

## 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.**

20 December 2022

**CIFI Holdings (Group) Co. Ltd. (the “Issuer”)**

**Unconditionally Guaranteed by the Subsidiary Guarantors (as defined in the Indentures)**

<b>Deal Description</b>	<b>ISIN</b>	<b>Common Code</b>
<b>6.55% Guaranteed Senior Note due 2024</b>	<b>XS1969792800</b>	<b>196979280</b>
<b>6.45% Guaranteed Senior Notes due 2024</b>	<b>XS2075784103</b>	<b>207578410</b>
<b>6.0% Guaranteed Senior Notes due 2025</b>	<b>XS2099272846</b>	<b>209927284</b>
<b>5.95% Guaranteed Senior Notes due 2025</b>	<b>XS2205316941</b>	<b>220531694</b>
<b>5.85% Guaranteed Senior Notes due 2023</b>	<b>XS2218700008</b>	<b>221870000</b>
<b>5.25% Guaranteed Senior Notes due 2026</b>	<b>XS2251822727</b>	<b>225182272</b>
<b>4.375% Guaranteed Senior Notes due 2027</b>	<b>XS2280431763</b>	<b>228043176</b>
<b>4.8% Guaranteed Senior Notes due 2028</b>	<b>XS2342499592</b>	<b>234249959</b>
<b>4.45% Guaranteed Senior Notes due 2026</b>	<b>XS2342908949</b>	<b>234290894</b>
<b>6.95% Guaranteed Convertible Bonds due 2025</b>	<b>XS2466214629</b>	<b>246621462</b>

(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**”);
- (ii) the Trustee’s notice to the Holders dated 1 December 2022; and
- (iii) the announcement of the Issuer dated 16 December 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 the Winding-Up Petition filed against the Issuer at the Hong Kong High Court has been withdrawn by the petitioning creditor. The Issuer was

informed on the date of the Announcement that the Hong Kong High Court has on 14 December 2022 made an order granting leave to withdraw the Winding-Up Petition. The withdrawal of the Winding-Up Petition has accordingly become effective on **14 December 2022**.

## **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](mailto: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: 17211, 21305, 24361)**

## **INSIDE INFORMATION ANNOUNCEMENT**

### **WITHDRAWAL OF THE PETITION AND**

### **CONTINUED SUSPENSION OF TRADING IN DEBT SECURITIES**

This announcement is made by CIFI Holdings (Group) Co. Ltd. (the “**Company**” and 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 28 November 2022 in relation to the receipt of, and agreement to, withdraw the Petition (as defined below) (the “**28 November Announcement**”).

### **WITHDRAWAL OF THE PETITION**

As set out in the 28 November Announcement, 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. Following discussions between the Company and the petitioning creditor, the creditor agreed to withdraw the Petition.

The board of directors of the Company wishes to update the shareholders and potential investors of the Company that the Company was informed on the date of this announcement that the Hong Kong High Court has on 14 December 2022 made an order granting leave to withdraw the Petition. The withdrawal of the Petition has accordingly become effective on 14 December 2022.

## **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) in respect of the Group's offshore financing issues and the holistic solution in respect thereof as and when appropriate in accordance with the requirements of the Listing Rules, the SFO and/or other applicable laws and regulations.**

**Shareholders and potential investors of the Company should exercise caution when investing or dealing in the securities of the Company. Shareholders and potential investors of the Company 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, 16 December 2022

*As at the date of this announcement, the Board comprises Mr. LIN Zhong, Mr. LIN Wei, Mr. LIN Feng, Mr. RU Hailin and Mr. YANG Xin as executive Directors; and Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi as independent non-executive Directors.*