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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)

INSIDE INFORMATION

PUBLISHED ON THE STOCK EXCHANGE OF HONG KONG LIMITED

CIFI Holdings (Group) Co. Ltd. (the “**Company**”) published an announcement on The Stock Exchange of Hong Kong Limited on 28 October 2024 (the “**Announcement**”). Please refer to the attached Announcement of the Company. The posting of this announcement on the website of the Singapore Exchange Securities Trading Limited is for the purpose of facilitating dissemination of information to investors in compliance with applicable laws, regulations and rules.

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

Hong Kong, 29 October 2024

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

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. This announcement is not, and does not form any part of, an offer to buy or sell or the solicitation of an offer to buy or sell any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, and may not be offered, sold or otherwise transferred within the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of any offering referred to herein in the United States.



CIFI Holdings (Group) Co. Ltd.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00884)

(Debt Stock Codes: 05261, 40046, 40120, 40316, 40464, 40519, 40681, 40682)

INSIDE INFORMATION

STRONG SUPPORT FOR THE OFFSHORE DEBT RESTRUCTURING

This announcement is made by CIFI Holdings (Group) Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 and Rule 37.47B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcements of the Company dated 1 November 2022, 29 December 2022, 10 March 2023, 3 January 2024, 29 April 2024, 27 May 2024, 27 September 2024 and 21 October 2024 (together, the “**Announcements**”). Unless otherwise stated, terms used in this announcement shall have the same respective meanings as those defined in the Announcements.

1. STRONG SUPPORT FOR THE OFFSHORE DEBT RESTRUCTURING

The Company would like to provide an update to the market on the significant progress that has been made regarding the Proposed Restructuring. The Company is very pleased to announce that, based on the information currently available to it, as at 5.00 p.m. Hong Kong time on 27 October 2024, creditors holding approximately 77.88% of the outstanding principal amount of the In-Scope Debts (beneficially held, as principal) have either duly executed or acceded to the RSA. The Company is also pleased to announce that the RSA Accession Milestone Date (as defined in the RSA) occurred on 26 October 2024. This is yet another significant milestone for the Company towards implementation of the Proposed Restructuring, which, when completed, will alleviate the Group's liquidity pressure and provide the Group with a sustainable capital structure to deliver long-term value for all of their stakeholders.

The Company is very encouraged by and grateful for the strong support it has received to date and will continue to use its best endeavours to work with its advisers, the AHG, the Lenders and their advisors to progress the implementation of the Proposed Restructuring in accordance with the RSA and the Term Sheet. As previously mentioned, the Company intends to implement the Proposed Restructuring through a scheme of arrangement proposed to be effected in Hong Kong, a consent solicitation in respect of the Convertible Bonds and a consent solicitation in respect of the Perpetual Securities.

2. THE RSA FEE

The Early-Bird RSA Fee Deadline (being 5.00 p.m. Hong Kong time on 27 October 2024) has passed and the General RSA Fee currently remains available for creditors who accede after the Early-Bird RSA Fee Deadline but before the General RSA Fee Deadline (being 5:00 p.m. Hong Kong time on the earlier of (x) 27 November 2024; and (y) one (1) Business Day before the date of the convening hearing in respect of the Scheme). For the avoidance of doubt, creditors can either receive an Early-Bird RSA Fee or a General RSA Fee but not both.

3. INVITATION TO ACCEDE TO THE RSA

In the interests of all parties involved in the Proposed Restructuring, the Company sincerely asks all creditors holding In-Scope Debt who have not signed the RSA to review the terms of the RSA and accede to the RSA as an Additional Consenting Creditor as soon as possible. To accede to the RSA, (a) as Noteholders of the Existing Notes needs to submit a valid Electronic Instruction to the relevant Clearing System (as applicable) and acquire the Electronic Instruction Reference Number and deliver to the Information Agent a validly completed and executed Accession Letter via the Transaction Portal (<https://deals.is.kroll.com/cifi>), or (b) as Lenders of the Existing Loans, deliver to the Information Agent a validly completed and executed Accession Letter and a valid Evidence of Holding via the Transaction Portal (<https://deals.is.kroll.com/cifi>).

The Information Agent is also available to answer any queries as regards this process (see contact details listed below).

4. CONTACT DETAILS

The information agent

Kroll Issuer Services Limited as the Information Agent will be responsible for, among others, receipt and processing of accession letters, transfer notices and overseeing evidence of holdings of the Consenting Creditors in respect of the In-Scope Debts. The Information Agent can be contacted using the below details:

Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong
Tel: +852 2281 0114 (Hong Kong) or +44 20 7704 0880 (London)
Email: cifi@is.kroll.com

Request for information

Any requests for information on the Proposed Restructuring can be directed to the financial advisers of the Company and the AHG at the respective details below:

Haitong International Securities Company Limited, as Restructuring Financial Adviser to the Company

28/F, One International Finance Centre
No. 1 Harbour View Street, Central, Hong Kong
Email: project.cifi@htisec.com

Houlihan Lokey (China) Limited, as Restructuring Financial Adviser to the AHG

Suites 1903–1907, Two International Finance Centre
8 Finance Street, Central, Hong Kong
Email: HL_Daybreak@HL.com

5. GENERAL

The Company will make further announcement(s) to provide further updates in respect of the Proposed Restructuring, including the Scheme, the Convertible Bonds Consent Solicitation and the Perpetual Securities Consent Solicitation, as and when appropriate in accordance with the requirements of the Listing Rules, the SFO and/or applicable laws and regulations.

The implementation of the Proposed Restructuring will be subject to many factors not within the control of the Company. As there is no assurance that the Proposed Restructuring will be successfully implemented, holders of securities of the Company and other investors of the Company are (i) advised not to rely solely on the information contained in this announcement or any other announcements as may be issued by the Company from time to time, and (ii) are reminded to consider the related risks and exercise caution when dealing in the securities of the Company. When in doubt, holders of securities and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.

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

Hong Kong, 28 October 2024

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