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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**

Reference is made to the announcements of CIFI Holdings (Group) Co. Ltd. (the “**Company**”) dated 15 May 2015 and 16 October 2015 (the “**Announcements**”) and the circular of the Company dated 24 August 2015 (the “**Circular**”) in relation to the Joint Venture Arrangement (as defined in the Announcements and the Circular). Unless otherwise indicated, capitalized terms used in this announcement bear the same meanings as those defined in the Announcements and the Circular.

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

FACILITY AGREEMENTS

As part of the Joint Venture Arrangement, on 6 November 2015, Coastwise (HK) as borrower entered into the Offshore Facility Agreement with a group of offshore financial institutions as lenders; whereas Shanghai Xujing as borrower entered into the Onshore Facility Agreement with a group of onshore financial institutions as lenders.

The Offshore Term Loan Facility is a United States dollar term loan facility with an aggregate amount of approximately US\$600 million, with final maturity of five years from the date of the Offshore Facility Agreement. The Onshore Term Loan Facility is a Renminbi denominated term loan facility with an aggregate amount of RMB1,300 million, with final maturity of five years from the date of the Onshore Facility Agreement.

Pursuant to the Offshore Facility Agreement, the Company provided guarantees covering 50% of any and all obligations under the Offshore Term Loan Facility; whereas the Company did not provide guarantee in respect of payment obligations to the Onshore Term Loan Facility.

DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

The Facility Agreements require that, among others, the Controlling Shareholders will collectively maintain beneficial ownership of at least 51% of the entire issued share capital of the Company, otherwise it would constitute an event of default under the Facility Agreements. Upon and at any time after the occurrence of an event of default which is continuing, the lenders may immediately cancel all or any part of their respective commitments and the outstanding amount under the respective Facility Agreements together with interest accrued thereon, and all other amounts accrued or outstanding, may become immediately due and payable.

As at the date of this announcement, the Controlling Shareholders are collectively beneficially interested in approximately 63.3% 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
“Coastwise (HK)”	Coastwise (HK) Limited, a company incorporated in Hong Kong with limited liability, which is beneficially owned as to 50% by the Company and 50% by Hongkong Land China
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hongkong Land China”	Hongkong Land China Holdings Limited, a company incorporated in Bermuda
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offshore Facility Agreement”	the facility agreement dated 6 November 2015 governing the Offshore Term Loan Facility entered into, by and among, among others, (i) Coastwise (HK) as borrower, (ii) the Company and Hongkong Land China as guarantors, and (iii) a group of offshore financial institutions as lenders

“Offshore Term Loan Facility”	the loan facility subject to the terms and conditions of the Offshore Facility Agreement
“Onshore Facility Agreement”	the facility agreement dated 6 November 2015 governing the Onshore Term Loan Facility entered into, by and among, among others, (i) Shanghai Xujing as borrower, and (ii) a group of onshore financial institutions as lenders
“Onshore Term Loan Facility”	the loan facility subject to the terms and conditions of the Onshore Facility Agreement
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Xujing”	上海旭涇置業有限公司 (Shanghai Xujing Property Co., Ltd.*), a wholly foreign-owned enterprise established under the laws of the PRC with limited liability, which is directly and wholly owned by Coastwise (HK). Shanghai Xujing is the project company undertaking the development of the land of lot number 201100236472427305 located at Yangjing Street, Pudong New District, Shanghai, the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar, the lawful currency of the United States

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

Hong Kong, 6 November 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.

* For identification purpose only