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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)

**FACILITY AGREEMENT
WITH SPECIFIC PERFORMANCE COVENANTS**

This announcement is made by the Company pursuant to Rule 13.18 of the Listing Rules.

FACILITY AGREEMENT

On 14 August 2019, the Company as borrower, and certain offshore subsidiaries of the Company as original guarantors, entered into the Facility Agreement with Hang Seng as the bookrunner, the original lender, the facility agent and the security agent in relation to a term loan facility of up to US\$50,000,000 equivalent for a term of 42 months after the first utilization date.

DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

Pursuant to the Facility Agreement, it requires that the Permitted Holders collectively beneficially own not less than 40% of the issued share capital of the Company; and (ii) any of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng shall remain as the chairman of the Board, otherwise it will constitute an event of default. Upon and at any time after the occurrence of an event of default which is continuing, Hang Seng may, by notice to the Company, immediately cancel all or any part of their respective commitments and the outstanding amount under the Facility Agreement together with interest accrued thereon may become immediately due and payable.

As at the date of this announcement, the Permitted Holders are collectively beneficially interested in approximately 55.87% of the total issued share capital of the Company.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	CIFI Holdings (Group) Co. Ltd. (旭輝控股(集團)有限公司), a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Facility Agreement”	the facility agreement dated 14 August 2019 entered into amongst (i) the Company as borrower, (ii) certain offshore subsidiaries of the Company as original guarantors and (iii) Hang Seng as the bookrunner, the original lender, the facility agent and the security agent
“Hang Seng”	Hang Seng Bank Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Permitted Holders”	any or all of (a)(i) Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng; (ii) Beauty Fountain Holdings Limited, Eternally Success International Limited (永成國際有限公司) and Gentle Beauty Assets Limited (仁美資產有限公司) to the extent each of them is beneficially owned or controlled by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng and/or their affiliate and/or any person, both the capital stock and the voting stock of which are at least 80% beneficially owned by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng; and (iii) any family trust established or to be established by Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng (or any one of them) or otherwise for the benefit of all or some of their family members; (b) any affiliate of any person specified in (a) above; and (c) any person, both the capital stock and the voting stock of which are at least 80% beneficially owned by any person(s) specified in paragraphs (a) and (b)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

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

Hong Kong, 15 August 2019

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. WANG Wei as non-executive Director; and Mr. GU Yunchang, Mr. ZHANG Yongyue and Mr. TAN Wee Seng as independent non-executive Directors.