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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CIFI Holdings (Group) Co. Ltd., you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
INCREASE IN AUTHORISED SHARE CAPITAL AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING**

A notice convening the 2021 AGM (as defined on page 1 of this circular) of CIFI Holdings (Group) Co. Ltd. to be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Tuesday, 8 June 2021 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the 2021 AGM is enclosed with this circular.

Whether or not you are able to attend the 2021 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the 2021 AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM should you so wish.

Hong Kong, 30 April 2021

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2021 AGM” or “2021 Annual General Meeting”	the annual general meeting of the Company to be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Tuesday, 8 June 2021 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day other than public holiday on which banks are generally open for business in Hong Kong
“Companies Act”	the Companies Act Cap. 22 of the Cayman Islands and any amendments or other statutory modifications thereof
“Company”	CIFI Holdings (Group) Co. Ltd., an exempted company incorporated with limited liability in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2021, being the latest practicable date prior to printing of this circular for ascertaining certain information referred to in this circular prior to its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the 2021 AGM to exercise the power of the Company to repurchase, during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the total issued Shares as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 6 of the notice of the 2021 AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary shares of HK\$0.10 each in the share capital of the Company, or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company or such nominal amount as shall result from any such sub-division, reduction, consolidation, reclassification or reconstruction
“Shareholder(s)”	the registered holder(s) of the Shares
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the 2021 AGM to exercise the power of the Company to allot, issue and deal with Shares, during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 5, Shares up to a maximum of 20% of the total issued Shares as at the date of passing of the resolution approving the Share Issue Mandate

DEFINITIONS

“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent.



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)

Executive Directors:

Mr. LIN Zhong (*Chairman*)
Mr. LIN Wei (*Vice-chairman*)
Mr. LIN Feng (*Chief Executive Officer*)
Mr. CHEN Dongbiao
Mr. YANG Xin (*Chief Financial Officer*)

Non-executive Director:

Mr. WANG Wei

Independent Non-Executive Directors:

Mr. GU Yunchang
Mr. ZHANG Yongyue
Mr. TAN Wee Seng

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

*Principal Place of Business
in Hong Kong:*

22/F., One Hennessy
No.1 Hennessy Road
Wan Chai
Hong Kong

30 April 2021

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
INCREASE IN AUTHORISED SHARE CAPITAL AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF 2021 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2021 AGM and more information regarding certain ordinary resolutions to be proposed at the 2021 AGM, including but not limited to (a) the granting to the Directors of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate; (b) the increase in the authorised share capital; and (c) the re-election of retiring Directors who offer themselves for re-election; and to seek your approval of the relevant ordinary resolutions relating to these matters at the 2021 AGM.

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATE TO ISSUE SHARES

On 8 June 2020, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the power of the Company to issue Shares. Such mandate will lapse at the conclusion of the 2021 AGM. The Directors propose to seek your approval of the Share Issue Mandate to be proposed at the 2021 AGM.

As at the Latest Practicable Date, the total issued Shares comprised 8,230,745,815 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of passing the resolution, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate as at the date of passing the resolution will be 1,646,149,163 Shares, representing approximately 20% of the total issued Shares as at the date of passing the resolution. After deducting 192,962,000 Shares which may be issued upon exercise of all the share options granted under the share option scheme adopted by the Company on 3 October 2017 up to the Latest Practicable Date, any issue of new Shares exceeding 1,576,292,185 Shares under the Share Issue Mandate will be subject to the passing of the resolution for approving the proposed increase in the authorised share capital of the Company at the 2021 AGM as referred to in resolution no. 8 of the notice of the 2021 AGM.

In addition, a separate resolution will also be proposed for you to approve the extension of the Share Issue Mandate by adding to the total number of Shares which may be allotted and issued by the Directors pursuant to the Share Issue Mandate the number of Shares representing such number of Shares repurchased under the Repurchase Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolution nos. 5 and 7 respectively of the notice of the 2021 AGM.

3. GENERAL MANDATE TO REPURCHASE SHARES

On 8 June 2020, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the power of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the 2021 AGM. The Directors propose to seek your approval of the Repurchase Mandate to be proposed at the 2021 AGM.

As at the Latest Practicable Date, the total issued Shares comprised 8,230,745,815 Shares. Subject to the passing of the Repurchase Resolution and assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 823,074,581 Shares, representing approximately 10% of the total issued Shares as at the date of passing the Repurchase Resolution.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

LETTER FROM THE CHAIRMAN

4. INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$1,000,000,000 divided into 10,000,000,000 Shares.

In order to provide the Company with greater flexibility to issue new Shares for, including but not limited to, exercise of share options and fund raising in the future as and when appropriate, the Board proposes to increase the authorised share capital of the Company from HK\$1,000,000,000 (divided into 10,000,000,000 Shares) to HK\$2,000,000,000 (divided into 20,000,000,000 Shares) by the creation of an additional 10,000,000,000 new Shares.

With regard to the proposed increase in the authorised share capital of the Company, the Board has no present intention to issue any part of the increased authorised share capital of the Company.

An ordinary resolution to approve the proposed increase in the authorised share capital of the Company will be proposed to the Shareholders for approval at the 2021 AGM.

5. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently comprises nine Directors, of which five are executive Directors, namely Mr. LIN Zhong, Mr. LIN Wei, Mr. LIN Feng, Mr. CHEN Dongbiao and Mr. YANG Xin; one is a non-executive director, namely Mr WANG Wei; and three are independent non-executive Directors, namely Mr. GU Yunchang, Mr. ZHANG Yongyue and Mr. TAN Wee Seng.

Pursuant to Article 16.18 of the Articles of Association, Mr. LIN Zhong, Mr. YANG Xin and Mr. ZHANG Yongyue will retire by rotation at the 2021 AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Company and the Board have reviewed the annual written confirmation of independence of Mr. ZHANG Yongyue and assessed his independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. He does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. The nomination committee of the Company and the Board are also not aware of any circumstance that might influence Mr. ZHANG in exercising independent judgment and are satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive director. On this basis, Mr. ZHANG is considered independent.

Mr. ZHANG Yongyue specializes in real estate economics and economic analysis. The Board believes that the skill and experience Mr. ZHANG acquired from a different background will be beneficial to the Board with diversity of his comprehensive experience and knowledge and he will continue to contribute effectively to the Board. Mr. ZHANG is

LETTER FROM THE CHAIRMAN

able to devote sufficient time and attention to perform the duties of an independent non-executive director of the Company besides his directorship holding in other listed companies.

The Board therefore considers the re-election of Mr. ZHANG as an independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

The nomination committee of the Company nominated the above retiring Directors including Mr. ZHANG to the Board for it to propose to the Shareholders for re-election at the 2021 AGM. Accordingly, the Board proposed that the above retiring Directors (including Mr. ZHANG) stand for re-election as Directors at the 2021 AGM.

Details of the retiring Directors proposed to be re-elected at the 2021 AGM are set out in the Appendix II to this circular.

6. 2021 ANNUAL GENERAL MEETING

At the 2021 AGM, ordinary resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, the increase in the authorised share capital, the re-election of retiring Directors who offer themselves for re-election and the declaration of a final dividend of RMB24.3 cents per Share for 2020 (the "Proposed Final Dividend"). Subject to the approval of the Shareholders at the 2021 AGM, the Proposed Final Dividend declared in RMB will be paid in HK\$, equivalent to HK29 cents per Share (payable in cash with a scrip option), which is based on the average middle rate of RMB to HK\$ as announced by the People's Bank of China for the five Business Days preceding the date of the annual results announcement of the Company for the year ended 31 December 2020 (i.e. 25 March 2021). The notice of the 2021 AGM is set out on pages 15 to 19 of this circular.

To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2021 AGM.

7. ACTION TO BE TAKEN

A form of proxy for use at the 2021 AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the 2021 AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM should you so wish.

LETTER FROM THE CHAIRMAN

8. VOTING BY WAY OF POLL

Pursuant to Article 13.6 of the Articles of Association, all resolutions put to votes of the Shareholders at the 2021 AGM shall be decided on a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RECOMMENDATION

The Directors believe that the granting to the Directors of the Share Issue Mandate and the Repurchase Mandate, the extension of the Share Issue Mandate, the increase in the authorised share capital and the re-election of the retiring Directors who offer themselves for re-election, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the 2021 AGM to give effect to them.

Yours faithfully,
For and on behalf of
CIFI Holdings (Group) Co. Ltd.
LIN Zhong
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the resolution to be proposed at the 2021 AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total issued Shares comprised 8,230,745,815 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the 2021 AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 823,074,581 Shares representing not more than 10% of the total issued Shares as at the date of passing the Repurchase Resolution.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association, the Articles of Association, the applicable laws of Hong Kong, the Companies Act and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2020 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

4. SHARES PRICES

The monthly highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

Year	Month	Shares Traded Price	
		Highest Price HK\$	Lowest Price HK\$
2020	April	6.130	5.370
	May	5.950	5.130
	June	6.747*	5.644*
	July	7.460	6.340
	August	7.150	6.370
	September	6.680	5.550
	October	6.010	5.220
	November	6.800	5.370
	December	6.790	5.900
2021	January	7.440	6.030
	February	7.540	6.260
	March	7.800	6.920
	April (from 1 April up to the Latest Practicable Date)	7.850	6.980

* Adjusted due to declaration of special dividend.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association of the Company and Articles of Association, the applicable laws of Hong Kong, the Companies Act and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and according to the register of substantial shareholders' interests in shares kept under section 336 of Part XV of the SFO, Mr. LIN Zhong, the executive Director and chairman of the board of Directors of the Company, was interested in an aggregate of 3,608,431,603 Shares, representing approximately 43.84% of the total issued Shares. Such 3,608,431,603 Shares comprise 7,873,591 Shares held by Mr. LIN Zhong, 2,389,313,975 Shares held by the LIN's Family Trust of which Mr. LIN Zhong is one of the co-founders and 1,211,244,037 Shares held by the Sun Success Trust of which Mr. LIN Zhong is the sole founder. Mr. LIN Wei, the executive Director and vice-chairman of the board of Directors of the Company, was interested in an aggregate of 3,041,266,534 Shares, representing approximately 36.95% of the total issued Shares. Such 3,041,266,534 Shares comprise 2,389,313,975 Shares held by the LIN's Family Trust of which Mr. LIN Wei is one of the co-founders and 451,952,559 Shares held by Mr. LIN Wei's family trust of which Mr. LIN Wei is the sole founder and 200,000,000 Shares held by a trust, the beneficiary of which include Mr. LIN Wei's one child who is under 18 years of age. Mr. LIN Feng, the executive Director and Chief Executive Officer of the Company, was interested in an aggregate of 2,616,455,155 Shares, representing approximately 31.79% of the total issued Shares. Such 2,616,455,155 Shares comprise 5,855,000 Shares held by Mr. LIN Feng, 2,389,313,975 Shares held by the LIN's Family Trust of which Mr. LIN Feng is one of the co-founders, 215,950,580 Shares held by the Sun-Mountain Trust of which Mr. LIN Feng is the sole founder and 5,335,600 Shares held by Towin Resources Limited, a corporation wholly owned by Mr. LIN Feng. Thus, Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng are together entitled to control the exercise of an aggregate of 4,487,525,342 Shares, representing approximately 54.52% of voting rights of the Company.

Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the 2021 AGM, then, the interests in the Company of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng together would be increased approximately from 54.52% to 60.58% of the total issued Shares. Such increase will not give rise to an obligation to make a general offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors currently are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the public float percentage of 25% of the total issued Shares.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors proposed to be re-elected at the 2021 AGM in accordance with the Articles of Association. Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following retiring Directors who stand for re-election at the 2021 AGM:

Mr. LIN Zhong, aged 52, our founder, is the executive Director and chairman of the board of Directors of the Company. Mr. LIN Zhong has about 30 years of experience in the real estate business. He was appointed as Director on 20 May 2011, and is the chairman of the nomination committee and a member of the remuneration committee of the Company and is also a substantial shareholder of the Company and a director of certain subsidiaries of the Group. Mr. LIN Zhong is also the controlling shareholder, an executive director, the chairman of the board of directors, the chairman of the nomination committee, the chairman of the strategic committee and a member of remuneration committee of Ever Sunshine Lifestyle Services Group Limited (SEHK stock code: 1995), a subsidiary of the Company and the shares of which are listed on the Main Board of the Stock Exchange since 17 December 2018. Mr. LIN Zhong was appointed as the vice chairman of Shanghai Population Welfare Foundation in 2013, the deputy chief council member of the Eighth Term of Council of Shanghai Real Estate Association and the rotating chairman of Shanghai Entrepreneur Association in 2014, the honorary chairman of Fujian Chamber of Commerce in Shanghai and the chairman of Xiamen Chamber of Commerce in Shanghai in 2016, the vice chairman of the China Real Estate Association in 2018, an adjunct professor at School of Business Administration of East China Normal University and the chairman of the fourth council of Oriental Real Estate Research Institute of East China Normal University in 2019, and the rotating chairman of China Urban Realty Association (CURA) and the rotating chairman of Fukien Chamber of Commerce in 2021. Mr. LIN Zhong graduated from Xiamen University with a bachelor's degree in economics. He further pursued and obtained an executive master of business administration degree from Cheung Kong Graduate School of Business. Mr. LIN Zhong is a brother of Mr. LIN Wei and Mr. LIN Feng. Mr. LIN Zhong is a director of Rosy Fortune Investments Limited and Ding Chang Limited, substantial shareholders of the Company.

Mr. LIN Zhong entered into a service contract with the Company as an executive Director for a term of 3 years from 1 June 2017 and was renewed for a further term of three years on 1 June 2020. He is also subject to retirement by rotation and re-election at least once every three years at an annual general meeting of the Company in accordance with the Articles of Association. Mr. LIN Zhong received emoluments in a total sum of RMB4,058,000 which comprised basic salaries and allowances of RMB3,992,000 and retirement benefit contributions of RMB66,000 for the year ended 31 December 2020, but he did not receive any director's fee for the said year. The director's emoluments of Mr. LIN Zhong were determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

As at the Latest Practicable Date, Mr. LIN Zhong is interested in 7,873,591 Shares and 3,600,558,012 Shares (through the discretionary trusts) within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. LIN Zhong (i) had not held any other positions with any members of the Group; (ii) was not related to any other director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. LIN Zhong has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as a Director.

Mr. YANG Xin, aged 47, is the executive Director, the Chief Financial Officer and the Senior Vice President of the Group. Mr. YANG joined the Group in July 2010, and was appointed as Director on 18 December 2017. He is currently a director of certain subsidiaries of the Group. He has experience in banking and finance. Prior to joining the Group, he worked in various management positions at Agricultural Bank of China Limited. Mr. YANG graduated from Shanghai Jiao Tong University with a bachelor's degree in international finance and further obtained a master of business administration degree. He also obtained a master degree in accounting from Shanghai National Accounting Institute. Mr. YANG also holds the Senior International Finance Manager qualification issued by International Financial Management Association.

Mr. YANG entered into a service contract with the Company as an executive Director for an initial term of three years commencing from 18 December 2017 and was renewed for a further term of three years on 18 December 2020. He is subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Articles of Association. The appointment of Mr. YANG as an executive Director can be terminated by the Company or Mr. YANG with three months' notice in writing. Effective on 1 January 2018, Mr. YANG is entitled to a basic salary payable by the Group's subsidiary of RMB4,000,000 per annum as well as a discretionary bonus, but he is not entitled to any director's fee. He received emoluments in a total sum of RMB9,745,000 which comprised basic salaries and allowances of RMB3,986,000, equity-settled share-based payments of RMB61,000, discretionary bonus of RMB5,632,000 and retirement benefit contribution of RMB66,000 for the year ended 31 December 2020. The director's emoluments of Mr. YANG were determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

As at the Latest Practicable Date, Mr. YANG had interest in share options granted to subscribe for 5,100,000 Shares under the Company's share option schemes and had personal and family interest in 10,149,288 Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. YANG (i) was not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (ii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iii) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. YANG has confirmed that there are no other matters required to be brought to the attention of the Shareholders and the Company or other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Mr. ZHANG Yongyue, aged 66, was appointed as the independent non-executive Director on 9 October 2012 and is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. Mr. ZHANG obtained a bachelor's degree in economics from East China Normal University where he taught since his graduation and he had become a professor of the Business School at the same university since 1998 until he retired in 2017. He is currently a tenured professor at East China Normal University, and the Dean of Shanghai E-house China R&D Institute, concurrently as the vice president of the China Institute of Real Estate Appraisers and Agents and the supervisor of Shanghai Real Estate Economy Society. Mr. ZHANG is currently an independent director of Shanghai Industrial Development Co., Ltd. (SSE stock code: 600748) and an independent director of Shanghai Huitong Energy Co., Ltd. (SSE Stock Code: 600605), the shares of which are listed on the Shanghai Stock Exchange.

Mr. ZHANG has been appointed as an independent non-executive Director of the Company for a term of 3 years, subject to further renewal. He is subject to retirement and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter (being supplemented), Mr. ZHANG is entitled to receive the director's fee of HK\$320,000 per annum which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

As at the Latest Practicable Date, Mr. ZHANG had interest in share options granted to subscribe for 300,000 Shares under the Company's share option schemes and 1,312,995 Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. ZHANG (i) had not held any other positions with any members of the Group; (ii) was not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. ZHANG has confirmed that there are no other matters required to be brought to the attention of the Shareholders and the Company or other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

NOTICE OF 2021 ANNUAL GENERAL MEETING



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)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “2021 AGM”) of **CIFI Holdings (Group) Co. Ltd.** (the “Company”) will be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Tuesday, 8 June 2021 at 10:00 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “Group”), the report of the directors and the independent auditor’s report for the year ended 31 December 2020;
2. To declare a final dividend of RMB24.3 cents per share for the year ended 31 December 2020 (payable in cash in Hong Kong dollars with a scrip option);
3. To re-elect directors and authorise the board of directors of the Company (the “Board”) to fix the remuneration of all directors of the Company (the “Directors”);
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix the auditor’s remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:-

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Shares”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers,

NOTICE OF 2021 ANNUAL GENERAL MEETING

agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;

- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution), and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:-

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws;
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF 2021 ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:-

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:-

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company and any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF 2021 ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolution nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 be and is hereby extended by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of a number representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6, provided that such extended number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution).”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$1,000,000,000 (divided into 10,000,000,000 shares of HK\$0.10 each) to HK\$2,000,000,000 (divided into 20,000,000,000 shares of HK\$0.10 each) by the creation of an additional 10,000,000,000 new shares of the Company (the “Increase in Authorised Share Capital”); and
- (b) any one of the Directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 30 April 2021

Notes:

- (a) A member is entitled to attend and vote at the 2021 AGM and is entitled to appoint one or more (if the member holds more than one Share) proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the 2021 AGM in person to represent the member.

NOTICE OF 2021 ANNUAL GENERAL MEETING

- (b) Where there are joint holders of any Share(s), any one of such joint holders may vote at the 2021 AGM either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the 2021 AGM in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (c) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or authority), must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the 2021 AGM (or at any adjournment thereof).
- (d) Closure of the Register of Members
- (i) For determining the entitlement to attend and vote at the 2021 AGM
- The register of members of the Company will be closed from Thursday, 3 June 2021 to Tuesday, 8 June 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2021 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 2 June 2021.
- (ii) For determining the entitlement to the proposed final dividend
- The register of members of the Company will be closed from Monday, 21 June 2021 to Tuesday, 22 June 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18 June 2021.
- (e) With regard to ordinary resolution no. 3 in this notice, details of the retiring Directors, namely Mr. LIN Zhong, Mr. YANG Xin and Mr. ZHANG Yongyue, who offer themselves for re-election as Directors, are set out in the Appendix II to the circular to shareholders of the Company dated 30 April 2021.
- (f) Pursuant to article 13.6 of the articles of association of the Company, all resolutions put to votes of shareholders of the Company at the general meeting shall be decided on a poll.