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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 20 January 2015, the Company as borrower, and certain offshore subsidiaries of the Company as original guarantors, entered into the Facility Agreement with a group of financial institutions as lenders (the “**Lenders**”).

The facilities granted under the Facility Agreement have an initial size of approximately US\$120 million (divided into two tranches: US\$100 million and HK\$156 million) and a greenshoe option of an additional US\$100 million, with final maturity of 36 months after the first utilisation date, and interest of LIBOR or HIBOR plus 4.75% per annum.

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

Pursuant to the Facility Agreement, it requires that (i) the Controlling Shareholders will maintain beneficial shareholding of not less than 51% of the entire 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, the Lenders may 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 Controlling Shareholders are collectively beneficially interested in approximately 68.13% 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 Agreement”	the facility agreement dated 20 January 2015 governing the Facility entered into amongst (i) the Company as borrower, (ii) certain offshore subsidiaries of the Company as original guarantors and (iii) a group of financial institutions as Lenders
“HIBOR”	the Hong Kong interbank market rate as set out in the Facility Agreement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“LIBOR”	the London interbank market rate as set out in the Facility Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars

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

Hong Kong, 20 January 2015

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