS1969792800	196979280
6.45% Guaranteed Senior Notes due 2024	XS2075784103	207578410
6.0% Guaranteed Senior Notes due 2025	XS2099272846	209927284
5.95% Guaranteed Senior Notes due 2025	XS2205316941	220531694
5.85% Guaranteed Senior Notes due 2023	XS2218700008	221870000
5.25% Guaranteed Senior Notes due 2026	XS2251822727	225182272
4.375% Guaranteed Senior Notes due 2027	XS2280431763	228043176
4.8% Guaranteed Senior Notes due 2028	XS2342499592	234249959
4.45% Guaranteed Senior Notes due 2026	XS2342908949	234290894

(the series listed above are collectively referred in this Notice as “Notes”)

We refer to:

- (i) each of the indentures governing the of each series of the Notes listed above as amended from time to time (each an “**Indenture**”, collectively, the “**Indentures**”), entered among the Issuer, the Subsidiary Guarantors named in respective Indenture and China Construction Bank (Asia) Corporation Limited as the trustee of the Notes (the “**Trustee**”); and
- (ii) the announcement of the Issuer dated 28 November 2022 (the “**Announcement**”), the copy of which is attached herein for reference.

Capitalized terms used without definition in this Notice shall have the same meanings as given to them in the Indentures and the Announcement.

NOTICE IS HEREBY GIVEN to the Holders that a Winding-Up Petition was filed against the Company by a creditor at the Hong Kong High Court. For further details on the Winding-Up Petition, please refer to the Announcement attached herein.

TRUSTEE'S RIGHTS AND PROTECTIONS UNDER THE INDENTURES

Section 7.02(d) (*Certain Rights of Trustee and Other Agents*) of the Indentures provides, “*The Trustee will be under no obligation to exercise any of the rights or powers vested in it by this Indenture at the request or direction of any of the Holders, unless such Holders have offered to the Trustee indemnity and/or security satisfactory to the Trustee against any loss, liability or expenses that might be suffered or incurred by it in compliance with such request or direction.*”

NO FURTHER ACTION BY THE TRUSTEE

If you have any questions regarding this Notice, you may contact the Trustee at cta_tm@asia.ccb.com.

Note: This Notice is provided without prejudice to any and all of the Trustee's rights under the Notes and the Indentures. No failure or delay by the Trustee to take, initiate, give or make for any reason any step, action, proceedings, notice or demand either now or at any time hereafter will constitute a release, restriction, waiver, amendment, modification or alteration of any of the rights of the Trustee or the Holders in relation to the Notes and/or the Indentures, all of which rights are expressly and generally reserved and may be exercised by the Trustee at any time without prior notice to any person.

This Notice is given without prejudice to the rights of the Trustee under the Indentures and at law. The Trustee expressly reserves all of the rights, powers, claims and remedies available to it under the Indentures and applicable law. No delay or forbearance by the Trustee to exercise any right or remedy accruing upon the occurrence of a Default, an Event of Default or similar event under the terms of the Indentures, other documentation relating thereto or under applicable law, shall impair any such right or remedy or constitute a waiver thereof or an acquiescence therein.

The Trustee provides this Notice for the information of Holders, but makes no representation as to the accuracy or completeness of the information included herein and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee expresses no opinion as to the action (if any) that Holders should take in relation to the matters set out above. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Holders should take and rely on their own independent legal, financial or other professional advice, and may not rely on information provided to or by the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Notes or otherwise or the views of the Trustee expressed herein or otherwise.

The Trustee expressly reserves its rights under the Indentures and at law or otherwise, including without limitation, any right to recover in full its fees, costs and expenses (including, without limitation, fees and costs incurred or to be incurred by the Trustee in performing its duties, indemnities owing to or to become owing to the Trustee, compensation for the Trustee's time spent, and reimbursement for the fees and expenses of counsel and other agents it employs in performing its duties or to pursue remedies) and its rights, prior to exercising any rights or powers in connection with the Indentures and at the request and/or direction of any Holder, to receive security, prefunding and/or indemnity satisfactory to it against all costs, expenses and liabilities that might be incurred by the Trustee in complying with such request and/or direction.

The ISIN and Common Code numbers appearing herein have been included solely for the convenience of the Holders. The Trustee assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the numbers listed above.

For and on behalf of

CHINA CONSTRUCTION BANK (ASIA) CORPORATION LIMITED

as Trustee

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.



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: 04400, 05261, 05925, 40046, 40120, 40316, 40464, 40519,
40681, 40682, 85926)**

(Warrant Stock Codes: 16951, 17211, 21305, 24361)

INSIDE INFORMATION

RECEIPT OF AND AGREEMENT TO WITHDRAW WINDING-UP PETITION AND

CONTINUED SUSPENSION OF TRADING IN DEBT SECURITIES

This announcement is made by CIFI Holdings (Group) Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) under Rules 13.09 and 13.25(1)(b) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the inside information announcement of the Company dated 1 November 2022 (the “**November 2022 Announcement**”). Unless otherwise stated, terms used in this announcement shall have the same respective meanings as those defined in the November 2022 Announcement.

RECEIPT OF A WINDING-UP PETITION AND AGREEMENT TO WITHDRAW

On 25 November 2022, the Company received a winding-up petition (the “**Petition**”) dated the same date filed by a creditor at the Court of First Instance of the High Court of the Hong Kong Special Administrative Region of the People’s Republic of China (the “**Hong Kong High Court**”) for the winding-up of the Company under section 327 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”) in connection with a facility agreement of the Company. The Company is required under Rule 13.25(1)(b) of the Listing Rules to announce the receipt of the Petition.

Upon receipt of the Petition, the Company promptly reached out to the petitioning creditor to discuss and explain that the Company has made progress and taken numerous steps in search of a holistic solution in respect of its offshore debt financing issues including, without limitation, the following: (i) forming a co-ordination committee to facilitate discussion with offshore lending banks under the relevant offshore bank financings and engaging with their preferred legal and financial advisers; (ii) liaising with certain bondholders and their preferred financial and legal advisers to form the ad hoc group of bondholders and agree appropriate fee indemnity arrangements to allow them to receive legal and financial advice; and (iii) the appointment of an independent financial advisor to, amongst other things, prepare a business review for the benefit of all creditors (including the petitioning creditor). Following such discussions, the petitioning creditor has unconditionally agreed to withdraw the petition and will take all appropriate steps to effect this as soon as practicable. The Company would reiterate its intention to treat all of its creditors fairly and equitably and would, in particular, like all stakeholders to be aware that no consideration has been paid to the petitioning creditor and no preferential treatment was or will be given in relation to such financing arrangement in exchange for its agreement to withdraw.

EFFECTS OF THE PETITION

The Company anticipates that it will take approximately one to two weeks for the Petition to be formally withdrawn and will make further announcement(s) to update the shareholders and investors of the Company once an order granting leave to withdraw has been made. Persons dealing with the Company should therefore be aware of the implications of the Petition having been presented including those set out below.

Pursuant to section 182 of the Companies (WUMP) Ordinance, any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company after the commencement date of the winding up, namely the date of the presentation of the Petition (i.e., 25 November 2022), shall be void as a matter of Hong Kong law unless a validation order is obtained from the Hong Kong High Court. Any disposition made on or after 25 November 2022 will not be affected if the Petition is subsequently withdrawn, struck out, dismissed or permanently stayed, and hence the board of directors of the Company (the “**Board**”) wishes to remind its shareholders and potential investors that, the transfer of the shares in the Company (the “**Shares**”) made on or after 25 November 2022 would be void without a validation order from the Hong Kong High Court in the event that the Company is ultimately wound up.

Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, and in view of the restrictions and the uncertainties that may arise in relation to the transfer of Shares, for participant(s) who conduct share transfers through HKSCC (the “**Participant(s)**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of Shares, including the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the winding up petition has been withdrawn, struck out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the Hong Kong High Court.

CONTINUED SUSPENSION OF TRADING IN DEBT SECURITIES

At the request of the Company, trading in the debt securities of the Company (debt stock codes: 04400, 05261, 05925, 40046, 40120, 40316, 40464, 40519, 40681, 40682, 85926) on the Stock Exchange was suspended with effect from 9:00 a.m. on 27 October 2022. Trading in such debt securities will remain suspended until further notice.

GENERAL

The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the Listing Rules, the SFO and/or other applicable laws and regulations.

An order granting leave to withdraw the Petition has not been made as at the date of this announcement. Shareholders and potential investors should exercise caution when investing or dealing in the securities of the Company. Shareholders and potential investors are recommended to consult their own professional or financial advisers if they are in any doubt as to their investment positions.

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

Hong Kong, 28 November 2022

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. JIANG Daqiang as non-executive Director; and Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi as independent non-executive Directors.