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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)**

**(Debt Stock Codes: 05261, 40120, 40316, 40464, 40519, 40681, 40682)**

**INSIDE INFORMATION**  
**UPDATE ON THE OFFSHORE DEBT RESTRUCTURING**  
**RESULTS OF THE SCHEME MEETING AND CONSENT SOLICITATIONS**

This announcement is made by CIFI Holdings (Group) Co. Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 27 September 2024, 21 October 2024, 28 October 2024, 28 November 2024, 18 March 2025, 13 April 2025, 29 April 2025, and 7 May 2025 (the “**Announcements**”) and the explanatory statement issued by the Company on 7 May 2025 to the Scheme Creditors (the “**Explanatory Statement**”). Reference is also made to the Notice of Scheme Meeting in respect of the Scheme dated 7 May 2025 (the “**Notice**”). Copies of the Explanatory Statement and Notice are available for download at the Transaction Portal (<https://deals.is.kroll.com/cifi>). Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcements, the Explanatory Statement, and the Notice.

## NOTICE OF RESULTS OF CONSENT SOLICITATIONS

As set forth in the announcement of the Company dated 7 May 2025, in addition to the Scheme, the Company will implement the Proposed Restructuring through a Perpetual Securities Consent Solicitation and a Convertible Bonds Consent Solicitation to obtain consent to (i) the Replacement of Trustee under the Perpetual Securities and Convertible Bonds, and (ii) the change of the governing law of each of the Perpetual Securities and the Convertible Bonds from English law to the laws of Hong Kong (the “**Proposed Amendments**”), so as to facilitate the inclusion of the Perpetual Securities and the Convertible Bonds into the Scheme. The Company is pleased to announce that both the First Extraordinary Resolution (concerning the Replacement of Trustee) and the Second Extraordinary Resolution (concerning the Proposed Amendments) (each as defined in the Consent Solicitation Memorandum and the notices convening the Consent Solicitation Meetings, with each such notice being a “**Consent Solicitation Meeting Notice**”) in respect of each of the Perpetual Securities and Convertible Bonds were duly passed at the relevant Consent Solicitation Meeting, held at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Central, Hong Kong at 5 p.m. Hong Kong time (in the case of Perpetual Securities) and 6 p.m. Hong Kong time (in the case of Convertible Bonds) on 3 June 2025.

In addition, the quorum required for, and the requisite majority of votes cast at, each Consent Solicitation Meeting was satisfied by the Eligible Bondholders irrespective of any participation at the Consent Solicitation Meetings by Ineligible Bondholders (as defined in the relevant Consent Solicitation Meeting Notice). Therefore, the Eligibility Condition (as defined in the relevant Consent Solicitation Meeting Notice) for each Series was satisfied.

Accordingly, the Company has decided to implement the First Extraordinary Resolution and the Second Extraordinary Resolution in respect of each of the Perpetual Securities and Convertible Bonds.

Following the passing of the First Extraordinary Resolution and the Second Extraordinary Resolution in respect of each of the Perpetual Securities and Convertible Bonds and the satisfaction of the Eligibility Conditions, the Replacement of Trustee for each Series by Madison Pacific Trust Limited and the Trustee and Agents Resignation and Appointment Deeds (as defined in the Consent Solicitation Meeting Notices) for each Series became effective on and from 3 June 2025. Nonetheless, the Proposed Amendments for each Series will only become effective at a later stage on and from the Amendment Effective Date, following the satisfaction of all Consent Conditions and before the occurrence of the Restructuring Effective Date (each as defined in the Consent Solicitation Meeting Notices).

The Consent Solicitations form part of the Proposed Restructuring. For a detailed statement of the terms and conditions of the Consent Solicitations, Replacement of Trustee and Proposed Amendments in respect of each Series, Perpetual Securities Holders and CB Holders should refer to the Consent Solicitation Memorandum and the relevant Consent Solicitation Meeting Notice, copies of which are available for download at the Consent Website (<https://deals.is.kroll.com/cifi-consent>), subject to eligibility confirmation and registration.

## **NOTICE OF RESULTS OF THE SCHEME MEETING**

The Company is pleased to announce that it has obtained the support from the requisite statutory majorities of the Scheme Creditors to approve the Scheme at the Scheme Meeting, which was held at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Hong Kong at 8 p.m. Hong Kong time on 3 June 2025.

In respect of the Scheme Meeting, a total of 1,250 Scheme Creditors holding Voting Scheme Claims in the aggregate amount of US\$7,933,124,236 participated in the Scheme Meeting. Of those Scheme Creditors, 1,236 Scheme Creditors holding Voting Scheme Claims in the aggregate amount of US\$7,351,177,715 voted in favour of the Scheme (being a majority in number of the Scheme Creditors attending and voting at the Scheme Meeting either in person, by proxy or by its authorised representative (as applicable) and representing approximately 92.66% of the total value of the Voting Scheme Claims voting at the Scheme Meeting). As such, the Scheme has been approved by the requisite statutory majority of the Scheme Creditors.

Scheme Creditors will be notified of their Scheme Consideration Entitlement in due course.

It is anticipated that, taking into account the significant amount of the Voting Scheme Claims to be cancelled or to be converted into MCB and then converted into shares (which is mandatory under the terms of the MCB), the Group's offshore debt obligations (represented by Voting Scheme Claims) will decrease by an aggregate amount of approximately US\$5.27 billion, representing approximately 66% of the aggregate amount of the Voting Scheme Claims as a result of the Proposed Restructuring. As creditors holding more than half of the Voting Scheme Claims have selected the options with MCB component, the Company takes the view that it demonstrates such Scheme Creditors' confidence in the future development of the Group. The completion of the Proposed Restructuring will significantly alleviate the Group's liquidity pressure and provide it with a sustainable capital structure to deliver long-term value for the benefit of all the Company's stakeholders. Further, the Group aims to gradually switch to an asset-light business model in the long term, to enable it to retain core resources and capacities to survive the profound adjustment cycle of China's property development industry.

## **SCHEME SANCTION HEARING**

As a next step, the Company will seek the sanction and approval of the Scheme by the Court at a hearing presently listed to take place at 10 a.m. Hong Kong time on 26 June 2025 (the **"Scheme Sanction Hearing"**).

The Company would once again like to express its gratitude to all Scheme Creditors for their continued support. The Company will issue further announcement(s) to provide updates on other relevant matters in respect of the Proposed Restructuring and the Scheme as and when appropriate.

**The implementation of the Proposed Restructuring will be subject to many factors not within the control of the Company. As there is no assurance that the Proposed Restructuring will be successfully implemented, holders of securities of the Company and other investors of the Company are (i) advised not to rely solely on the information contained in this announcement or any other announcements as may be issued by the Company from time to time, and (ii) are reminded to consider the related risks and exercise caution when dealing in the securities of the Company. When in doubt, holders of securities and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.**

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

Hong Kong, 4 June 2025

*As at the date of this announcement, the Board comprises Mr. LIN Zhong, Mr. LIN Wei, Mr. RU Hailin, Mr. YANG Xin and Mr. GE Ming as executive Directors; and Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi as independent non-executive Directors.*