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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)

OFFER TO PURCHASE

THE OUTSTANDING 7.625% SENIOR NOTES DUE 2021

(ISIN: XS1924328807, COMMON CODE: 192432880, STOCK CODE: 5499)

THE OUTSTANDING 6.875% SENIOR NOTES DUE 2021

(ISIN: XS1801151371, COMMON CODE: 180115137, STOCK CODE: 4473)

THE OUTSTANDING 5.375% PERPETUAL SECURITIES

(ISIN: XS1732152589, COMMON CODE: 173215258, STOCK CODE: 05261)

BACKGROUND

On 2 January 2019, the Company issued an aggregate principal amount of US\$400,000,000 7.625% senior notes due 2021 (ISIN: XS1924328807, Common Code: 192432880) (the “**January 2019 Notes**”). The January 2019 Notes are guaranteed by certain of the Company’s existing subsidiaries and are listed on the Stock Exchange. As at the date of this announcement, US\$400,000,000 of the January 2019 Notes remains outstanding.

On 23 April 2018, the Company issued an aggregate principal amount of US\$500,000,000 6.875% senior notes due 2021 (ISIN: XS1801151371, Common Code: 180115137) (the “**April 2018 Notes**”) . The April 2018 Notes are guaranteed by certain of the Company’s existing subsidiaries and are listed on the Stock Exchange. As at the date of this announcement, US\$500,000,000 of the April 2018 Notes remains outstanding.

On 19 December 2017, the Company issued an aggregate principal amount of US\$300,000,000 5.375% perpetual securities (ISIN: XS1732152589, Common Code: 173215258) (the “**December 2017 Perpetual Securities**,” together with the January 2019 Notes and the April 2018 Notes, the “**Notes**” and each of the January 2019 Notes, the April 2018 Notes and the December 2017 Perpetual Securities, a “**Series of Notes**” or the relevant “**Series of Notes**”). The December 2017 Perpetual Securities are guaranteed by certain of the Company’s existing subsidiaries and are listed on the Stock Exchange. As at the date of this announcement, US\$300,000,000 of the December 2017 Perpetual Securities remains outstanding.

OFFER TO PURCHASE OF THE NOTES

On 6 November 2020, the Company commenced the Offers with respect to the outstanding Notes in accordance with the terms and conditions set out in the Offer to Purchase.

Subject to the terms and conditions contained in the Offer to Purchase, the Company is offering to purchase for cash an aggregate principal amount of the Notes up to the Maximum Acceptance Amount (as defined below) in accordance with the Acceptance Priority Level (in numerical priority order as defined below). The Company will determine, in its sole discretion, the aggregate principal amount of Notes (if any) that it will accept for purchase pursuant to the Offers. It is the current intention of the Company that the aggregate maximum acceptance amount of all Notes validly tendered pursuant to the Offers (the “**Maximum Acceptance Amount**”) will be the New Issue Amount (as defined below), although the Company reserves the right, in its sole discretion, to accept significantly more than or significantly less than such amount, or to accept none of such Notes, for purchase pursuant to the Offers. If the Notes validly tendered exceed the Maximum Acceptance Amount, the Company will accept in accordance with the Acceptance Priority (as defined below). The Company is concurrently conducting an offering of senior notes (the “**New Notes**”) (such offering, the “**Concurrent New Money Issuance**”). The aggregate principal amount of the Concurrent New Money Issuance shall be the new issue amount (the “**New Issue Amount**”), which can be applied to the repurchase of the Notes.

Priority in allocation of New Notes

When allocating the New Notes to investors, the Company, among other factors, intends to look favorably upon investors that have validly tendered or indicated a firm intention to tender their Notes pursuant to the Offers to the Joint Dealer Managers before the pricing of the New Notes. The aggregate principal amount of New Notes in respect of which priority is given shall be referred to herein as a “New Issue Priority Allocation”. However, no assurances can be given that any holder that tenders Notes will be given an allocation of New Notes at the levels it may subscribe for, or at all. Any allocation of the New Notes, while being considered by the Company as set out above, will be made in accordance with customary new issue allocation processes and procedures. For more information about the offering of the New Notes, eligible Noteholders may contact the Joint Dealer Managers.

Acceptance Priority Level	Description of the Notes	ISIN/ Common Code	Outstanding Principal Amount	Purchase Price⁽¹⁾⁽²⁾
1	7.625% Senior Notes due 2021	XS1924328807/ 192432880	US\$400,000,000	1,017.50
2	6.875% Senior Notes due 2021	XS1801151371/ 180115137	US\$500,000,000	1,018.00
3	5.375% Perpetual Securities	XS1732152589/ 173215258	US\$300,000,000	1,004.00

(1) Per US\$1,000 principal amount of the relevant Series of Notes accepted for purchase

(2) Excludes accrued interest

The January 2019 Notes purchase price payable to the Eligible Holders whose January 2019 Notes are accepted for purchase will be equal to US\$1,017.50 for each US\$1,000 in principal amount of the January 2019 Notes. The April 2018 Notes purchase price payable to the Eligible Holders whose April 2018 Notes are accepted for purchase will be equal to US\$1,018.00 for each US\$1,000 in principal amount of the April 2018 Notes. The December 2017 Perpetual Securities purchase price payable to the Eligible Holders whose December 2017 Perpetual Securities are accepted for purchase will be equal to US\$1,004.00 for each US\$1,000 in principal amount of the December 2017 Perpetual Securities. In addition, holders whose Notes are accepted for purchase pursuant to the Offers will also receive accrued and unpaid interest (or where applicable, distributions) on the principal amount of such Series of Notes from and including the last interest payment date (or where applicable, distribution payment date) applicable to such Series of Notes up to, but excluding, the Settlement Date. No tenders of the Notes will be valid if submitted after the Expiration Deadline.

If the aggregate principal amount of January 2019 Notes validly tendered exceeds the January 2019 Notes Maximum Acceptance Amount (or, if the Company exercises its discretion to accept the January 2019 Notes in an amount less than the January 2019 Notes Maximum Acceptance Amount, such lesser amount), the Company will accept for purchase such January 2019 Notes validly tendered on a pro rata basis from among such tendered January 2019 Notes, such that the principal amount of the January 2019 Notes purchased shall not exceed the January 2019 Notes Maximum Acceptance Amount (or, if applicable, the lesser amount described above). If the aggregate principal amount of April 2018 Notes validly tendered exceeds the April 2018 Notes Maximum Acceptance Amount (or, if the Company exercises its discretion to accept the April 2018 Notes in an amount less than the April 2018 Notes Maximum Acceptance Amount, such lesser amount), the Company will accept for purchase such April 2018 Notes validly tendered on a pro rata basis from among such tendered April 2018 Notes, such that the principal amount of the April 2018 Notes purchased shall not exceed the April 2018 Notes Maximum Acceptance Amount (or, if applicable, the lesser amount described above). If the aggregate principal amount of December 2017 Perpetual Securities validly tendered exceeds the December 2017 Perpetual Securities Maximum Acceptance Amount (or, if the Company exercises its discretion to accept the December 2017 Perpetual Securities in an amount less than the December 2017 Perpetual Securities Maximum Acceptance Amount, such lesser amount), the Company will accept for purchase such December 2017 Perpetual Securities validly tendered on a pro rata basis from among such tendered December 2017 Perpetual Securities, such that the principal amount of the December 2017 Perpetual Securities purchased shall not exceed the December 2017 Perpetual Securities Maximum Acceptance Amount (or, if applicable, the lesser amount described above).

In all cases, the Company will round downward, if necessary, to ensure all purchases of the Notes will be in a minimum principal amount of US\$200,000 and integral multiples of US\$1,000 in excess thereof. However, the Company may elect to accept or reject such tender of the Notes in full if application of proration will otherwise result in either (i) the Company accepting the Notes from any Eligible Holder in a principal amount of less than US\$200,000 or (ii) the principal amount of the Notes not purchased due to pro rata application being less than US\$200,000. All the Notes not accepted as a result of proration will be returned to the Eligible Holders. Separate Tender Instructions must be submitted on behalf of each individual beneficial owner due to potential proration. Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offers.

The Company intends to finance the Offers mainly with the proceeds from the Concurrent New Money Issuance and/or its working capital.

The Offers were commenced on 6 November 2020 and will expire at 4:00 p.m. (London time) on 16 November 2020, unless extended, reopened, amended and/or terminated as provided in the Offer to Purchase, in which case an announcement to that effect will be made by the Company. Although the Company has no present plans or arrangements to do so, the Company reserves the right to waive, amend, extend, terminate or withdraw the Offers and the terms and conditions thereof at any time, subject to applicable law.

The Company will announce the result of the Offers as soon as reasonably practicable after the Expiration Deadline.

The Notes repurchased by the Company pursuant to the Offers will be cancelled and those Notes will cease to be outstanding. The Notes which have not been validly submitted and accepted for purchase pursuant to the Offers will remain outstanding. Any Notes that remain outstanding after the Offers will continue to be the obligations of the Company. Holders of those outstanding Notes will continue to have all the rights associated with those Notes.

The Company will seek a listing of the New Notes on the Stock Exchange. Admission of the New Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the New Notes.

SETTLEMENT DATE

The Settlement Date for the Offers is currently expected to be 18 November 2020, subject to the right of the Company to extend, reopen, amend and/or terminate the Offers.

PURPOSE OF THE OFFERS

The Offers are being made as part of the Company's efforts to proactively manage its balance sheet liabilities and optimize its debt structure.

OTHER INFORMATION

For a detailed statement of the terms and conditions of the Offers, Eligible Holders should refer to the Offer to Purchase which will be available on the Offer Website. In connection with the Offers, the Company has mandated Credit Suisse (Hong Kong) Limited and The Hongkong and Shanghai Banking Corporation Limited (as the Joint Dealer Managers) and D.F. King as the Information and Tender Agent.

D.F. King may be contacted in London at +44 20 7920 9700 and in Hong Kong at +852 3953 7208 or via email at cifi@dfkingltd.com.

The Offer to Purchase will be distributed in electronic format to holders of the Notes via the Offer Website: <https://sites.dfkingltd.com/CIFI>. Any requests for additional copies of the Offer to Purchase or instruction enquiries may be directed to the Information and Tender Agent at the above contact points.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.

INFORMATION ABOUT THE COMPANY

The Company is headquartered in Shanghai and engaged in the development of properties in mainly first- and second-tier cities in the PRC. The Company's development projects cover various property types including residential, office and commercial complexes. The Company's residential property development projects are primarily focused on developing residential products that offer end-users comfortable living environments and proximity to good ancillary facilities and transportation links. The Company's commercial property development projects are primarily focused on developing offices and community commercial properties.

IMPORTANT NOTICE – THE OFFERS ARE AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES; U.S. PERSONS (AS DEFINED IN REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER THE NOTES IN THE OFFERS.

GENERAL

The Offers are not being made within, and the Offer to Purchase is not for distribution in, the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S). The Offer to Purchase is not an offer of securities for sale in the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S) or any other jurisdiction where it is unlawful to offer such securities and any guarantees with respect thereto, for sale.

The Offer to Purchase and this announcement do not constitute, and may not be used in connection with, an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Offer to Purchase comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement and/or the Offer to Purchase, including, among others, those statements relating to the Offers are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

Shareholders, holders of the Notes and potential investors in any securities of the Company should note that completion of the Offers is subject to the terms and as set forth in the Offer to Purchase and summarized in this announcement. No assurance can be given that any of the Offers will be completed and the Company reserves the right, at its sole and absolute discretion, to extend, withdraw or terminate the Offers, and amend, modify or waive any of the terms and conditions of the Offers.

As the Offers may or may not proceed, shareholders, holders of the Notes and potential investors in any securities of the Company should exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“April 2018 Notes Offer”	the offer to purchase for cash by the Company of its outstanding April 2018 Notes, on all terms and subject to the conditions set out in the Offer to Purchase;
“Board”	the board of Directors of the Company;
“Company”	CIFI Holdings (Group) Co. Ltd. (旭輝控股(集團)有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Concurrent New Money Issuance”	an offering of New Notes which is conducted by the Company concurrently with the Offers and pursuant to a separate offering memorandum;
“December 2017 Perpetual Securities Offer”	the offer to purchase for cash by the Company of its outstanding December 2017 Perpetual Securities, on the terms and subject to the conditions set out in the Offer to Purchase;

“Director(s)”	the directors of the Company;
“Eligible Holders”	holders of the Notes who are non-U.S. persons located outside the United States (as those terms are defined under Regulation S);
“Expiration Deadline”	4:00 p.m., London time, on 16 November 2020 (subject to the right of the Company, in its sole discretion, to extend, reopen, amend and/or terminate the Offers);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Information and Tender Agent”	D.F. King;
“January 2019 Notes Offer”	the offer to purchase for cash by the Company of its outstanding January 2019 Notes, on the terms and subject to the conditions set out in the Offer to Purchase;
“Joint Dealer Managers”	Credit Suisse (Hong Kong) Limited and The Hongkong and Shanghai Banking Corporation Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Notes”	the US\$-denominated senior notes issued by the Company in the Concurrent New Money Issuance;
“Offers”	the January 2019 Notes Offer, the April 2018 Notes Offer and the December 2017 Perpetual Securities Offer;
“Offer to Purchase”	the offer to purchase dated 6 November 2020 made available to the holders of the Notes in relation to the Offers;
“Offer Website”	https://sites.dfkingltd.com/CIFI , the website set up by the Information and Tender Agent for the purposes of hosting the documents relating to the Offers;
“PRC”	the People’s Republic of China (for the purposes of this announcement, excluding Hong Kong);
“Regulation S”	Regulation S under the U.S. Securities Act;
“Settlement Date”	the date of settlement which is expected to occur on or about 18 November 2020 (subject to the right of the Company to extend, reopen, amend and/or terminate the Offers at any time)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“U.S. Securities Act”	the United States Securities Act of 1933, as amended;
“United States” or “U.S.”	The United States of America;
“US\$”	United States dollars, the lawful currency of the United States; and
“%”	per cent.

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

Hong Kong, 6 November 2020

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.