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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 AGREEMENTS WITH SPECIFIC PERFORMANCE COVENANTS**

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

### **FACILITY AGREEMENTS**

On 29 January 2014, Xu Bao as borrower entered into the Facility Agreements with, among others, a group of financial institutions as lenders (the “**Lenders**”).

The Offshore Term Loan is a dual-currency term loan facility with an aggregate amount of approximately US\$320 million divided into two tranches: (i) United States dollar tranche with an aggregate amount of US\$225 million; and (ii) Hong Kong dollar tranche with an aggregate amount of HK\$741 million, with final maturity of three years from the date of the first utilization under the Offshore Facility Agreement and an interest of LIBOR or HIBOR (as applicable) plus 4.00% per annum. The Onshore Term Loan is a term loan facility with a facility amount of RMB1 billion, with final maturity of three years from the date of the first utilization under the Onshore Facility Agreement and an interest of 106% times PBOC Base Rate per annum.

### **DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES**

Pursuant to the Facility Agreements, it requires that, among others, (i) the entire issued share capital of Xu Fu is beneficially owned by the Company, (ii) the Controlling Shareholders will collectively maintain beneficial ownership of at least 51% of the entire issued share capital of the Company, (iii) any of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng shall remain as the chairman of the Board, and (iv) 50% of the entire issued share capital of Xu Bao BVI will continue to be legally and beneficially owned by Xu Fu; otherwise it will lead to an event of default. Upon and at any time after the occurrence of an event of default, the Lenders may immediately cancel all or any part of their respective commitments and the outstanding amount under the Facility Agreements together with interest accrued thereon may become immediately due and payable.

As at the date of this announcement, the Controlling Shareholders are collectively beneficially interested in approximately 66.89% 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., a company incorporated in the Cayman Islands, and the shares of which are listed on the main board of the Stock Exchange
“Controlling Shareholders”	collectively, Mr. LIN Zhong, Mr. LIN Wei, Mr. LIN Feng, their respective family members, their family trusts and the companies beneficially owned by them (or any of them)
“Facility Agreements”	collectively, the Offshore Facility Agreement and the Onshore Facility Agreement
“Greenland”	Greenland Hong Kong Holdings Limited, a company incorporated in the Cayman Islands, and the shares of which are listed on the main board of the Stock Exchange (stock code: 00337)
“Hangzhou Tuojiang”	Hangzhou Tuojiang Property Co. Ltd. (杭州拓江置業有限公司), a company established under the laws of the PRC with limited liability, which is directly wholly owned by Xu Bao
“HIBOR”	the Hong Kong interbank market rate as set out in the Offshore Facility Agreement
“HK\$”	Hong Kong dollar
“Hong Kong”	the Hong Kong Special Administrative Region of the Republic of China
“LIBOR”	the London interbank market rate as set out in the Offshore Facility Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offshore Facility Agreement”	the facility agreement dated 29 January 2014 governing the Offshore Term Loan entered into, by and among, among others, (i) Xu Bao as borrower, (ii) the Company and Greenland as guarantors, and (iii) a group of financial institutions as lenders

“Offshore Term Loan”	the loan facility subject to the terms and conditions of the Offshore Facility Agreement
“Onshore Facility Agreement”	the facility agreement dated 29 January 2014 governing the Onshore Term Loan entered into, by and among, among others, (i) Hangzhou Tuojiang as borrower, and (ii) a group of financial institutions as lenders
“Onshore Term Loan”	the loan facility subject to the terms and conditions of the Onshore Facility Agreement
“PBOC Base Rate”	the base interest rate determined by the People’s Bank of China as set out in the Onshore Facility Agreement
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar
“Xu Bao”	Xu Bao (HK) Co. Limited, a company incorporated in Hong Kong with limited liability, which is directly wholly owned by Xu Bao BVI
“Xu Bao BVI”	Xu Bao Co. Limited, a company incorporated in the British Virgin Islands with limited liability, which is directly owned as to 50% by Xu Fu and indirectly owned as to 50% by Greenland
“Xu Fu”	Xu Fu Co., Limited, a company incorporated in the British Virgin Islands with limited liability, which is indirectly wholly owned by the Company

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

Hong Kong, 30 January 2014

*As at the date of this announcement, the Board comprises Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng as executive Directors, Mr. GU Yunchang, Mr. ZHANG Yongyue and Mr. TAN Wee Seng as independent non-executive Directors.*